

Polaris Group

2022 Annual Shareholders' Meeting Minutes (Translation)

Notice to readers

This English translation is provided for reference only. In case of any discrepancies, the original Chinese version shall prevail.

Time: 09:00 a.m., June 2, 2022 (Thursday)

Location: Rm. 212, 2F., No. 355, Ruiguang Rd., Neihu Dist., Taipei
City (t.Hub Taipei)

**Polaris Group
Meeting Minutes
for the 2022 General Shareholders' meeting**

Time: 09:00 a.m., June 2, 2022 (Thursday)

Location: Rm. 212, 2F., No. 355, Ruiguang Rd., Neihu Dist., Taipei City (t.Hub Taipei)

Meeting Type: Physical shareholders meeting

Present:

The total outstanding shares: 720,944,893 shares

The total shares represented by shareholders present in person or by proxy: 471,516,958 shares.

The percentage of shares held by shareholders present in person or by proxy: 65.40%

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum.

Chairman: Howard Chen



Recorder: Kay Huang



Board Members Present: Howard Chen (Representative of Gemtek Investment Co. Ltd), Chen, Shyan Tser

Independent Directors Present (Member of Audit Committee): Way, Tzong Der

Attendance:

Wendy Liang for and on behalf of PricewaterhouseCoopers, Taiwan

Hermes Kung for and on behalf of Global Network Commerce Legal

1. Call the Meeting to Order :

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

2. Chairman Address: (Omitted)

3. Reported Matters

Item 1: 2021 Business Reports and Financial Statements

Explanation: The 2021 Business Reports and Financial Statements are attached at Pages 8-13, Appendix 1.

Item 2: 2021 Audit Committee's Review Report

Explanation: 2021 Audit Committee's Review Report is attached at Pages 14, Appendix 2.

Item 3: Progress Report on Enhanced Business Plan

Explanation: This report is based on Taipei Exchange Letter No.: Securities-Counter-Audit-

1040037369, point 5, dated January 19, 2016, "The enhanced business plan shall be reported to the Board of Directors quarterly for management and then be proposed on the shareholders meeting".

The Company's new drug pipelines are still in the research and development stage, resulting in no operating income and thus a loss. In order to improve operating and loss-making position, the Company's primary goal is to obtain global new drug licenses as soon as possible.

The Company's Malignant Pleural Mesothelioma clinical trial has made significant progress in 2021. The interim analysis in April 2021 showed that the conditional power (CP) for overall survival (OS) was greater than 80%, which is statistically significant; in July, the DSMB recommended to close the enrollment of subjects early in August; in February 2022, the Company received a letter from the U.S. FDA informed that its malignant pleural mesothelioma investigational drug has earned the FDA "Fast Track Designation", so the policies and methods of the "Expanded Access Program" (EAP for short, under which preapproval access to an investigational drug is provided to patients) should be announced in accordance with the regulations. The malignant pleural mesothelioma clinical trial is planned to be unblinded in August 2022.

The Company's Soft Tissue Sarcoma trial is a U.S. multi-center clinical trial funded by Washington University in St. Louis, USA (Polaris Group only provides ADI-PEG 20). The trial was completed in the first quarter of 2021, and the results were presented at the American Society of Clinical Oncology (ASCO) annual meeting in June 2021, and were heated discussed by soft tissue sarcoma experts there. The Company plans to initiate the Phase 3 clinical trial of soft tissue sarcoma in the second half of 2022.

The Company's Hepatic Cell Carcinoma trial is a collaboration between the Company and Dr. Yeh, Chauting from Taiwan Linkou Chang Gung Memorial Hospital. It will launch the world's first Phase 2/3 liver cancer clinical trial designed from a genetic perspective, screening for specific gene markers, and using double-blind methods. This is a randomized trial and is expected to enroll 150 subjects. The trial advances medication strategies from the general population to personalization for better treatment outcomes, also known as "personalized medicine" and "precision medicine". The protocol has been submitted to the U.S. FDA and Taiwan FDA for review, and patient enrollment is expected to begin in the second quarter of 2022.

In addition to the research and development of new cancer drugs, Polaris Group also responded to the government's determination to promote the biotechnology industry. In 2022, the Company will invest in the construction of a commercial mass production plant for the production of protein drugs by microbial fermentation in the Yilan Science Park, Taiwan. It can not only supply the self-developed ADI-PEG 20, but also support the CDMO business. It is believed that it can create industrial value with high production capacity and low energy consumption.

Item 4: Adoption of the "Code of Ethical Conduct", "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct", and "Corporate Social Responsibility Best Practice Principles"

Explanation: According to relevant regulations, the Company has formulated "Code of Ethical Conduct", "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct", and "Corporate Social Responsibility Best Practice Principles", attached at Pages 24-52, Appendix 4

4. Acknowledged Matters

Item 1: (Proposed by the Board of Directors)

Proposal: Adoption of the 2021 Business Report and Financial Statements

- Explanation:
1. The Company's 2021 annual business report and financial statements have been approved by the Board, and the financial statements have been audited by Accountants, Wendy Liang and Alan Chien of PwC Taiwan. Also, Business Report and Financial Statements have been reviewed by the Audit Committee.
 2. For the above Business Report, Independent Auditors' Report and Financial Statements, please refer to Pages 8-13 of Appendix 1 and Pages 15-23 of Appendix 3.
 3. Recognition is respectfully requested.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 467,060,811 votes in favor, 0 votes against, and 4,402,826 votes abstained. The votes in favor accounted for 99.06% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

Item 2: (Proposed by the Board of Directors)

Proposal: Adoption of the Proposal for 2021 Deficit Compensation

- Explanation:
1. The net loss after tax in 2021 was NT\$740,487 (in thousands of dollars) and the accumulated deficit of prior years was NT\$8,681,875 (in thousands of dollars) and the accumulated deficit yet to be compensated was NT\$9,422,362 (in thousands of dollars). Please refer to the table below for the Deficit Compensation Statement.
 2. Please refer to the 2021 Deficit Compensation Statement as follows:

Deficit Compensation Statement
2021

(Unit: NT\$1,000)

| Items | Amounts |
|--|-------------|
| Unappropriated accumulated deficit of prior years | (8,681,875) |
| Add: 2021 net loss after tax | (740,487) |
| Deficit yet to be compensated – at the end of 2021 | (9,422,362) |

Chairman : Howard Chen General Manager : Shaw Chen Accounting Supervisor : Kay Huang



3. Recognition is respectfully requested.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 467,060,811 votes in favor, 0 votes against, and 4,402,826 votes abstained. The

votes in favor accounted for 99.06% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

5. Matters for Discussion

Item 1: (Proposed by the Board of Directors)

Proposal: Special Resolution Proposal of the Amendment to the Articles of Incorporation

Explanation: 1. In order to comply with Taiwan Stock Exchange Corporation's announcement, reference number 1111700674 on March 11, 2022 to amend "Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile", it is proposed to revise the Company's Memorandum of Association and the Articles of Incorporation. The Company's Memorandum of Association and the Articles of Incorporation are subject to the ninth revision. Comparison Table for the "Memorandum of Association and the Articles of Incorporation" is shown on Pages 53 to 56 of Appendix 5.

2. Please discuss and adopt the ninth revision of the Company's Memorandum of Association and the Articles of Incorporation by a Special Resolution to replace the eighth revision. It is then sent to the British Cayman Islands where the Company is registered for registration.
3. Approval is respectfully requested.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 467,060,811 votes in favor, 0 votes against, and 4,402,826 votes abstained. The votes in favor accounted for 99.06% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

Item 2: (Proposed by the Board of Directors)

Proposal: Amendment to the "Procedures of Acquisition and Disposal of Assets"

Explanation: 1. In order to align with the revision of some provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" by the competent authorities in Taiwan, the Company plans to revise the "Operational Procedures for Acquisition and Disposal of Assets". The Comparison Table for the "Procedures of Acquisition and Disposal of Assets" is shown on Pages 57 to 60 of Appendix 6.

2. Approval is respectfully requested.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 467,060,811 votes in favor, 0 votes against, and 4,402,826 votes abstained. The votes in favor accounted for 99.06% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

Item 3: (Proposed by the Board of Directors)

Proposal: Amendment to the "Procedures of Lending Funds to Others"

Explanation: 1. In order to conform to the needs of commercial practice, the Company plans to revise the " Procedures of Lending Funds to Others ". The Comparison Table

for the “Procedures of Lending Funds to Others” is shown on Pages 61 to 63 of Appendix 7.

2. Approval is respectfully requested.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 466,361,535 votes in favor, 699,276 votes against, and 4,402,826 votes abstained. The votes in favor accounted for 98.91% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

Item 4: (Proposed by the Board of Directors)

Proposal: Amendment to the ”Procedures for Endorsements and Guarantees”

Explanation: 1. In order to conform to the needs of commercial practice, the Company plans to revise the " Procedures for Endorsements and Guarantees ". The Comparison Table for the “Procedures of Endorsements and Guarantees” is shown on Pages 64 to 68 of Appendix 8.

2. Approval is respectfully requested.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 467,045,186 votes in favor, 15,625 votes against, and 4,402,826 votes abstained. The votes in favor accounted for 99.06% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

Item 5: (Proposed by the Board of Directors)

Proposal: Amendment to the “Rules and Procedures of Shareholders’ meeting”

Explanation: In order to comply with relevant laws and regulations and the Company's business needs, the Company plans to revise the "Rules and Procedures for Shareholders Meeting". The Comparison Table for the “Rules and Procedures of Shareholders’ meeting” is shown on Pages 69 to 80 of Appendix 9.

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 466,345,910 votes in favor, 0 votes against, and 5,117,727 votes abstained. The votes in favor accounted for 98.91% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

6. Other Matters

Item 1: (Proposed by the Board of Directors)

Proposal: Proposal for the release of restriction on competitive of activities for directors

Explanation: 1. On January 1, 2022, the director of Digital Capital Inc. re-designated its representative, Dr. Patrick Y. Yang, who represented himself or others within the scope of the Company's business. Without prejudice to the interests of the Company, it is proposed to request the general meeting of shareholders to lift the ban on directors from participating in competitive business in accordance with the provisions of Article 209 of the Company Act.

2. The list of directors who are requested to release of restriction on competitive of activities is as follows:

| Name | Experiences/Education | Present positions |
|-----------------|---|---|
| Patrick Y. Yang | <ul style="list-style-type: none">• Ph.D. in Engineering from the Ohio State University• ITRI Laureate• Vice President of Merck• Executive Vice President of Genentech• Technical Operations President of Roche• Executive Vice President of Juno Therapeutics• Advisory Committee Member of Bio Taiwan Committee (BTC) | <ul style="list-style-type: none">• Founder and Vice-Chairman of National Resilience, Inc.• Chairman and Co-Founder of Acepodia• Chairman of AltruBio, Inc.• Independent Director of PharmaEssentia• Independent Director of Codexis, Inc.• Independent Director of Sana Biotech• Director of Polaris Group• Independent Director of Antheia, Inc. |

Resolution: The voting results are as follows- 471,463,637 votes were represented at the time of voting, 467,060,811 votes in favor, 0 votes against, and 4,402,826 votes abstained. The votes in favor accounted for 99.06% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

7. Extemporary Motions : None.

8. Adjournment: Meeting ended at 9:19 a.m.

(This Minutes of the General Meeting of Shareholders records the essentials and results of the proceedings in accordance with Paragraph 4 of Article 183 of the Company Law. The video recording of this annual shareholder's meeting shall prevail in the event of any discrepancy between this meeting minutes and the video recording.)

Appendix 1. 2021 Annual Business Report

Polaris Group 2021 Annual Business Report

The Company's malignant pleural mesothelioma clinical trial has made significant progress in 2021. The interim analysis in April 2021 showed that the conditional power (CP) for the overall survival (OS) was greater than 80%; in July, the DSMB recommended to close the enrollment of subjects early in August, which is agreed by the U.S. FDA; in February 2022, the Company received a letter from the U.S. FDA informed that its malignant pleural mesothelioma investigational drug has earned the FDA "Fast Track Designation".

The Company also continued to grow in its CDMO business. Recently, the world has entered a post-epidemic era. People from all over the world are already getting vaccinated against COVID-19. International giant pharmaceutical companies have a huge increase in demand for pharmaceutical OEMs. In 2021, Polaris Group not only recruited mRNA vaccine experts, but also signed a cooperation contract with the University of California, USA, to actively strive for the leading position of lipid nanoparticle technology in Taiwan.

In addition to the research and development of new cancer drugs, Polaris Group also responded to the government's determination to promote the biotechnology industry. In 2022, the Company is going to invest in the construction of a commercial mass production plant for the production of protein drugs by microbial fermentation in the Yilan Science Park, Taiwan. It can not only supply the self-developed ADI-PEG 20, but also support the CDMO business. It is believed that it can create industrial value with high production capacity and low energy consumption.

Below is a report on the 2021 R&D progress and results of the Company.

I. 2021 Business Results

(I) 2021 Business Plan Implementation Results

1. Clinical trials of ADI-PEG 20

The current clinical trials in progress are as follows:

| Cancer Type | Stage | Lead Cancer Center | Intervention/Treatment |
|--------------------------------|--|--|--|
| Malignant Pleural Mesothelioma | Phase 3 (Patient enrollment has stopped and is awaiting unblinding) | St Bartholomew's Hospital London, United Kingdom | ADI-PEG 20 + Pemetrexed + Cisplatin |
| Soft Tissue Sarcoma | Phase 2 (Completed) | Washington University School of Medicine Saint Louis, Missouri, United States | ADI-PEG 20 + Gemcitabine + Docetaxel |

| Cancer Type | Stage | Lead Cancer Center | Intervention/Treatment |
|------------------------|---------------------------|--|--|
| Glioblastoma | Phase 1B | Linkou Chang Gung Memorial Hospital Taoyuan, Taiwan | ADI-PEG 20 +Temozolomide + Radiotherapy |
| Hepatic Cell Carcinoma | Phase 2/3 ^{Note} | Linkou Chang Gung Memorial Hospital Taoyuan, Taiwan | ADI-PEG 20 only (HCC patients with genotype WWOX-GG) |
| Acute Myeloid Leukemia | Phase 1 | MD Anderson Cancer Center Houston, Texas, United States | ADI-PEG 20 + Venetoclax + Azacitidine |

Note: This is the clinical trial for NDA submission.

2. CDMO of drug development and production services

DRX USA signed a technical production contract with the American company Helix BioMedix, Inc. (Helix for short) at the end of 2019, and began to contribute operating income in 2020; in September 2020, a joint development agreement with Nanonotein Technologies., Inc. is signed to jointly develop nanoprotein products, one of which is the chimeric antigen receptor T (CAR-T), which is potential for the therapeutic market, and DRX USA will be responsible for its process development and mass production. The Company currently holds a 41% stake in DRX USA and will receive 15% of its revenue for future commercialized products. In addition, the Company continues to develop small and medium-sized customers and provide them with customized technical services.

(II) Budget Spending Review

The Company only sets an internal budget plan in 2021, and does not disclose financial forecast data to the public. The overall budget spending situation generally conforms to the plan set by the Company.

(III) Financial Income and Expenditure and Profitability Analysis

The increase in operating income and operating costs compared to FY 2020 was mainly due to the impact of the COVID-19 epidemic in the United States in FY 2020, which resulted in a backward work schedule. The normal work schedule resumes in FY 2021, and the CDMO business is back on track. Operating expenses increased by 7.87% compared to FY 2020, mainly due to the increase in the Company's listing-related expenses, the increase in the number of employees, the reclassification of the Chengdu production plant as fixed assets and the start of depreciation.

Unit: NT\$1,000

| Items | FY2021 | FY2020 | Difference | % |
|-----------------------------------|-----------|-----------|------------|----------|
| Operating income | 15,041 | 9,410 | 5,631 | 59.84 |
| Operating costs | 12,944 | 6,979 | 5,965 | 85.47 |
| Operating gross profit | 2,097 | 2,431 | (334) | (13.74) |
| Operating expenses | (734,014) | (680,489) | (53,525) | 7.87 |
| Operating profit or loss | (731,917) | (678,058) | (53,859) | 7.94 |
| Non-operating income and expenses | (7,793) | 17,882 | (25,675) | (143.58) |
| Net loss for the fiscal year | (740,487) | (660,224) | (80,263) | 12.16 |
| Loss per share (NTD) | (1.09) | (1.01) | (0.08) | 7.92 |

(IV) Research and Development Status

For details, please refer to the "2021 Business Plan Implementation Results" above.

II. 2022 Business Plan Outline

(I) Operating Strategy

1. In order to meet the upcoming global launch of ADI-PEG 20 new drugs and the mass production of CDMO business, the construction of a cGMP mass production plant in Taiwan that complies with U.S. FDA regulations will be launched.
2. Strategically plan clinical trials to obtain global drug licenses as soon as possible to benefit cancer patients worldwide.
3. Continue to explore the relationship between ADI-PEG 20 and genes, maximize the therapeutic benefit of patients through genetic testing, so as to achieve the ultimate goal of precision medicine, increase the penetration rate of ADI-PEG 20 in various cancer markets, and ultimately expand the market size.
4. Actively develop CDMO services and develop diversified businesses.
5. Find and co-development or regional licensing with strategic alliance partners to secure working capital and spread risks.

(II) Expected Sales and Its Basis and the Production and Sales Policies

The Company's self-developed products are still in the clinical trial stage and have not yet been marketed. At present, the main business income comes from contracting CDMO services. Management sets the Company's operation goals and strategies every year, and then the R&D, manufacturing, and clinical teams in the U.S. and Taiwan propose various R&D and CDMO projects accordingly. The projects are approved for execution after evaluating feasibility, marketing and financials.

III. The Company's Future Development Strategy

(I) Initiate Clinical Trials for NDA submission

The primary goal of the Company's future development strategy is to obtain clearer clinical efficacy data in the shortest time to boost the Company's value and make metabolic therapy the main method for the treatment of cancer. In the future, the Company will concentrate resources to actively accelerate the Phase 2/3 clinical trials of malignant pleural mesothelioma, hepatic cell carcinoma and soft tissue sarcoma. In addition, the Company has also conducted Phase 1 clinical trials of glioblastoma and acute myeloid leukemia. The details are described as follows:

1. Malignant Pleural Mesothelioma

This is a Phase 2/3, 386-subject, multinational, multicenter clinical trial of ADI-PEG 20 in combination with Pemetrexed or Cisplatin (the two chemotherapeutic drugs served as the control group) for the treatment of malignant pleural mesothelioma, conducted by Dr. Peter Szlosarek of St. Bartholomew's Hospital, London, United Kingdom.

The interim analysis in February 2021 was positive, showing that the conditional power (CP) was greater than 80%. Due to the severe impact of the COVID-19 epidemic and other new drugs on patient enrollment, the U.S. FDA has notified the Company on July 27 that the Company can early close the enrollment of patients in August in accordance with the DSMB's recommendation. The Company has stopped enrolling patients on August 15, 2021.

In February 2022, the Company received a letter from the U.S. FDA informed that its malignant pleural mesothelioma investigational drug has earned the FDA "Fast Track Designation", so the policies and methods of the "Expanded Access Program" (EAP for short, under which preapproval access to an investigational drug is provided to patients) should be announced in accordance with the regulations. The malignant pleural mesothelioma clinical trial is planned to be unblinded in August 2022.

2. Soft Tissue Sarcoma

This is a U.S. multi-center clinical trial funded by Washington University in St. Louis (Polaris Group only provides ADI-PEG 20) and conducted by Professor Brian Van Tine. The 75-patient, single-arm trial was completed in the first quarter of 2021. The effective response rate of ADI combined with Gemcitabine and Docetaxel was as high as 25%, of which 6 patients had tumor shrinkage completely (Complete Response). Professor Van Tine adjusted the data according to the drug dose and combined with his laboratory studies and find that the combination of ADI-PEG 20 and Docetaxel would increase the entry of Gemcitabine into cells. They also confirmed that ADI-PEG 20 alone could reduced the metabolic rate of Gemcitabine thus increased cellular uptake of Gemcitabine. The results of these two studies indicate that the interaction of ADI-PEG 20 with Docetaxel can increase the cellular uptake of Gemcitabine, therefore, if ADI-PEG 20 is administered to patients in combination with Docetaxel and Gemcitabine, a lower dose of Gemcitabine is required to achieve the same efficacy, but with fewer side effects for patients. The above-mentioned results were presented at the American Society of Clinical Oncology (ASCO) annual meeting in 2021, and were heated discussed by soft tissue sarcoma experts there. The Company plans to initiate the Phase 3 clinical trial of soft tissue sarcoma in the second half of 2022.

3. Hepatic Cell Carcinoma

Collaborating with Dr. Yeh, Chauting from Taiwan Linkou Chang Gung Memorial Hospital, the Company will launch the world's first Phase 2/3 liver cancer clinical trial designed from a genetic perspective, screening for specific gene markers, and using double-blind methods. This is a randomized trial and is expected to enroll 150 subjects. The trial advances medication strategies from the general population to personalization for better treatment outcomes, also known as "personalized medicine" and "precision medicine". The Company plans to begin recruiting patients in the second quarter of 2022.

4. Glioblastoma

This is a Phase 1B clinical trial of ADI-PEG 20 in combination with radiotherapy and chemotherapy drug Temozolomide (TMZ) in the treatment of Glioblastoma (GBM). The University of Washington, in collaboration with Polaris Group, published a paper this year demonstrating the additive effect of ADI-PEG 20 in combination with radiotherapy and TMZ in GBM cell lines and animal models, providing the design basis for further clinical trials. The primary outcome of this Phase 1B trial is to evaluate the safety and tolerability of ADI-PEG 20 combined with radiotherapy and TMZ, and to determine the recommended dose of Phase 2 trial, while observing Progression Free Survival (PFS) and Overall Survival (OS). This trial was led by Linkou Chang Gung Memorial Hospital, and conducted at 4 neurosurgery centers in Taiwan. As of February 2022, 23 subjects have been recruited and the Dose Limiting Toxicity (DLT) has been observed. A total of 26 patients required for this trial is expected to be enrolled in 2022.

5. Acute Myeloid Leukemia

This is a Phase 1 clinical trial of ADI-PEG 20 in combination with Venetoclax and Azacitidine in patients with acute myeloid leukemia, led by MD Anderson Cancer Center. In addition to evaluating the safety and tolerability of ADI-PEG 20 in combination with Venetoclax and Azacitidine, the efficacy of this combination in the RP2D (recommended phase 2 dose) arm will also be explored. It has been submitted for regulatory review and is expected to begin enrolling patients in 2022. It is planned to enroll 60 patients.

(II) Contract Development and Manufacturing Organization (CDMO)

In addition to the production of ADI-PEG 20, DRX USA, the Group's subsidiary in Northern California, also has a very mature technology that uses *E. coli* as a production platform. In November 2019, it officially began to provide contract drug R&D and production services, and received good feedback. This will develop into one of the major businesses of the Group. Subsidiary DRX Chengdu is currently the clinical and production base of the Group's freeze-dried biologicals, responsible for the Group's China ADI-PEG 20 new drug R&D and manufacturing and CDMO business. Negotiations with interested potential clients have begun. The Company's strategy is to develop CDMO business in the United States and Europe with DRX USA as the leading factory. DRX Chengdu, on the other hand, is not only responsible for domestic orders in China, but will also leverage Taiwan's upstream and downstream industries to be a technology

development and manufacturing base to provide contract development and manufacturing services.

IV. The Impact of External Competition, Regulations and the General Business Environment

All the biotech and pharmaceutical companies in the world are racing to develop new cancer drugs. It is expected that more and more new anti-cancer drugs will continue to be approved and enter the market. Polaris Group is a comprehensive and vertically integrated new drug research and development company with diversified new drug research and development capabilities. ADI-PEG 20 has a unique mechanism of action and has shown preliminary efficacy and safety in various cancer trials. In addition, ADI-PEG 20 is suitable for use in combination with a variety of other treatments and is therefore considered highly competitive in the future cancer drug market. The Company assumes that after ADI-PEG 20 is approved for marketing, there will be no similar drugs entering the market in the short term. In the matter of regulatory barriers, the Company has experts who are familiar with the drug regulatory systems of various countries, and pay attention to the update of regulatory announcements at any time, striving to be in line with international laws and regulations to ensure a stable operating environment for the Company. The Company's senior management has profound experience in new drug research and development and company operation. They always collect market information and observe market trends, so that the Company's operations can respond to changes in the business environment in a timely manner, minimize risks, and maintain a high degree of competitive advantage. This will create maximum value for all employees, shareholders and the investing public.

Chairman : Howard Chen General Manager : Shaw Chen Accounting Supervisor : Kay Huang



Appendix 2. 2021 Audit Committee's Review Report

Polaris Group

2021 Audit Committee's Review Report

The Board has prepared the Company's 2021 Annual Business Report, Consolidated Financial Statements, Deficit Compensation Statement, etc., of which the consolidated financial statements have been audited and issued by the Board appointed Accountants, Liang Tsan-Wen and Chien Fan-Ya of PricewaterhouseCoopers, Taiwan.

The above-mentioned Annual Business Report, Consolidated Financial Statements, Deficit Compensation Statement have been reviewed by the Audit Committee and no irregularities were found. In accordance with the provisions of Article 14-4 of the Securities and Exchange Act, the report is hereby issued. Please review and kindly approve.

To: Polaris Group 2022 Annual General Meeting

Sincerely,

Polaris Group Audit Committee

Convenor: Way, Tzong Der

February 25, 2022



Appendix 3. 2021 Independent Auditors' Report and Financial Statements

INDEPENDENT AUDITORS' AUDIT REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Polaris Group

Opinion

We have audited the accompanying consolidated balance sheets of Polaris Group and subsidiaries (the "Group") as at December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

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

Key audit matters

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

Key audit matters for the Group's 2021 consolidated financial statements are stated as follows:

Key audit matter – Impairment assessment of property, plant and equipment

Description

The Group is a new drug development company. All acquisitions of property, plant and equipment were mainly for research and development or future production, and their values are related to the outcome of the new drug's development. The carrying value of property, plant and equipment at December 31, 2021 was NT\$1,297,205 thousands which accounted for 17% of consolidated total assets. Please refer to Notes 4 (12) and 4 (15) for its accounting policies relating to acquisition and subsequent measurement of property, plant and equipment, Notes 5 for the uncertainty of accounting estimates and assumptions and Notes 6 (6) and (9) for the details and impairment amount of property, plant and equipment. The management of the Group evaluates the recoverable amount of property, plant and equipment if an indication of impairment is present in accordance with IAS 36 "Impairment of Assets". The evaluation of the recoverable amount is a significant accounting estimate which involves the subjective judgement of management and uncertainty. Thus, we considered the impairment assessment of property, plant and equipment as a key audit matters in this fiscal year.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. We obtained an understanding and evaluated the Group's policies and procedures for impairment assessment of property, plant and equipment, the Group's procedures for assessing whether there are impairment indicators of cash generating units, and evaluate its reasonableness;
2. We obtained an appraisal report issued by external experts engaged by the Group for the cash generating units which showed impairment indicators;
3. According to the asset appraisal report issued by the external experts engaged by the Group, we performed the following impairment test procedures:
 - (1) Understanding and evaluating the independence, objectivity and competence of the external experts;
 - (2) Understanding and evaluating the reasonableness of appraisal method used in the appraisal report; and
 - (3) Understanding and evaluating the reasonableness of key assumptions used in the appraisal method, and recalculating to confirm the accuracy of the appraisal report.

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 and the International Financial Reporting Standards, International Accounting

Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, 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 generally accepted auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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 accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

POLARIS GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

| Assets | | Notes | December 31, 2021 | | December 31, 2020 | |
|---|---|---------|---------------------|------------|---------------------|------------|
| | | | Amount | % | Amount | % |
| Current assets | | | | | | |
| 1100 | Cash and cash equivalents | 6(1) | \$ 5,877,401 | 75 | \$ 150,685 | 5 |
| 1110 | Financial assets at fair value through profit or loss - current | 6(2) | 114,109 | 2 | 13,890 | - |
| 1136 | Current financial assets at amortised cost | 6(3) | - | - | 1,688,864 | 50 |
| 1170 | Accounts receivable, net | 6(4) | 4,930 | - | 2,316 | - |
| 1200 | Other receivables | | 418 | - | 5,832 | - |
| 1410 | Prepayments | | 18,954 | - | 15,604 | 1 |
| 1476 | Other current financial assets | 6(1)8 | 334,141 | 4 | 1,528 | - |
| 1479 | Other current assets, others | | 37 | - | 115 | - |
| 11XX | Current Assets | | <u>6,349,990</u> | <u>81</u> | <u>1,878,834</u> | <u>56</u> |
| Non-current assets | | | | | | |
| 1550 | Investments accounted for under equity method | 6(5) | 62,352 | 1 | 39,552 | 1 |
| 1600 | Property, plant and equipment | 6(6)(9) | 1,297,205 | 17 | 1,322,198 | 39 |
| 1755 | Right-of-use assets | 6(7) | 66,982 | 1 | 88,419 | 3 |
| 1780 | Intangible assets | 6(8) | 381 | - | 596 | - |
| 1920 | Refundable deposits | 8 | 7,864 | - | 1,903 | - |
| 1990 | Other non-current assets | 6(10) | 37,330 | - | 30,878 | 1 |
| 15XX | Non-current assets | | <u>1,472,114</u> | <u>19</u> | <u>1,483,546</u> | <u>44</u> |
| 1XXX | Total assets | | <u>\$ 7,822,104</u> | <u>100</u> | <u>\$ 3,362,380</u> | <u>100</u> |
| Liabilities and Equity | | | | | | |
| Current liabilities | | | | | | |
| 2100 | Short-term borrowings | 6(11) | \$ 277,951 | 4 | \$ 21,887 | 1 |
| 2200 | Other payables | 6(12) | 138,652 | 2 | 121,356 | 4 |
| 2280 | Current lease liabilities | | 20,167 | - | 19,179 | - |
| 2320 | Long-term liabilities, current portion | 6(13) | - | - | 115,581 | 3 |
| 21XX | Current Liabilities | | <u>436,770</u> | <u>6</u> | <u>278,003</u> | <u>8</u> |
| Non-current Liabilities | | | | | | |
| 2540 | Long-term borrowings | 6(13) | 117,261 | 2 | 126,199 | 4 |
| 2580 | Non-current lease liabilities | | 21,371 | - | 42,741 | 1 |
| 2670 | Other non-current liabilities, others | 6(14) | 32,825 | - | 33,908 | 1 |
| 25XX | Non-current liabilities | | <u>171,457</u> | <u>2</u> | <u>202,848</u> | <u>6</u> |
| 2XXX | Total Liabilities | | <u>608,227</u> | <u>8</u> | <u>480,851</u> | <u>14</u> |
| Equity | | | | | | |
| Share capital | | | | | | |
| 3110 | Share capital - common stock | 6(17) | 7,188,451 | 92 | 6,529,014 | 194 |
| Capital surplus | | | | | | |
| 3200 | Capital surplus | 6(18) | 9,824,000 | 126 | 5,290,730 | 157 |
| Retained earnings | | | | | | |
| 3350 | Accumulated deficit | 6(19) | (9,422,362) | (121) | (8,681,875) | (258) |
| Other equity interest | | | | | | |
| 3400 | Other equity interest | | (376,212) | (5) | (256,340) | (7) |
| 3XXX | Total equity | | <u>7,213,877</u> | <u>92</u> | <u>2,881,529</u> | <u>86</u> |
| Significant contingent liabilities and unrecognized contract commitments 9 | | | | | | |
| Significant event after the balance date 11 | | | | | | |
| 3X2X | Total liabilities and equity | | <u>\$ 7,822,104</u> | <u>100</u> | <u>\$ 3,362,380</u> | <u>100</u> |

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

POLARIS GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except loss per share)

| Items | Notes | 2021 | | 2020 | |
|--|-----------|----------------------|-------------------|----------------------|-------------------|
| | | Amount | % | Amount | % |
| 4000 Operating revenue | 6(20) | \$ 15,041 | 2 | \$ 9,410 | 1 |
| 5000 Operating costs | 6(23)(24) | (12,944) | (2) | (6,979) | (1) |
| 5900 Net operating profit | | <u>2,097</u> | - | <u>2,431</u> | - |
| Operating expenses | 6(23)(24) | | | | |
| 6200 General and administrative expenses | | (179,724) | (24) | (135,267) | (20) |
| 6300 Research and development expenses | | (554,290) | (75) | (545,222) | (83) |
| 6000 Total operating expenses | | (734,014) | (99) | (680,489) | (103) |
| 6900 Operating loss | | (731,917) | (99) | (678,058) | (103) |
| Non-operating income and expenses | | | | | |
| 7100 Interest income | | 7,892 | 1 | 27,064 | 4 |
| 7020 Other gains and losses | 6(21) | 8,191 | 1 | 1,636 | 1 |
| 7050 Finance costs | 6(22) | (14,674) | (2) | (5,155) | (1) |
| 7060 Share of loss of associates and joint ventures accounted for under equity method | 6(5) | (9,202) | (1) | (5,663) | (1) |
| 7000 Total non-operating income and expenses | | (7,793) | (1) | 17,882 | 3 |
| 7900 Loss before income tax | | (739,710) | (100) | (660,176) | (100) |
| 7950 Income tax expense | 6(25) | (777) | - | (48) | - |
| 8200 Loss for the year | | <u>(\$ 740,487)</u> | <u>(100)</u> | <u>(\$ 660,224)</u> | <u>(100)</u> |
| Items that will not be reclassified subsequently to profit or (loss) | | | | | |
| 8361 Cumulative translation differences of foreign operations | | (\$ 135,663) | (18) | (\$ 158,584) | (2) |
| Items that may be reclassified subsequently to profit or (loss) | | | | | |
| 8361 Cumulative translation differences of foreign operations | | <u>15,791</u> | <u>2</u> | <u>66,255</u> | <u>16</u> |
| Other comprehensive loss for the year | | <u>(\$ 119,872)</u> | <u>(16)</u> | <u>(\$ 92,329)</u> | <u>(14)</u> |
| 8500 Total comprehensive loss for the year | | <u>(\$ 860,359)</u> | <u>(116)</u> | <u>(\$ 752,553)</u> | <u>(114)</u> |
| Loss per share | | | | | |
| 9750 Basic and diluted loss per share | 6(26) | <u>(\$ 1.09)</u> | <u>(\$ 1.01)</u> | <u>(\$ 1.01)</u> | <u>(\$ 1.01)</u> |

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

POLARIS GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

| | Notes | Equity attributable to owners of the parent company | | | | Other equity – cumulative translation differences of foreign operations | Total equity |
|---------------------------------------|-----------|---|---------------------|------------------------|----------------------|--|--------------|
| | | Common stock | Capital surplus | Accumulated deficit | | | |
| <u>2020</u> | | | | | | | |
| Balance at January 1, 2020 | | \$ 6,529,014 | \$ 5,266,256 | (\$ 8,021,651) | (\$ 164,011) | \$ 3,609,608 | |
| Net loss for the year | | - | - | (660,224) | - | (660,224) | |
| Other comprehensive loss for the year | | - | - | - | (92,329) | (92,329) | |
| Total comprehensive loss for the year | | - | - | (660,224) | (92,329) | (752,553) | |
| Costs of employee stock options | 6(16)(18) | - | 16,250 | - | - | 16,250 | |
| Net changes in equity of associates | 6(5)(18) | - | 8,224 | - | - | 8,224 | |
| Balance at December 31, 2020 | | <u>\$ 6,529,014</u> | <u>\$ 5,290,730</u> | <u>(\$ 8,681,875)</u> | <u>(\$ 256,340)</u> | <u>\$ 2,881,529</u> | |
| <u>2021</u> | | | | | | | |
| Balance at January 1, 2021 | | \$ 6,529,014 | \$ 5,290,730 | (\$ 8,681,875) | (\$ 256,340) | \$ 2,881,529 | |
| Net loss for the year | | - | - | (740,487) | - | (740,487) | |
| Other comprehensive loss for the year | | - | - | - | (119,872) | (119,872) | |
| Total comprehensive loss for the year | | - | - | (740,487) | (119,872) | (860,359) | |
| Cash capital increase | 6(17) | 640,000 | 4,480,000 | - | - | 5,120,000 | |
| Employee stock option exercised | 6(16)(18) | 19,437 | 33,229 | - | - | 52,666 | |
| Costs of employee stock options | 6(16)(18) | - | 21,317 | - | - | 21,317 | |
| Net changes in equity of associates | 6(5)(18) | - | (1,276) | - | - | (1,276) | |
| Balance at December 31, 2021 | | <u>\$ 7,188,451</u> | <u>\$ 9,824,000</u> | <u>(\$ 9,422,362)</u> | <u>(\$ 376,212)</u> | <u>\$ 7,213,877</u> | |

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

POLARIS GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

| | Notes | 2021 | 2020 |
|--|-------------|----------------|----------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Loss before tax | | (\$ 739,710) | (\$ 660,176) |
| Adjustments | | | |
| Adjustments to reconcile profit (loss) | | | |
| Depreciation | 6(6)(7)(23) | 153,859 | 133,234 |
| Amortisation | 6(8)(23) | 210 | 40 |
| Impairment loss | 6(9)(21) | 75,368 | - |
| Compensation cost of employee stock options | 6(16)(24) | 48,026 | 16,241 |
| Interest expense | 6(22) | 14,674 | 5,155 |
| Interest income | | (7,892) | (27,064) |
| Loss on disposal of property, plant and equipment | 6(6) | 409 | 515 |
| Gain on lease modification | 6(7) | - | (41) |
| Gain on Paycheck Protection Program Loans forgiveness | | (65,396) | - |
| Gain on government grants | | (820) | - |
| Loss on financial assets at fair value through profit or loss | 6(2)(21) | 1,992 | 655 |
| Share of loss of associates accounted under equity method | | 9,202 | 5,663 |
| Gain on disposal of investments accounting for under equity method | 6(5)(21) | (18,757) | - |
| Changes in assets/liabilities relating to operating activities | | | |
| Net changes in assets relating to operating activities | | | |
| Accounts receivable-net | 6(4) | (2,614) | (2,316) |
| Other receivables | | 5,414 | (5,520) |
| Prepayments | | (3,350) | (3,163) |
| Other current assets | | 78 | 505 |
| Other non current assets | | (6,452) | (741) |
| Net changes in liabilities relating to operating activities | | | |
| Notes payable | | - | (94) |
| Other payables | | 2,033 | (74,129) |
| Other non-current liabilities | | - | (2,960) |
| Cash used in operations | | (533,726) | (607,870) |
| Income tax paid | 6(25) | (777) | (48) |
| Interest paid | | (12,647) | (4,944) |
| Interest received | | 7,892 | 27,064 |
| Net cash used in operating activities | | (529,258) | (585,798) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Acquisition of property, plant and equipment | 6(6)(27) | (204,343) | (51,044) |
| Acquisition of financial assets at fair value through profit or loss | 6(21) | (57,893) | (14,532) |
| Acquisition of intangible assets | 6(8) | - | (636) |
| Increase in financial assets at amortised cost | 6(3) | - | (1,688,864) |
| Acquisition of investments accounted under equity method | | (69,536) | (31,346) |
| Decrease (increase) in refundable deposits | | (5,961) | 8 |
| Decrease (increase) in other current financial assets | 6(1) | (332,064) | 8,417 |
| Proceeds from financial assets amortised at cost | | 1,688,864 | - |
| Net cash provided by investing activities | | 1,019,067 | (1,777,997) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from short-term borrowings | 6(11)(28) | 275,615 | 21,877 |
| Payment of short-term borrowings | 6(11)(28) | (21,397) | (40,117) |
| Proceeds from long-term debt | 6(13)(28) | 29,657 | 36,044 |
| Payment of long-term debt | 6(28) | (86,199) | - |
| Payment of principal portion of lease liabilities | 6(28) | (18,998) | (16,542) |
| Proceeds from employee stock option exercised | | 52,666 | - |
| Proceeds from cash capital increased | 6(17) | 5,120,000 | - |
| Net cash provided by financing activities | | 5,351,344 | 1,272 |
| Effect of exchange rate changes on cash | | (104,437) | (96,149) |
| Increase (decrease) in cash and cash equivalents | | 5,726,716 | (2,458,672) |
| Cash and cash equivalents at beginning of year | | 150,685 | 2,609,357 |
| Cash and cash equivalents at end of year | | \$ 5,877,401 | \$ 150,685 |

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

Appendix 4. "Code of Ethical Conduct", "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct", and "Corporate Social Responsibility Best Practice Principles"

| Polaris Group | |
|---|---|
| Name of Procedures 辦法名稱 | Code of Ethical Conduct 道德行為準則 |
| <p>第一條 訂定目的及依據 Purpose of and basis for adoption</p> <p>Article 1</p> | <p>為導引本公司董事及經理人 (包括總經理及相當等級者、副總經理及相當等級者、協理及相當等級者、財務部門主管、會計部門主管、以及其他有為公司管理事務及簽名權利之人) 之行為符合道德標準，並使公司之利害關係人更加瞭解公司道德標準，爰依「上市上櫃公司訂定道德行為準則參考範例」第一條訂定本準則，以資遵循。</p> <p>For the purpose of encouraging directors, supervisors, and managerial officers of the company (including general managers or their equivalents, assistant general managers or their equivalents, deputy assistant general managers or their equivalents, chief financial and chief accounting officers, and other persons authorized to manage affairs and sign documents on behalf of a company) to act in line with ethical standards, and helping interested parties better understand the ethical standards of the company, the code of ethical conduct is established with reference to the “Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/GTSM Listed Companies”</p> |
| <p>第二條 涵括之內容 Content of the code</p> <p>Article 2</p> | <p>本公司為考量公司狀況與需要所訂定之道德行為準則，至少應包括下列八項內容：當有下列情事發生時，相關單位須以簽呈方式呈報董事長簽核，情節重大者則提報董事會決議之。</p> <p>Taking its individual circumstances and needs into consideration, the Company shall adopt a code of ethical conduct that addresses at least the following eight matters. Involved departments shall submit the written report for the company director’s approval if any of the following matter occurred. For matters with serious impact, it shall be proposed in the board of director meeting for resolutions.</p> <p>1. 防止利益衝突 Prevention of conflicts of interest:</p> <p>個人利益介入或可能介入公司整體利益時即產生利害衝突，例如，當公司董事或經理人無法以客觀及有效率的方式處理公務時，或是基於其在公司擔任之職位而使得其自身、配偶或二親等以內之親屬獲致不當利益。公司應特別注意與前述人員所屬之關係企業資金貸與或為其提供保證、重大資產交易、進(銷)貨往來之情事。公司應該制定防止利益衝突之政策，並提供適當管道供董事或經理人主動說明其與公司有無潛在之利益衝突。</p> <p>Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the company, as for example when a director, supervisor, or managerial officer of the company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the company to obtain improper benefits for either themselves or their spouse, or relatives within the second degree of kinship. The company shall pay special attention</p> |

to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. The company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and the company.

2. 避免圖私利之機會 Minimizing incentives to pursue personal gain:

公司應避免董事或經理人為下列事項：(1) 透過使用公司財產、資訊或藉由職務之便而有圖私利之機會；(2) 透過使用公司財產、資訊或藉由職務之便以獲取私利；(3) 與公司競爭。當公司有獲利機會時，董事或經理人有責任增加公司所能獲取之正當合法利益。

The company shall prevent its directors, supervisors, or managerial officers from engaging in any of the following activities: (1) Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions. (2) Obtaining personal gain by using company property or information or taking advantage of their positions. (3) Competing with the company. When the company has an opportunity for profit, it is the responsibility of the directors, supervisors, and managerial officers to maximize the reasonable and proper benefits that can be obtained by the company.

3. 保密責任 Confidentiality:

董事或經理人對於公司本身或其進(銷)貨客戶之資訊，除經授權或法律規定公開外，應負有保密義務。應保密的資訊包括所有可能被競爭對手利用或洩漏之後對公司或客戶有損害之未公開資訊。

The directors, supervisors, and managerial officers of the company shall be bound by the obligation to maintain the confidentiality of any information regarding the company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.

4. 公平交易 Fair trade:

董事或經理人應公平對待公司進(銷)貨客戶、競爭對手及員工，不得透過操縱、隱匿、濫用其基於職務所獲悉之資訊、對重要事項做不實陳述或其他不公平之交易方式而獲取不當利益。

Directors, supervisors, and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

5. 保護並適當使用公司資產 Safeguarding and proper use of company assets:

董事或經理人均有責任保護公司資產，並確保其能有效合法地使用於公務上，

若被偷竊、疏忽或浪費均會直接影響到公司之獲利能力。

All directors, supervisors, and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.

6. 遵循法令規章 Legal compliance:

公司應加強證券交易法及其他法令規章之遵循。

The company shall strengthen its compliance with the Securities and Exchange Act and other applicable laws, regulations, and bylaws.

7. 鼓勵呈報任何非法或違反道德行為準則之行為 Encouraging reporting on illegal or unethical activities:

公司內部應加強宣導道德觀念，並鼓勵員工於懷疑或發現有違法令規章或道德行為準則之行為時，向審計委員會、經理人、內部稽核主管或其他適當人員呈報。為了鼓勵員工呈報違法情事，公司應訂定具體檢舉制度，允許匿名檢舉，並讓員工知悉公司將盡全力保護檢舉人的安全，使其免於遭受報復。

The company shall raise awareness of ethics internally and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.

8. 懲戒措施 Disciplinary measures:

董事或經理人有違反道德行為準則之情形時，公司應依據其於道德行為準則訂定之懲戒措施處理之，且即時於公開資訊觀測站揭露違反道德行為準則人員之違反日期、違反事由、違反準則及處理情形等資訊。公司並宜制定相關申訴制度，提供違反道德行為準則者救濟之途徑。

When a director, supervisor, or managerial officer violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. It is advisable that the company establish a relevant complaint system to provide the violator with remedies.

第三條 豁免適用之程序 Procedures for exemption

Article 3 公司所訂定之道德行為準則中須規定，豁免董事或經理人遵循公司之道德行為準則，必須經由董事會決議通過，且即時於公開資訊觀測站揭露允許豁免人員之職稱、姓名、董事會通過豁免之日期、獨立董事之反對或保留意見、豁免適用之期間、豁免適用之原因及豁免適用之準則等資訊，俾利股東評估董事會所為之決議是否適當，以抑制任意或可疑的豁免遵循準則之情形發生，並確保任何豁免遵循

準則之情形均有適當的控管機制，以保護公司。

The code of ethical conduct adopted by a company must require that any exemption for directors, supervisors, or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

第四條 揭露方式 Method of disclosure

Article 4 公司應於公司網站、年報、公開說明書及公開資訊觀測站揭露其所訂定道德行為準則，修正時亦同。

A TWSE or TPEX listed company shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS.

第五條 施行 Enforcement

Article 5 公司之道德行為準則經審計委員會及董事會通過後施行，並提報股東會，修正時亦同。

A company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to audit committee, and submitted to a shareholders' meeting.

北極星藥業集團股份有限公司

公司誠信經營守則

Ethical Corporate Management Best Practice Principles for Polaris Group

第一條（禁止不誠信行為）

本公司之董事、經理人、受僱人、受任人或具有實質控制能力者（以下簡稱實質控制者），於從事商業行為之過程中，不得直接或間接提供、承諾、要求或收受任何不正當利益，或做出其他違反誠信、不法或違背受託義務等不誠信行為，以求獲得或維持利益（以下簡稱不誠信行為）。

前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）經理人、受僱人、實質控制者或其他利害關係人。

When engaging in commercial activities, directors, managers, employees, and mandataries of Polaris Group ("the Company") or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.

第二條（利益之態樣）

本守則所稱利益，其利益係指任何有價值之事物，包括任何形式或名義之金錢、餽贈、佣金、職位、服務、優待、回扣等。但屬正常社交禮俗，且係偶發而無影響特定權利義務之虞時，不在此限。

"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

第三條（法令遵循）

本公司應遵守公司法、證券交易法、商業會計法、政治獻金法、貪污治罪條例、政府採購法、公職人員利益衝突迴避法、上市上櫃相關規章或其他商業行為有關法令，以作為落實誠信經營之基本前提。

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

第四條（政策）

本公司應本於廉潔、透明及負責之經營理念，制定以誠信為基礎之政策，經董事會通過，並建立良好之公司治理與風險控管機制，以創造永續發展之經營環境。

The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

第五條（防範方案）

本公司制訂之誠信經營政策，應清楚且詳盡地訂定具體誠信經營之作法及防範不誠信行為方案（以下簡稱防範方案），包含作業程序、行為指南及教育訓練等。

本公司訂定防範方案，應符合公司及其集團企業與組織營運所在地之相關法令。

本公司於訂定防範方案過程中，宜與員工、工會、重要商業往來交易對象或其他利害關係人溝通。

The Company shall in their own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, The Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.

In the course of developing the prevention programs, The Company are advised to negotiate with staff, labor unions members, important trading counterparties, or other stakeholders.

第六條（防範方案之範圍）

本公司應建立不誠信行為風險之評估機制，定期分析及評估營業範圍內具較高不誠信行為風險之營業活動，據以訂定防範方案並定期檢討防範方案之妥適性與有效性。

The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activities within their business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.

第七條（承諾與執行）

本公司應要求董事與高階管理階層出具遵循誠信經營政策之聲明，並於僱用條件要求受僱人遵守誠信經營政策。

本公司及其集團企業與組織應於其規章、對外文件及公司網站中明示誠信經營之政策，以及董事會與高階管理階層積極落實誠信經營政策之承諾，並於內部管理及商業活動中確實執行。

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company and their respective business group shall clearly specify in their rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

第八條（誠信經營商業活動）

本公司應本於誠信經營原則，以公平與透明之方式進行商業活動。

本公司於商業往來之前，應考量其代理商、供應商、客戶或其他商業往來交易對象之合法性及是否涉有不誠信行為，避免與涉有不誠信行為者進行交易。

本公司與其代理商、供應商、客戶或其他商業往來交易對象簽訂之契約，其內容應包含遵守誠信經營政策及交易相對人如涉有不誠信行為時，得隨時終止或解除契約之條款。

The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.

Prior to any commercial transactions, The Company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.

When entering into contracts with their agents, suppliers, clients, or other trading counterparties, The Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.

第九條（禁止行賄及收賄）

本公司及其董事、經理人、受僱人、受任人與實質控制者，於執行業務時，不得直接或間接向客戶、代理商、承包商、供應商、公職人員或其他利害關係人提供、承諾、要求或收受任何形式之不正當利益。

When conducting business, The Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

第十條（禁止提供非法政治獻金）

本公司及其董事、經理人、受僱人、受任人與實質控制者，對政黨或參與政治活動之組織或個人直接或間接提供捐獻，應符合政治獻金法及公司內部相關作業程序，不得藉以謀取商業利益或交易優勢。

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, The Company and their directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.

第十一條（禁止不當慈善捐贈或贊助）

本公司及其董事、經理人、受僱人、受任人與實質控制者，對於慈善捐贈或贊助，應符合相關法令及內部作業程序，不得為變相行賄。

When making or offering donations and sponsorship, The Company and their directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

第十二條（禁止不合理禮物、款待或其他不正當利益）

本公司及其董事、經理人、受僱人、受任人與實質控制者，不得直接或間接提供或接受任何不合理禮物、款待或其他不正當利益，藉以建立商業關係或影響商業交易行為。

The Company and their directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

第十三條（禁止侵害智慧財產權）

本公司及其董事、經理人、受僱人、受任人與實質控制者，應遵守智慧財產相關法規、公司內部作業程序及契約規定；未經智慧財產權所有人同意，不得使用、洩漏、處分、燬損或有其他侵害智慧財產權之行為。

The Company and their directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

第十四條（禁止從事不公平競爭之行為）

本公司應依相關競爭法規從事營業活動，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

第十五條（防範產品或服務損害利害關係人）

本公司及其董事、經理人、受僱人、受任人與實質控制者，於產品與服務之研發、採購、製造、提供或銷售過程，應遵循相關法規與國際準則，確保產品及服務之資訊透明性及安全性，制定且公開其消費者或其他利害關係人權益保護政策，並落實於營運活動，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。有事實足認其商品、服務有危害消費者或其他利害關係人安全與健康之虞時，原則上應即回收該批產品或停止其服務。

In the course of research and development, procurement, manufacture, provision, or sale of products and services, The Company and their directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.

第十六條（組織與責任）

本公司之董事、經理人、受僱人、受任人及實質控制者應盡善良管理人之注意義務，督促公司防止不誠信行為，並隨時檢討其實施成效及持續改進，確保誠信經營政策之落實。

本公司為健全誠信經營之管理，應設置隸屬於董事會之專責單位，配置充足之資源及適任之人員，負責誠信經營政策與防範方案之制定及監督執行，主要掌理下列事項，定期（至少一年一次）向董事會報告：

- 一、協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。
- 二、定期分析及評估營業範圍內不誠信行為風險，並據以訂定防範不誠信行為方案，及於各方案內訂定工作業務相關標準作業程序及行為指南。
- 三、規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。
- 四、誠信政策宣導訓練之推動及協調。
- 五、規劃檢舉制度，確保執行之有效性。
- 六、協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

The directors, managers, employees, mandataries, and substantial controllers of The Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, The Company shall establish a dedicated unit that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the

business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.

3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.

4. Promoting and coordinating awareness and educational activities with respect to ethics policy.

5. Developing a whistle-blowing system and ensuring its operating effectiveness.

6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

第十七條（利益迴避）

本公司應制定防止利益衝突之政策，據以鑑別、監督並管理利益衝突所可能導致不誠信行為之風險，並提供適當管道供董事、經理人及其他出席或列席董事會之利害關係人主動說明其與公司有無潛在之利益衝突。

本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得當相互支援。

本公司董事、經理人、受僱人、受任人與實質控制者不得藉其在公司擔任之職位或影響力，使其自身、配偶、父母、子女或任何他人獲得不正當利益。

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of a The Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company' directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

第十八條（會計與內部控制）

本公司應就具較高不誠信行為風險之營業活動，建立有效之會計制度及內部控制制度，不得有外帳或保留秘密帳戶，並應隨時檢討，俾確保該制度之設計及執行持續有效。

本公司內部稽核單位應依不誠信行為風險之評估結果，擬訂相關稽核計畫，內容包括稽核對象、範圍、項目、頻率等，並據以查核防範方案遵循情形，且得委任會計師執行查核，必要時，得委請專業人士協助。前項查核結果應通報高階管理階層及誠信經營專責單位，並作成稽核報告提報董事會。

The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of a The Company shall, based on the results of assessment of the risk of

involvement in unethical conduct, devise relevant audit plans? including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.

第十九條（教育訓練及考核）

本公司之董事長、總經理或高階管理階層應定期向董事、受僱人及受任人傳達誠信之重要性。本公司應定期對董事、經理人、受僱人、受任人及實質控制者舉辦教育訓練與宣導，並邀請與公司從事商業行為之相對人參與，使其充分瞭解公司誠信經營之決心、政策、防範方案及違反不誠信行為之後果。

本公司應將誠信經營政策與員工績效考核及人力資源政策結合，設立明確有效之獎懲制度。

The chairman, general manager, or senior management of a The Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

第二十條（檢舉制度）

本公司應訂定具體檢舉制度，並應確實執行，其內容至少應涵蓋下列事項：

- 一、建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供公司內部及外部人員使用。
- 二、指派本公司稽核單位為檢舉受理專責單位，檢舉情事涉及董事或高階管理階層，應呈報至獨立董事，並訂定檢舉事項之類別及其所屬之調查標準作業程序。
- 三、訂定檢舉案件調查完成後，依照情節輕重所應採取之後續措施，必要時應向主管機關報告或移送司法機關偵辦。
- 四、檢舉案件受理、調查過程、調查結果及相關文件製作之紀錄與保存。
- 五、檢舉人身份及檢舉內容之保密，並允許匿名檢舉。
- 六、保護檢舉人不因檢舉情事而遭不當處置之措施。
- 七、檢舉人獎勵措施。

本公司受理檢舉專責人員或單位，如經調查發現重大違規情事或公司有受重大損害之虞時，應立即作成報告，以書面通知獨立董事。

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.
2. Internal Audit Department is appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after

investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.

4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.

5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.

6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.

7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form.

第二十一條（懲戒與申訴制度）

本公司應明訂及公布違反誠信經營規定之懲戒與申訴制度，並即時於公司內部網站揭露違反人員之職稱、姓名、違反日期、違反內容及處理情形等資訊。

The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

第二十二條（資訊揭露）

本公司應建立推動誠信經營之量化數據，持續分析評估誠信政策推動成效，於公司網站、年報及公開說明書揭露其誠信經營採行措施、履行情形及前揭量化數據與推動成效，並於公開資訊觀測站揭露誠信經營守則之內容。

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. They shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on their company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

第二十三條（誠信經營政策與措施之檢討修正）

本公司應隨時注意國內外誠信經營相關規範之發展，並鼓勵董事、經理人及受僱人提出建議，據以檢討改進公司訂定之誠信經營政策及推動之措施，以提昇公司誠信經營之落實成效。

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

第二十四條（實施）

各本公司之誠信經營守則經董事會通過後實施，並提報股東會，修正時亦同。

The ethical corporate management best practice principles of the Company shall be implemented after the board of directors grants the approval, and shall be reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.

北極星藥業集團股份有限公司
誠信經營作業程序及行為指南
Procedures for Ethical Management and Guidelines for Conduct
for Polaris Group

第一條 訂定目的及適用範圍

本公司基於公平、誠實、守信、透明原則從事商業活動，為落實誠信經營政策，並積極防範不誠信行為，依「上市上櫃公司誠信經營守則」及本公司及集團企業與組織之營運所在地相關法令，訂定本作業程序及行為指南，具體規範本公司人員於執行業務時應注意之事項。

The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where The Company and its business groups and organizations operate, with a view to providing all personnel of The Company with clear directions for the performance of their duties.

第二條 適用對象

本作業程序及行為指南所稱本公司人員，係指本公司及集團企業與組織董事、經理人、受僱人、受任人及具有實質控制能力之人。

本公司人員藉由第三人提供、承諾、要求或收受任何不正當利益，推定為本公司人員所為。

For the purposes of these Procedures and Guidelines, the term "personnel of The Company" refers to any director, managerial officer, employee, mandatary or person having substantial control, of The Company or its group enterprises and organizations.

Any provision, promise, request, or acceptance of improper benefits by any personnel of The Company through a third party will be presumed to be an act by the personnel of The Company.

第三條 不誠信行為

本作業程序及行為指南所稱不誠信行為，係指本公司人員於執行業務過程，為獲得或維持利益，直接或間接提供、收受、承諾或要求任何不正當利益，或從事其他違反誠信、不法或違背受託義務之行為。

前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）、經理人、受僱人、具有實質控制能力者或其他利害關係人。

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of The Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

第四條 利益態樣

本作業程序及行為指南所稱利益，係指任何形式或名義之金錢、餽贈、禮物、佣金、職位、服務、優待、回扣、疏通費、款待、應酬及其他有價值之事物。

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity,

gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

第五條 專責單位及職掌

本公司指定行政管理部為專責單位（以下簡稱本公司專責單位），隸屬於董事會，並配置充足之資源及適任之人員，辦理本作業程序及行為指南之修訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行，主要職掌下列事項，並應定期（至少一年一次）向董事會報告：

- 一、協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。
- 二、定期分析及評估營業範圍內不誠信行為風險，並據以訂定防範不誠信行為方案，及於各方案內訂定工作業務相關標準作業程序及行為指南。
- 三、規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。
- 四、誠信政策宣導訓練之推動及協調。
- 五、規劃檢舉制度，確保執行之有效性。
- 六、協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。
- 七、製作及妥善保存誠信經營政策及其遵循聲明、落實承諾暨執行情形等相關文件化資訊。

The Company shall designate the Administrative Department as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:

1. Assisting in incorporating ethics and moral values into The Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analysing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to The Company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.
7. Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.

第六條 禁止提供或收受不正當利益

本公司人員直接或間接提供、收受、承諾或要求第四條所規定之利益時，除有下列各款情形外，應符合「上市上櫃公司誠信經營守則」及本作業程序及行為指南之規定，並依相關程序辦理後，始得為之：

- 一、基於商務需要，於國內（外）訪問、接待外賓、推動業務及溝通協調時，依當地禮貌、慣例或習俗所為者。
- 二、基於正常社交禮俗、商業目的或促進關係參加或邀請他人舉辦之正常社交活動。
- 三、因業務需要而邀請客戶或受邀參加特定之商務活動、工廠參觀等，且已明訂前開活動之費用負擔方式、參加人數、住宿等級及期間等。
- 四、參與公開舉辦且邀請一般民眾參加之民俗節慶活動。
- 五、主管之獎勵、救助、慰問或慰勞等。
- 六、其他符合公司規定者。

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of The Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

- 1.The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
- 2.The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
- 3.Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
- 4.Attendance at folk festivals that are open to and invite the attendance of the general public.
- 5.Rewards, emergency assistance, condolence payments, or honorariums from the management.
- 6.Other conduct that complies with the rules of The Company.

第七條 收受不正當利益之處理程序

本公司人員遇有他人直接或間接提供或承諾給予第四條所規定之利益時，除有前條各款所訂情形外，應依下列程序辦理：

- 一、提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會本公司專責單位。
 - 二、提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會本公司專責單位；無法退還時，應於收受之日起三日內，交本公司專責單位處理。
- 前項所稱與其職務有利害關係，係指具有下列情形之一者：
- 一、具有商業往來、指揮監督或費用補（獎）助等關係者。
 - 二、正在尋求、進行或已訂立承攬、買賣或其他契約關係者。
 - 三、其他因本公司業務之決定、執行或不執行，將遭受有利或不利影響者

本公司專責單位應視第一項利益之性質及價值，提出退還、付費收受、歸公、轉贈慈善機構或其他適當建議，陳報董事長核准後執行。

Except under any of the circumstances set forth in the preceding article, when any personnel of The Company are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of The Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of The Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit

cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of The Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding The Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of The Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.

第八條 禁止疏通費及處理程序

本公司不得提供或承諾任何疏通費。本公司人員如因受威脅或恐嚇而提供或承諾疏通費者，應紀錄過程陳報直屬主管，並通知本公司專責單位。

本公司專責單位接獲前項通知後應立即處理，並檢討相關情事，以降低再次發生之風險。如發現涉有不法情事，並應立即通報司法單位。

The Company shall neither provide nor promise any facilitating payment. If any personnel of The Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

第九條 政治獻金之處理程序

本公司秉持政治中立立場，不提供政治獻金。

The company upholds a politically neutral position and does not provide political contributions.

第十條 慈善捐贈或贊助之處理程序

本公司提供慈善捐贈或贊助，應依下列事項及本公司核決權限、「董事會議事規範」辦理，始得為之：

- (1) 應符合營運所在地法令之規定。
- (2) 決策應做成書面紀錄。
- (3) 慈善捐贈之對象應為慈善機構，不得為變相行賄。
- (4) 因贊助所能獲得的回饋明確與合理，不得為本公司商業往來之對象或與本公司人員有利益相關之人。
- (5) 慈善捐贈或贊助後，應確認金錢流向之用途與捐助目的相符。

Charitable donations or sponsorships by this Company shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to the responsible unit. The donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where The Company is doing business.

2. A written record of the decision making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of The Company's commercial dealings or a party with which any personnel of The Company has a relationship of interest.
5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

第十一條 利益迴避

本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。

本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及本公司專責單位，直屬主管應提供適當指導。

本公司人員不得將公司資源使用於公司以外之商業活動，且不得因參與公司以外之商業活動而影響其工作表現。

When a director, officer or other stakeholder of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting, that director, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of The Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of The Company may use company resources on commercial activities other than those of The Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of The Company.

第十二條 保密機制之組織與責任

本公司應設置處理專責單位，負責制定與執行公司之營業秘密、商標、專利、著作等智慧財產之管理、保存及保密作業程序，並應定期檢討實施結果，俾確保其作業程序之持續有效。

本公司人員應確實遵守前項智慧財產之相關作業規定，不得洩露所知悉之公司營業秘密、商標、專利、著作等智慧財產予他人，且不得探詢或蒐集非職務相關之公司營業秘密、商標、專利、著作等智慧財產。

The Company shall set up a special unit charged with formulating and implementing procedures for

managing, preserving, and maintaining the confidentiality of The Company's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of The Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of The Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of The Company unrelated to their individual duties.

第十三條 禁止從事不公平競爭行為

本公司從事營業活動，應依公平交易法及相關競爭法規，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

第十四條 防範產品或服務損害利害關係人

本公司對於所提供之產品與服務所應遵循之相關法規與國際準則，應進行蒐集與瞭解，並彙總應注意之事項予以公告，促使本公司人員於產品與服務之研發、採購、製造、提供或銷售過程，確保產品及服務之資訊透明性及安全性。

本公司制定並於公司網站公開對消費者或其他利害關係人權益保護政策，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。

經媒體報導或有事實足認本公司商品、服務有危害消費者或其他利害關係人安全與健康之虞時，本公司應即回收該批產品或停止其服務，並調查事實是否屬實，及提出檢討改善計畫。

本公司專責單位應將前項情事、其處理方式及後續檢討改善措施，向董事會報告。

The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of The Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.

The Company shall adopt and publish on its website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports, or sufficient facts to determine, that The Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, The Company shall recall those products or suspend the services, verify the facts and present a review and improvement plan.

The responsible unit of The Company shall report the event as in the preceding paragraph, actions taken, and subsequent reviews and corrective measures taken to the board of directors.

第十五條 禁止內線交易及保密協定

本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。

參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之其他機構或人員，應與本公司簽署保密協定，承諾不洩露其所知悉之本公司商業機密或其他重大資訊予他人，且非經本公司同意不得使用該資訊。

All personnel of The Company shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.

Any organization or person outside of The Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by The Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of The Company acquired as a result, and that they may not use such information without the prior consent of The Company.

第十六條 遵循及宣示誠信經營政策

本公司應要求董事與高階管理階層出具遵循誠信經營政策之聲明，並於僱用條件要求受僱人遵守誠信經營政策。

本公司應於內部規章、年報、公司網站或其他文宣上揭露其誠信經營政策，並適時於產品發表會、法人說明會等對外活動上宣示，使其供應商、客戶或其他業務相關機構與人員均能清楚瞭解其誠信經營理念與規範。

The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

第十七條 建立商業關係前之誠信經營評估

本公司與他人建立商業關係前，應先行評估代理商、供應商、客戶或其他商業往來對象之合法性、誠信經營政策，以及是否曾涉有不誠信行為之紀錄，以確保其商業經營方式公平、透明且不會要求、提供或收受賄賂。

本公司進行前項評估時，可採行適當查核程序，就下列事項檢視其商業往來對象，以瞭解其誠信經營之狀況：

- 一、該企業之國別、營運所在地、組織結構、經營政策及付款地點。
- 二、該企業是否訂定誠信經營政策及其執行情形。
- 三、該企業營運所在地是否屬於貪腐高風險之國家。
- 四、該企業所營業務是否屬賄賂高風險之行業。
- 五、該企業長期經營狀況及商譽。
- 六、諮詢其企業夥伴對該企業之意見。
- 七、該企業是否曾涉有賄賂或非法政治獻金等不誠信行為之紀錄。

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, The Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When The Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

第十八條 與商業對象說明誠信經營政策

本公司人員於從事商業行為過程中，應向交易對象說明公司之誠信經營政策與相關規定，並明確拒絕直接或間接提供、承諾、要求或收受任何形式或名義之不正當利益。

Any personnel of The Company, when engaging in commercial activities, shall make a statement to the trading counterparty about The Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

第十九條 避免與不誠信經營者交易

本公司人員應避免與涉有不誠信行為之代理商、供應商、客戶或其他商業往來對象從事商業交易，經發現業務往來或合作對象有不誠信行為者，應立即停止與其商業往來，並將其列為拒絕往來對象，以落實公司之誠信經營政策。

All personnel of The Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement The Company's ethical management policy.

第二十條 契約明訂誠信經營

本公司與他人簽訂契約時，應充分瞭解對方之誠信經營狀況，並將遵守本公司誠信經營政策納入契約條款，於契約中至少應明訂下列事項：

- 一、任何一方知悉有人員違反禁止收受佣金、回扣或其他不正當利益之契約條款時，應立即據實將此等人員之身分、提供、承諾、要求或收受之方式、金額或其他不正當利益告知他方，並提供相關證據且配合他方調查。一方如因此而受有損害時，得向他方請求損害賠償，並得自應給付之契約價款中如數扣除。
- 二、任何一方於商業活動如涉有不誠信行為之情事，他方得隨時無條件終止或解除契約。
- 三、訂定明確且合理之付款內容，包括付款地點、方式、需符合之相關稅務法規等。

Before entering into a contract with another party, The Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of The Company part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party the

contract price as damages, and may also deduct the full amount of the damages from the contract price payable.

2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

第二十一條 公司人員涉不誠信行為之處理

本公司鼓勵內部及外部人員檢舉不誠信行為或不當行為，內部人員如有虛報或惡意指控之情事，應予以紀律處分，情節重大者應予以革職。本公司於公司網站及內部網站建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供本公司內部及外部人員使用。檢舉人應至少提供下列資訊：

1. 檢舉人之姓名、身分證號碼，亦得匿名檢舉，及可聯絡到檢舉人之地址、電話、電子信箱。
2. 被檢舉人之姓名或其他足資識別被檢舉人身分特徵之資料。
3. 可供調查之具體事證。

本公司處理檢舉情事之相關人員應以書面聲明對於檢舉人身分及檢舉內容予以保密，本公司並承諾保護檢舉人不因檢舉情事而遭不當處置。本公司專責單位應依下列程序處理檢舉情事：

1. 檢舉情事涉及一般員工者應呈報至部門主管，檢舉情事涉及董事或高階主管，應呈報至獨立董事。
2. 本公司專責單位及前款受呈報之主管或人員應即刻查明相關事實，必要時由法規遵循或其他相關部門提供協助。
3. 如經證實被檢舉人確有違反相關法令或本公司誠信經營政策與規定者，應立即要求被檢舉人停止相關行為，並為適當之處置，且必要時向主管機關報告、移送司法機關偵辦，或透過法律程序請求損害賠償，以維護公司之名譽及權益。
4. 檢舉受理、調查過程、調查結果均應留存書面文件，並保存五年，其保存得以電子方式為之。保存期限未屆滿前，發生與檢舉內容相關之訴訟時，相關資料應續予保存至訴訟終結止。
5. 對於檢舉情事經查證屬實，應責成本公司相關單位檢討相關內部控制制度及作業程序，並提出改善措施，以杜絕相同行為再次發生。
6. 本公司專責單位應將檢舉情事、其處理方式及後續檢討改善措施，向董事會報告。

As an incentive to insiders and outsiders for informing of unethical or unseemly conduct. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.

The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for insiders and outsiders of The Company to submit reports. A whistleblower shall at least furnish the following information:

1. the whistleblower's name and I.D. number (whistleblowing reports may be submitted anonymously), and an address, telephone number and e-mail address where it can be reached.
2. the informed party's name or other information sufficient to distinguish its identifying features.
3. specific facts available for investigation.

Personnel of The Company handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The responsible unit of The Company shall observe the following procedure in handling whistleblowing matters:

1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or a senior executive.
2. The responsible unit of The Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.
3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or The Company's policy and regulations of ethical management, The Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, The Company will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
5. With respect to a confirmed information, The Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
6. The responsible unit of The Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

第二十二條 他人對公司從事不誠信行為之處理

本公司人員遇有他人對公司從事不誠信行為，其行為如涉有不法情事，公司應將相關事實通知司法、檢察機關；如涉有公務機關或公務人員者，並應通知政府廉政機關。

If any personnel of The Company discovers that another party has engaged in unethical conduct towards The Company, and such unethical conduct involves alleged illegality, The Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, The Company shall additionally notify the governmental anti-corruption agency.

第二十三條 內部宣導、建立獎懲、申訴制度及紀律處分

本公司專責單位應每年舉辦一次內部宣導，安排董事長、總經理或高階管理階層向董事、受僱人及受任人傳達誠信之重要性。

本公司應將誠信經營納入員工績效考核與人力資源政策中，設立明確有效之獎懲及申訴制度。

本公司對於本公司人員違反誠信行為情節重大者，應依相關法令或依公司人事辦法予以解任或解雇。

本公司應於內部網站揭露違反誠信行為之人員職稱、姓名、違反日期、違反內容及處理情形等資訊。

The responsible unit of The Company shall organize once awareness sessions each year and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.

The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of The Company seriously violates ethical conduct, The Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of The Company.

The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

第二十四條 施行

本作業程序及行為指南經董事會決議通過實施，並提報股東會報告；修正時亦同。

本作業程序及行為指南提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

本作業程序及行為指南訂於2021年11月10日。

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be reported to the shareholders' meeting.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

This operating procedure and behavior guide is established on November 10, 2021.

公司企業社會責任實務守則

Corporate Social Responsibility Best Practice Principles for Polaris Group

第一章 總則

第一條

為協助本公司實踐企業社會責任，並促成經濟、環境及社會之進步，以達永續發展之目標，臺灣證券交易所股份有限公司（以下簡稱證券交易所）及財團法人中華民國證券櫃檯買賣中心（以下簡稱櫃檯買賣中心）爰共同制定本實務守則，以資遵循。

In order to assist companies listed on the Taiwan Stock Exchange Corporation ("TWSE") and GreTai Securities Market ("GTSM") (collectively referred to as "The Company") to fulfill their corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, the TWSE and GTSM hereby jointly adopt the Principles to be followed by Polaris Group (The Company).

The Company are advised to promulgate their own corporate social responsibility principles in accordance with the Principles to manage their economic, environmental and social risks and impact.

第二條

本守則所適用範圍包括公司及其集團企業之整體營運活動。

本公司於從事企業經營之同時，積極實踐企業社會責任，以符合國際發展趨勢，並透過企業公民擔當，提升國家經濟貢獻，改善員工、社區、社會之生活品質，促進以企業責任為本之競爭優勢。The Principles apply to The Company, including the entire operations of each such company and its business group.

The Principles encourage The Company to actively fulfill their corporate social responsibility in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on corporate social responsibility.

第三條

本公司履行企業社會責任，應注意利害關係人之權益，在追求永續經營與獲利之同時，重視環境、社會與公司治理之因素，並將其納入公司管理方針與營運活動。

本公司應依重大性原則，進行與公司營運相關之環境、社會及公司治理議題之風險評估，並訂定相關風險管理政策或策略。

In fulfilling corporate social responsibility initiatives, The Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

The Company shall, in accordance with the materiality principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.

第四條

本公司對於企業社會責任之實踐，宜依下列原則為之：

- 一、落實公司治理。
- 二、發展永續環境。
- 三、維護社會公益。
- 四、加強企業社會責任資訊揭露。

To implement corporate social responsibility initiatives, The Company are advised to follow the

principles below:

- 1.Exercise corporate governance.
- 2.Foster a sustainable environment.
- 3.Preserve public welfare.
- 4.Enhance disclosure of corporate social responsibility information.

第五條

本公司應考量國內外企業社會責任之發展趨勢與企業核心業務之關聯性、公司本身及其集團企業整體營運活動對利害關係人之影響等，訂定企業社會責任政策、制度或相關管理方針及具體推動計畫，經董事會通過後，並提股東會報告。

股東提出涉及企業社會責任之相關議案時，公司董事會宜審酌列為股東會議案。

The Company shall take into consideration the correlation between the development of domestic and international corporate social responsibility principles and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility programs, which shall be approved by the board of directors and then reported to the shareholders' meeting.

When a shareholder proposes a motion involving corporate social responsibility, the company's board of directors is advised to review and consider including it in the shareholders' meeting agenda.

第二章 落實公司治理

第六條

本公司之董事應盡善良管理人之注意義務，督促企業實踐社會責任，並隨時檢討其實施成效及持續改進，以確保企業社會責任政策之落實。

本公司之董事會於公司履行企業社會責任時，宜充分考量利害關係人之利益並包括下列事項：

- 一、提出企業社會責任使命或願景，制定企業社會責任政策、制度或相關管理方針。
- 二、將企業社會責任納入公司之營運活動與發展方向，並核定企業社會責任之具體推動計畫。
- 三、確保企業社會責任相關資訊揭露之即時性與正確性。

本公司針對營運活動所產生之經濟、環境及社會議題，應由董事會授權高階管理階層處理，並向董事會報告處理情形，其作業處理流程及各相關負責之人員應具體明確。

The directors of The Company shall exercise the due care of good administrators to urge the company to perform its corporate social responsibility initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its corporate social responsibility policies.

The board of directors of The Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the company's performance of its corporate social responsibility initiatives:

1. Identifying the company's corporate social responsibility mission or vision, and declaring its corporate social responsibility policy, systems or relevant management guidelines;
2. Making corporate social responsibility the guiding principle of the company's operations and development, and ratifying concrete promotional plans for corporate social responsibility initiatives; and
3. Enhancing the timeliness and accuracy of the disclosure of corporate social responsibility information.

第七條

本公司為健全企業社會責任之管理，指定行政管理部推動企業社會責任之專（兼）職單位，負責企業社會責任政策、制度或相關管理方針及具體推動計畫之提出及執行，並定期向董事會報告。

本公司宜訂定合理之薪資報酬政策，以確保薪酬規劃能符合組織策略目標及利害關係人利益。

員工績效考核制度宜與企業社會責任政策結合，並設立明確有效之獎勵及懲戒制度。

For the purpose of managing corporate social responsibility initiatives, The Company designate the Administrative Department as an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the corporate social responsibility policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The Company are advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.

It is advised that the employee performance evaluation system be combined with corporate social responsibility policies, and that a clear and effective incentive and discipline system be established.

第八條

本公司應本於尊重利害關係人權益，辨識公司之利害關係人，並於公司網站設置利害關係人專區；透過適當溝通方式，瞭解利害關係人之合理期望及需求，並妥適回應其所關切之重要企業社會責任議題。

The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important corporate social responsibility issues which they are concerned about.

第三章 發展永續環境

第九條

本公司應遵循環境相關法規及相關之國際準則，適切地保護自然環境，且於執行營運活動及內部管理時，應致力於達成環境永續之目標。

The Company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

第十條

本公司宜致力於提升各項資源之利用效率，並使用對環境負荷衝擊低之再生物料，使地球資源能永續利用。

The Company are advised to endeavor to utilize all resources more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

第十一條

本公司宜依其產業特性建立合適之環境管理制度，該制度應包括下列項目：

- 一、收集與評估營運活動對自然環境所造成影響之充分且及時之資訊。
- 二、建立可衡量之環境永續目標，並定期檢討其發展之持續性及相關性。
- 三、訂定具體計畫或行動方案等執行措施，定期檢討其運行之成效。

The Company are advised to establish proper environment management systems based on the characteristics of their industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of their operation on a regular basis.

第十二條

本公司行政管理部為環境管理專責單位，以擬訂、推動及維護相關環境管理制度及具體行動方案，並定期舉辦對管理階層及員工之環境教育課程。

The Company designate the Administrative Department as a dedicated unit or assign dedicated personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans, and should hold environment education courses for their managerial officers and other employees on a periodic basis.

第十三條

本公司宜考慮營運對生態效益之影響，促進及宣導永續消費之概念，並依下列原則從事研發、採購、生產、作業及服務等營運活動，以降低公司營運對自然環境及人類之衝擊：

- 一、減少產品與服務之資源及能源消耗。
- 二、減少污染物、有毒物及廢棄物之排放，並應妥善處理廢棄物。
- 三、增進原料或產品之可回收性與再利用。
- 四、使可再生資源達到最大限度之永續使用。
- 五、延長產品之耐久性。
- 六、增加產品與服務之效能。

The Company are advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from their business operations:

1. Reduce resource and energy consumption of their products and services.

- 2.Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
- 3.Improve recyclability and reusability of raw materials or products.
- 4.Maximize the sustainability of renewable resources.
- 5.Enhance the durability of products.
- 6.Improve efficiency of products and services.

第十四條

為提升水資源之使用效率，本公司應妥善與永續利用水資源，並訂定相關管理措施。

本公司應興建與強化相關環境保護處理設施，以避免污染水、空氣與土地；並盡最大努力減少對人類健康與環境之不利影響，採行最佳可行的污染防治和控制技術之措施。

To improve water use efficiency, The Company shall properly and sustainably use water resources and establish relevant management measures.

The Company shall construct and improve environmental protection treatment facilities to avoid polluting water, air and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

第四章 維護社會公益

第十五條

本公司應遵守相關法規，及遵循國際人權公約，如性別平等、工作權及禁止歧視等權利。對於危害勞工權益之情事，本公司應提供有效及適當之申訴機制，確保申訴過程之平等、透明。申訴管道應簡明、便捷與暢通，且對員工之申訴應予以妥適之回應。

The Company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and prohibition of discrimination.

The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. A company shall respond to any employee's grievance in an appropriate manner.

第十六條

本公司應提供員工資訊，使其了解依營運所在地國家之勞動法律及其所享有之權利。

The Company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the companies have business operations.

第十七條

本公司宜提供員工安全與健康之工作環境，包括提供必要之健康與急救設施，並致力於降低對員工安全與健康之危害因子，以預防職業上災害。

本公司宜對員工定期實施安全與健康教育訓練。

The Company are advised to provide safe and healthful work environments for their employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The Company are advised to organize training on safety and health for their employees on a regular basis.

第十八條

本公司宜為員工之職涯發展創造良好環境，並建立有效之職涯能力發展培訓計畫。本公司應訂定及實施合理員工福利措施（包括薪酬、休假及其他福利等），並將經營績效或成果適當反映於員工薪酬，以確保人力資源之招募、留任和鼓勵，達成永續經營之目標。

The Company are advised to create an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills.

The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave and other welfare etc.) and appropriately reflect the business performance or achievements in the employee remuneration, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

第二十二條

本公司應建立員工定期溝通對話之管道，讓員工對於公司之經營管理活動和決策，有獲得資訊及表達意見之權利。

本公司應尊重員工代表針對工作條件行使協商之權力，並提供員工必要之資訊與硬體設施，以促進雇主與員工及員工代表間之協商與合作。本公司應以合理方式通知對員工可能造成重大影響之營運變動。

The Company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the company's operations, management and decisions.

The Company shall respect the employee representatives' rights to bargain for the working conditions,

and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives. The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

第二十二條之一

本公司對其產品或服務所面對之客戶或消費者，宜以公平合理之方式對待，其方式包括訂約公平誠信、注意與忠實義務、廣告招攬真實、商品或服務適合度、告知與揭露、酬金與業績衡平、申訴保障、業務人員專業性等原則，並訂定相關執行策略及具體措施。

The Company is advised to treat customers or consumers of its products or services in a fair and reasonable manner, including according to the following principles: fairness and good faith in contracting, duty of care and fiduciary duty, truthfulness in advertising and soliciting, fitness of products or services, notification and disclosure, commensuration between compensation and performance, protection of the right to complain, professionalism of salespersons etc. Said company shall also develop the relevant strategies and specific measures for implementation.

第二十三條

本公司應對產品與服務負責並重視行銷倫理。其研發、採購、生產、作業及服務流程，應確保產品及服務資訊之透明性及安全性，制定且公開其消費者權益政策，並落實於營運活動，以防止產品或服務損害消費者權益、健康與安全。

The Company shall take responsibility for their products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers. .

第二十四條

本公司應依政府法規與產業之相關規範，確保產品與服務品質。

本公司對產品與服務之顧客健康與安全、客戶隱私、行銷及標示，應遵循相關法規與國際準則，不得有欺騙、誤導、詐欺或任何其他破壞消費者信任、損害消費者權益之行為。

The Company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The Company shall follow relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy involved in, and marketing and labeling of, their products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

第二十五條

本公司宜評估並管理可能造成營運中斷之各種風險，降低其對於消費者與社會造成之衝擊。本公司宜對其產品與服務提供透明且有效之消費者申訴程序，公平、即時處理消費者之申訴，並應遵守個人資料保護法等相關法規，確實尊重消費者之隱私權，保護消費者提供之個人資料。

The Company are advised to evaluate and manage all types of risks that could cause interruptions in operations, so as to reduce the impact on consumers and society.

The Company are advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act for respecting consumers' rights of privacy and shall protect personal data provided by consumers.

第二十六條

本公司宜評估採購行為對供應來源社區之環境與社會之影響，並與其供應商合作，共同致力落實

企業社會責任。本公司宜訂定供應商管理政策，要求供應商在環保、職業安全衛生或勞動人權等議題遵循相關規範，於商業往來之前，宜評估其供應商是否有影響環境與社會之紀錄，避免與企業之社會責任政策抵觸者進行交易。

本公司與其主要供應商簽訂契約時，其內容宜包含遵守雙方之企業社會責任政策，及供應商如涉及違反政策，且對供應來源社區之環境與社會造成顯著影響時，得隨時終止或解除契約之條款。

The Company are advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the corporate social responsibility initiative.

The Company are advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, The Company are advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When The Company enter into a contract with any of their major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

第二十七條

本公司應評估公司經營對社區之影響，並適當聘用公司營運所在地之人力，以增進社區認同。

本公司宜經由股權投資、商業活動、捐贈、企業志工服務或其他公益專業服務等，將資源投入透過商業模式解決社會或環境問題之組織，或參與社區發展及社區教育之公民組織、慈善公益團體及政府機構之相關活動，以促進社區發展。

The Company shall evaluate the impact of their business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance.

The Company are advised to, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc., dedicate resources to organizations that commercially resolve social or environmental issues, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

第五章 加強企業社會責任資訊揭露

第二十八條

本公司應依相關法規及本公司治理實務守則辦理資訊公開，

並應充分揭露具攸關性及可靠性之企業社會責任相關資訊，以提升資訊透明度。

The Company shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for The Company and shall fully disclose relevant and reliable information relating to their corporate social responsibility initiatives to improve information transparency.

第二十九條

本公司編製企業社會責任報告書應採用國際上廣泛認可之準則或指引，以揭露推動企業社會責任情形，並宜取得第三方確信或保證，以提高資訊可靠性。其內容宜包括：

一、實施企業社會責任政策、制度或相關管理方針及具體推動計畫。

二、主要利害關係人及其關注之議題。

三、公司於落實公司治理、發展永續環境、維護社會公益及促進經濟發展之執行績效與檢討。

四、未來之改進方向與目標。

The Company shall adopt internationally widely recognized standards or guidelines when producing corporate social responsibility reports, to disclose the status of their implementation of the corporate social responsibility policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

1.The policy, system, or relevant management guidelines and concrete promotion plans for implementing corporate social responsibility initiatives.

2.Major stakeholders and their concerns.

3.Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.

4.Future improvements and goals.

第六章 附則

第三十條

本公司應隨時注意國內外企業社會責任相關準則之發展及企業環境之變遷，據以檢討並改進公司所建置之企業社會責任制度，以提升履行企業社會責任成效。

The Company shall at all times monitor the development of domestic and foreign corporate social responsibility standards and the change of business environment so as to examine and improve their established corporate social responsibility framework and to obtain better results from the implementation of the corporate social responsibility policy.

第三十一條

本規範經董事會討論通過後施行，修正時亦同。

These Rules, and any amendments hereto, shall come into force after deliberation and adoption by the board of directors.

Appendix 5. Comparison Table for the “Memorandum of Association and the Articles of Incorporation”

Polaris Group

Comparison Table for the “Memorandum of Association and the Articles of Incorporation”

| No. 條次 | Current Provisions 現行條文 | Proposed Amendments 修正條文草案 | Explanations 修正理由 |
|---------------|--|--|---|
| 第 29 條 (a) | <p>The Company may from time to time by Ordinary Resolutions:</p> <p>(a) increase the authorized share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;</p> <p>本公司得隨時以普通決議進行以下事項：</p> <p>(a)依股東會決議增加授權資本額，發行不同股份種類；</p> | <p>29 (a) is deleted</p> <p>本(a)項刪除</p> | <p>With reference to the provisions of Article 277 of the Taiwan Company Act, the increase in authorized share capital involves changes to the Memorandum of Association and the Articles of Incorporation, and should be approved by a special resolution of the shareholders' meeting. Therefore, this provision is deleted and returned to the provisions of Article 148 of the Articles of Incorporation.</p> <p>參照臺灣公司法第 277 條規定，增加授權資本額因涉及組織備忘錄及章程之變更，應經股東會特別決議授權通過，故刪除本項規定，回歸章程第 148 條規定進行。</p> |
| 第 41 條 | <p>At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are listed on a Stock Market, all general meeting shall be held in Taiwan. If any general meeting is to be held outside Taiwan, an application shall be filed with TWSE (or TPEX, as applicable) for approval withing two days after the Board resolves to convene such meeting....</p> <p>董事會之報告（如有）應提交予股東會討論。於本公司股份已在股票市場掛牌之期間，本公司所有股東會均應於台灣召開。如股東會將在台灣境外召集，董事會應於該議案通過後二日內向證交所（或櫃檯買賣中心，依其情形適用之）報請核准...</p> | <p>At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are listed on a Stock Market, all general meeting shall be physically held in Taiwan. If any general meeting is to be physically held outside Taiwan, an application shall be filed with TWSE (or TPEX, as applicable) for approval withing two days after the Board resolves to convene such meeting....</p> <p>董事會之報告（如有）應提交予股東會討論。於本公司股份已在股票市場掛牌之期間，本公司所有實體股東會均應於台灣召開。如實體股東會將在台灣境外召集，董事會應於該議案通過後二日內向證交所（或櫃檯買賣中心，依其情形適用之）報請核准...</p> | <p>In order to comply with the Taipei Stock Exchange Letter No.: Securities-Counter-Audit-11101004091 on March 15, 2022 and the revised "Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile" announced by the Taiwan Stock Exchange on March 11, 2022, reference No. 1111700674, and due to the revision of the Company's Articles of Incorporation, the Company can hold the general meeting of shareholders by video, so the word "physically" is added before the text of the general meeting of shareholders in this article to show the difference.</p> <p>為配合證券櫃檯買賣中心 111 年 03 月 15 日證櫃審字第 11101004091 號函及證券交易所於 111 年 03 月 11 日臺證上二字第 1111700674 號函公告修正「外國發行人註冊地國股東權益保護事項檢查表」，因本章程</p> |

| No. 條次 | Current Provisions 現行條文 | Proposed Amendments 修正條文草案 | Explanations 修正理由 |
|-----------|--|--|--|
| 第 41.1 條 | <p>No such article in the Current Provisions. 本條新增</p> | <p><u>Subject to the Law, the general meeting can be held by means of visual communication network or other methods promulgated by the central competent authority of Republic of China.</u></p> <p><u>In case a shareholders' meeting is proceeded via visual communication network, the shareholders attending the meeting remotely shall be deemed to have attended the meeting in person.</u></p> <p><u>The Company shall be in compliance with the Law and Applicable Listing Rules in terms of the prerequisites, procedures, and other compliance matters when the general meeting is held by using visual communication network.</u></p> <p><u>在不違反開曼法令規範下，本公司股東會開會時，得以視訊會議或其他經中華民國公司法主管機關公告之方式為之。</u></p> <p><u>股東會開會時，如以視訊會議為之，其股東以視訊參與會議者，視為親自出席。</u></p> <p><u>本公司召開視訊會議，應符合之條件、作業程序及其他應遵行事項，應遵循開曼法令及上市法令規定。</u></p> | <p>增訂本公司得視訊召開股東會，故就本條文之股東會字樣前端加上「實體」二字，予以區別。</p> <p>In order to comply with the Taipei Stock Exchange Letter No.: Securities-Counter-Audit-11101004091 on March 15, 2022 and the revised "Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile" announced by the Taiwan Stock Exchange on March 11, 2022, reference No. 1111700674, therefore, the relevant provisions that the Company can hold the shareholders' meeting via visual communication network are added.</p> <p>為配合證券櫃檯買賣中心 111 年 03 月 15 日證櫃審字第 11101004091 號函及證券交易所於 111 年 03 月 11 日臺證上二字第 1111700674 號函公告修正「外國發行人註冊地國股東權益保護事項檢查表」，增訂本公司得視訊召開股東會之相關規定。</p> |
| 第 42.1 條 | <p>Other than where the Board is unwilling or unable to convene a general meeting, that an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company if necessary.</p> <p>審計委員會之獨立董事除董事會不為召集或不能召集股東會</p> | <p>42.1 is deleted.</p> <p>本條刪除</p> | <p>In order to comply with the Taipei Stock Exchange Letter No.: Securities-Counter-Audit-11101004091 on March 15, 2022 and the revised "Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile" announced by the Taiwan Stock Exchange on March 11, 2022, reference No. 1111700674, therefore, the</p> |

| No. 條次 | Current Provisions 現行條文 | Proposed Amendments 修正條文草案 | Explanations 修正理由 |
|------------------|--|---|---|
| | 外，得為公司利益，於必要時，召集股東會。 | | <p>provision that an Independent Director may convene a general meeting is deleted.</p> <p>為配合證券櫃檯買賣中心 111 年 03 月 15 日證櫃審字第 11101004091 號函及證券交易所於 111 年 03 月 11 日臺證上二字第 1111700674 號函公告修正「外國發行人註冊地國股東權益保護事項檢查表」，刪除獨立董事得召集股東會之規定。</p> |
| 第 56 條 (A)(c) | <p>(A) No vote may be exercised with respect to any of the following Shares: (c) Shares held by another company, where the Company and its subsidiaries hold directly or indirectly more than one half of the total voting shares of such a company.</p> <p>(A) 股份有下列情形之一者，無表決權： (c) 股份為本公司及本公司之子公司直接或間接持有他公司已發行有表決權之股份總數過半數之他公司所持有。</p> | <p>(A) No vote may be exercised with respect to any of the following Shares: (c) Shares held by another company, where the Company and its subsidiaries hold directly or indirectly more than one half of the total voting shares <u>or the total share equity</u> of such a company.</p> <p>(A) 股份有下列情形之一者，無表決權： (c) 股份為本公司及本公司之子公司直接或間接持有他公司已發行有表決權之股份總數<u>或資本總額合計</u>過半數之他公司所持有。</p> | <p>With reference to the provisions of Article 179, Paragraph 2 of the Taiwan Company Act, the Company's non-voting shares are amended to include the shares held by another company, where the Company and its subsidiaries hold directly or indirectly more than one half of the total share equity of such a company.</p> <p>參照臺灣公司法第 179 條第 2 項規定，增補無表決權之股份包含本外國發行人持有資本總額合計過半數之他公司所持有本外國發行人之股份。</p> |
| 第 82 條 | <p>For so long as the Shares are listed on a Stock Market, the Company shall have such number of Independent Directors as required by and in accordance with the Applicable Listing Rules (the "Required Number"). At least <u>one</u> Independent Director shall have <u>domicile</u> in Taiwan. In the event that the number of the Independent Directors appointed is lower than <u>the Required Number of the Independent Director(s)</u> shall be held at the next following general meeting. In the event that the seats of all Independent Directors become vacant, the Company shall convene an extraordinary general meeting to hold a by-election within 60 days from the date on which the situation arose. The term of each new Independent Director shall be</p> | <p>For so long as the Shares are listed on a Stock Market, the Company shall have such number of Independent Directors as required by and in accordance with the Applicable Listing Rules (the "Required Number"). <u>The number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater.</u> At least <u>two</u> Independent Directors shall have <u>household registration</u> of Taiwan. In the event that the number of the Independent Directors appointed is lower than <u>the prescribed minimum number, an election for Independent Directors</u> shall be held at the next following general meeting. In the event that the seats of all Independent Directors become vacant, the Company shall</p> | <p>With reference to Article 28-4 of the Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings and point 14 in paragraph 1 of Article 49-1 of the Operating Rules of the Taiwan Stock Exchange Corporation, the provisions have been revised to eliminate doubts.</p> <p>參照臺灣證券交易所股份有限公司有價證券上市審查準則第 28 條之 4、臺灣證券交易所股份有限公司營業細則第 49 條之 1 第 1 項第 14 款規定，修改條文規定，以杜疑義。</p> |

| No. 條次 | Current Provisions 現行條文 | Proposed Amendments 修正條文案 | Explanations 修正理由 |
|-----------|---|---|----------------------|
| | <p>the remainder of the term of each respective Independent Director whose seat has become vacant.</p> <p>本公司股份在股票市場掛牌期間，本公司得按上市法令設置至少三名獨立董事，其中至少一人應在中華民國設有戶籍，獨立董事人數因故少於三人者，應於最近一次股東會補選之；獨立董事均解任時，本公司應自事實發生日後60日內，召開股東臨時會補選之。補選之獨立董事，其任期應以補足原董事之任期為準。</p> | <p>convene an extraordinary general meeting to hold a by-election within 60 days from the date on which the situation arose. The term of each new Independent Director shall be the remainder of the term of each respective Independent Director whose seat has become vacant.</p> <p>本公司股份在股票市場掛牌期間，本公司獨立董事不得少於三席且不得少於董事席次五分之一，其中至少二人應在中華民國設有戶籍，獨立董事因故解任，致人數不足上述最低人數時，應於最近一次股東會補選之；獨立董事均解任時，本公司應自事實發生日起60日內，召開股東臨時會補選之。補選之獨立董事，其任期應以補足原董事之任期為準。</p> | |

Appendix 6. Comparison Table for the “Procedures of Acquisition and Disposal of Assets”

Polaris Group

Comparison Table for the “Procedures of Acquisition and Disposal of Assets”

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
|---|---|---|
| <p>第 5 條 取得或處分不動產或其他固定資產之評估程序</p> <p>...</p> <p>3. 專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>...</p> | <p>第 5 條 取得或處分不動產或其他固定資產之評估程序</p> <p>...</p> <p>3. 專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>...</p> | <p>In order to align with the revision of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” by the competent authorities in Taiwan, the relevant provisions are revised.</p> |
| <p>Article 5: The Evaluation procedure of acquisition or disposal of real property and other fixed assets.</p> <p>...</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No.20 published by ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>...</p> | <p>Article 5: The Evaluation procedure of acquisition or disposal of real property and other fixed assets.</p> <p>...</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No.20 published by ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>...</p> | |
| <p>第 11 條</p> <p>本公司向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣 3 億元以上者，除買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料提交董事會通過承認後，始得簽訂交易契約及支付款項：</p> <p>...</p> <p>前項交易金額之計算，應依第三十四條第二項規定辦理，且所稱一年</p> | <p>第 11 條</p> <p>本公司向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣 3 億元以上者，除買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料提交董事會通過承認後，始得簽訂交易契約及支付款項：</p> <p>...</p> <p>前項及第五項交易金額之計算，應依第三十四條第二項規定辦理，且所稱一年係以本次交易事實發生之日為基準，往前追</p> | <p>In order to align with the revision of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” by the competent authorities in Taiwan, the relevant provisions are revised.</p> |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
|---|---|----------------------|
| <p>內係以本次交易事實發生之日為基準，往前追溯推算一年，已依「公開發行公司取得或處分資產處理準則」規定提交董事會通過部分免再計入。</p> <p>...</p> | <p>溯推算一年，已依「公開發行公司取得或處分資產處理準則」規定提交股東會、董事會通過部分免再計入。</p> <p>...</p> <p><u>公開發行公司或其非屬國內公開發行公司之子公司有第一項交易，交易金額達公開發行公司總資產百分之十以上者，公開發行公司應將第一項所列各款資料提交股東會同意後，始得簽訂交易契約及支付款項。但公開發行公司與其母公司、子公司，或其子公司彼此間交易，不在此限。</u></p> | |
| <p>Article 11: When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount is equal to or greater than the lesser of (i) 20 percent of paid-in capital, (ii) 10 percent of the company's total assets, or (iii) NT\$ 300 million, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds issued by securities investment trusts, the Company may not enter into a transaction contract or make payment until the following matters have been approved by the board of directors: ... The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 34, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors need not be counted toward the transaction amount. ...</p> | <p>Article 11: When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount is equal to or greater than the lesser of (i) 20 percent of paid-in capital, (ii) 10 percent of the company's total assets, or (iii) NT\$ 300 million, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds issued by securities investment trusts, the Company may not enter into a transaction contract or make payment until the following matters have been approved by the board of directors: ... The calculation of the transaction amounts referred to in the preceding paragraph <u>and paragraph 5</u> shall be made in accordance with Article 34, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by <u>the shareholder meeting and</u> the board of directors need not be counted toward the transaction amount. ... <u>If the Company or its subsidiary that is not a domestic public company has the transaction listed in the paragraph 1, and the transaction amount is more than 10 percent of the total assets of the Company, the Company may not enter into a transaction contract or make payment until the following matters listed in paragraph 1 have been reported to and approved by a shareholders' meeting. Where the transaction is made between the Company and its parent company, subsidiaries, or its subsidiaries, this restriction shall not apply.</u></p> | |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
|---|--|---|
| <p>第 34 條 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於金管會指定網站辦理公告申報：</p> <p>...</p> <p>7. 除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣 3 億元以上。但下列情形不在此限：</p> <p>(1) 買賣國內公債。</p> <p>(2) 以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或於國內初級市場認購或募集發行之普通公司債及未涉及股權之一般金融債券（不含次順位債券），或申購或買回證券投資信託基金或期貨信託基金，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。</p> <p>...</p> | <p>第 34 條 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於金管會指定網站辦理公告申報：</p> <p>...</p> <p>7. 除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣 3 億元以上。但下列情形不在此限：</p> <p>(1) 買賣國內公債或信用評等不低於我國主權評等等級之外國公債。</p> <p>(2) 以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或於國內初級市場認購外國公債或募集發行之普通公司債及未涉及股權之一般金融債券（不含次順位債券），或申購或買回證券投資信託基金或期貨信託基金，或申購或賣回指數投資證券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。</p> <p>...</p> | <p>In order to align with the revision of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” by the competent authorities in Taiwan, the relevant provisions are revised.</p> |
| <p>Article 34 Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 business days following the date of occurrence of the event:</p> <p>...</p> <p>7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area is equal to or greater than the lesser of (i) 20 percent of paid-in capital or (ii) NT\$ 300 million; provided, this shall not apply to the following circumstances:</p> <p>(1) Trading of domestic government bonds.</p> <p>(2) Where done by professional investors—securities trading on</p> | <p>Article 34 Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 business days following the date of occurrence of the event:</p> <p>...</p> <p>7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area is equal to or greater than the lesser of (i) 20 percent of paid-in capital or (ii) NT\$ 300 million; provided, this shall not apply to the following circumstances:</p> <p>(1) Trading of domestic government bonds or foreign government bonds with a credit rating not lower than sovereign rating of the ROC.</p> <p>(2) Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds or ordinary corporate bonds or general bank</p> | |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
|--|--|----------------------|
| <p>securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>...</p> | <p>debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscription or redemption of Exchange Traded Notes</u>, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>...</p> | |

Appendix 7. Comparison Table for the “Procedures of Lending Funds to Others”

北極星藥業集團股份有限公司
Polaris Group

Comparison Table for the “Procedures of Lending Funds to Others”

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>第1條 資金貸與對象 本公司之資金貸與對象(以下簡稱“借款人”)以下列各款情形為限，不得貸與股東或任何他人。</p> <p>1.1 與本公司有業務往來之公司或行號。</p> <p>1.2 有短期融通資金必要之公司或行號。融資金額不得超過貸與本公司淨值之百分之四十。</p> <p>所稱短期，以一年或一營業週期較長者為準。 所稱融資金額，係指公開發行公司短期融通資金之累計餘額。</p> <p>1.3 本公司直接及間接持有表決權股份百分之百之國外公司間，從事資金貸與，不受之限制。但仍應依「3.資金貸與額度」及「4.資金貸與期限及計息方式」辦理。</p> | <p>第1條 資金貸與對象 本公司之資金貸與對象(以下簡稱“借款人”)以下列各款情形為限，不得貸與股東或任何他人。</p> <p>1.1 與本公司有業務往來之公司或行號。</p> <p>1.2 有短期融通資金必要之公司或行號。融資金額不得超過貸與本公司淨值之百分之四十。</p> <p>所稱短期，以一年或一營業週期較長者為準。 所稱融資金額，係指公開發行公司短期融通資金之累計餘額。</p> <p>1.3 本公司直接及間接持有表決權股份百分之百之國外公司間，從事資金貸與，或本公司直接及間接持有表決權股份百分之百之國外公司對本公司從事資金貸與，不受 1.2 之限制。但仍應依「3.資金貸與額度」及「4.資金貸與期限及計息方式」辦理。</p> <p>1.4 <u>公開發行公司實收資本額達新臺幣十億元以上且已加入租賃商業同業公會及聲明遵循自律規範，並已依「2.資金貸與他人之評估標準」規定辦理者，其從事短期資金融通，不受第一項第二款融資金額之限制。但貸與金額不得超過其淨值之百分之百。</u></p> <p>1.5 <u>公司負責人違反「1.資金貸與對象」規定時，應與借用人連帶負返還責任；如公司受有損害者，亦應由其負損害賠償責任。</u></p> | <p>In response to the actual needs of the Company's capital loan business, the relevant provisions are revised.</p> |
| <p>Article 1 Entities to which the Company may loan funds :</p> <p>The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances :</p> <p>1.1 A company with which the Company does business.</p> <p>1.2 Where short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the Company's net worth.</p> <p>The term “short-term” means one year, or where the company's operating cycle exceeds one year, one operating cycle.</p> | <p>Article 1 Entities to which the Company may loan funds :</p> <p>The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances :</p> <p>1.1 A company with which the Company does business.</p> <p>1.2 Where short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the Company's net worth.</p> <p>The term “short-term” means one year, or where the company's operating cycle exceeds one year, one operating cycle.</p> | |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>The term “financing amount” means the cumulative balance of the public company’s short-term financing.</p> <p>1.3 The restriction in 1.2 above shall not apply to inter-company loans of funds between foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares. However, the provisions of “3. Monetary limits of loans to others” and “4. Duration of loans and calculation of interest” shall still apply.</p> | <p>cycle.</p> <p>The term “financing amount” means the cumulative balance of the public company’s short-term financing.</p> <p>1.3 The restriction in 1.2 above shall not apply to inter-company loans of funds between foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares, <u>or the foreign company, in which 100% voting shares be directly or indirectly held, loans the Company.</u> However, the provisions of “3. Monetary limits of loans to others” and “4. Duration of loans and calculation of interest” shall still apply.</p> <p>1.4 <u>If the paid-in capital of the company exceeds NT\$1 billion and has joined the Leasing Business Association and declares that it complies with self-discipline standards and has already applied, in accordance with “2. Evaluation standards for loaning funds to others”, where it is engaged in short-term financing and is not subject to the limitation of the financing amount in the paragraph 1.2. However, the financing amount shall not exceed 100% of its net value.</u></p> <p>1.5 <u>The person representing the Company who has violated the provisions of the “1. Entities to which the Company may loan funds” shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to company resulted there-from.</u></p> | |
| <p>G. 實施與修訂</p> <ol style="list-style-type: none"> 1. 本作業程序經董事會通過後，送各監察人並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。 2. 將本作業程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議紀錄。 | <p>G. 實施與修訂</p> <ol style="list-style-type: none"> 1. 本作業程序經董事會通過後，送各監察人並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。 2. 將本作業程序提報董事會討論時，應充分考量各獨立董事之意見，<u>獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</u> 3. <u>訂定或修正資金貸與他人作業程序，應經審計委員會全體成員二分之一以上同意，並提董事會決議。</u> 4. <u>前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</u> | <p>In response to the actual needs of the Company's capital loan business, the relevant provisions are revised.</p> |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>G. Implementation and Amendment</p> <ol style="list-style-type: none"> 1. After the management procedures is adopted by the Board of Directors, it shall be submitted to each audit committee and for approval by 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 audit committee and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures. 2. Where the Company submits this Management Procedure for discussion by the Board of Directors, the Board of Directors shall take into full consideration each Independent Director's opinion; Independent Directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the Board of Directors' meeting | <p>5. <u>第三項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。</u></p> <p>G. Implementation and Amendment</p> <ol style="list-style-type: none"> 1. After the management procedures is adopted by the Board of Directors, it shall be submitted to each audit committee and for approval by 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 audit committee and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures. 2. Where the Company submits this Management Procedure for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. <u>Independent directors' dissenting opinions or reservations shall be documented in the minutes.</u> 3. <u>The amendment for the management procedures shall be approved by more than one-half of the audit committee members and submitted to the board of directors to obtain a resolution.</u> 4. <u>If the preceding paragraph has not been approved by more than one-half of the audit committee members, it may be implemented by more than two-thirds of all directors, and the resolution of the audit committee shall be stated in the minutes of the board of directors.</u> 5. <u>All members of the audit committee referred to in Paragraph 3 and all directors referred to in the preceding Paragraph shall be calculated based on actual persons in office.</u> | |

Appendix 8. Comparison Table for the “Procedures of Endorsements and Guarantees”

北極星藥業集團股份有限公司

Polaris Group

Comparison Table for the “Procedures of Endorsements and Guarantees”

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
|---|---|--|
| <p>第3條 背書保證之額度</p> <p>3.1 本公司對外背書保證之總額以不超過本公司最近期財務報表淨值之三倍為限。</p> <p>3.2 本公司對單一企業之背書保證額度以不超過本公司最近期財務報表淨值二倍為限。</p> <p>3.3 本公司及子公司對外背書保證之總額以不超過本公司最近期財務報表淨值之三倍為限。</p> <p>3.4 本公司及子公司對單一企業之背書保證額度以不超過本公司最近期財務報表淨值二倍為限。</p> <p>3.5 與本公司因業務往來關係而從事背書保證者，除上述限額規定外，其個別背書保證金額以不超過雙方間業務往來金額為限。所稱業務往來金額係指雙方間最近一年度因營業活動而銷售商品或提供勞務之營業收入及勞務收入或進貨金額及勞務支出金額孰高者。</p> | <p>第3條 背書保證之額度</p> <p>3.1 本公司對外背書保證之總額以不超過本公司最近期財務報表淨值之三倍為限。</p> <p>3.2 本公司對單一企業之背書保證額度以不超過本公司最近期財務報表淨值二倍為限。</p> <p>3.3 本公司及子公司對外背書保證之總額以不超過本公司最近期財務報表淨值之三倍為限。</p> <p>3.4 本公司及子公司對單一企業之背書保證額度以不超過本公司最近期財務報表淨值二倍為限。</p> <p>3.5 與本公司因業務往來關係而從事背書保證者，除上述限額規定外，其個別背書保證金額以不超過雙方間業務往來金額為限。所稱業務往來金額係指雙方間最近一年度因營業活動而銷售商品或提供勞務之營業收入及勞務收入或進貨金額及勞務支出金額孰高者。</p> <p>3.6 <u>當本公司及其子公司訂定整體得為背書保證之總額已達本公司淨值百分之五十以上者，並應於股東會說明其必要性及合理性。</u></p> | <p>In response to the actual needs of the Company's endorsement guarantee business, the relevant provisions are revised.</p> |
| <p>Article 3. The ceilings on the amounts the Company is permitted to make endorsements/guarantees</p> <p>3.1 Total authorized limits of making endorsements and guarantees by the Company shall not exceed 300% of the Company's net worth as stated in the most current financial statements.</p> <p>3.2 The balance of endorsements/guarantees by the Company for a single enterprise shall not exceed 200% of the Company's net worth as stated in the most current financial statements.</p> <p>3.3 Total authorized limits of making endorsements and guarantees by the Company and its subsidiaries shall not exceed 300% of the Company's net worth as stated in the most current financial statements.</p> <p>3.4 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise shall not exceed 200% of the Company's net worth as stated in</p> | <p>Article 3. The ceilings on the amounts the Company is permitted to make endorsements/guarantees</p> <p>3.1 Total authorized limits of making endorsements and guarantees by the Company shall not exceed 300% of the Company's net worth as stated in the most current financial statements.</p> <p>3.2 The balance of endorsements/guarantees by the Company for a single enterprise shall not exceed 200% of the Company's net worth as stated in the most current financial statements.</p> <p>3.3 Total authorized limits of making endorsements and guarantees by the Company and its subsidiaries shall not exceed 300% of the Company's net worth as stated in the most current financial statements.</p> <p>3.4 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise shall not exceed 200% of the Company's net worth as</p> | |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>the most current financial statements.</p> <p>3.5 Where an endorsement/guarantee is made due to needs arising from business dealings, in addition to the above limits, the amount of an endorsement/guarantee shall be commensurate the total amount of transactions between the two companies. The amount of transactions means the higher of operating revenue or service revenue generated from sales of goods or rendering of services and the payments for purchase of goods or services from the operations during the most recent year.</p> | <p>stated in the most current financial statements.</p> <p>3.5 Where an endorsement/guarantee is made due to needs arising from business dealings, in addition to the above limits, the amount of an endorsement/guarantee shall be commensurate the total amount of transactions between the two companies. The amount of transactions means the higher of operating revenue or service revenue generated from sales of goods or rendering of services and the payments for purchase of goods or services from the operations during the most recent year.</p> <p>3.6 <u>If the aggregate amount of endorsements/guarantees that is set as the ceiling for the Company and its Subsidiaries as a whole reaches 50% or more of the net worth of the Company, an explanation of the necessity and reasonableness thereof shall be given at the Shareholders' Meeting.</u></p> | |
| <p>第 8 條 資訊公開</p> <p>8.1 本公司應於每月十日前公告本公司及子公司上月份背書保證餘額。</p> <p>8.2 本公司背書保證餘額達下列標準之一，應於事實發生日之即日起算二日內公告申報：</p> <p>8.2.1 本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。</p> <p>8.2.2 本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>8.2.3 本公司及子公司對單一企業背書保證餘額達新台幣一千萬元以上，且對其背書保證、長期性質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。</p> <p>8.2.4 本公司或子公司新增背書保證金額達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。</p> <p>8.3 本公司之子公司非屬國內公開發行公司者，該子公司有 8.2.4 應公開申報之事項，由本公司為之。</p> <p>8.4 本公司應評估或認列背書保證之或有損失，且於財務報告中適當揭露背書保證資訊，並提供相關資料予簽證會計師執行必要之查核程序。</p> | <p>第 8 條 資訊公開</p> <p>8.1 本公司應於每月十日前公告本公司及子公司上月份背書保證餘額。</p> <p>8.2 本公司背書保證餘額達下列標準之一，應於事實發生日之即日起算二日內公告申報：</p> <p>8.2.1 本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。</p> <p>8.2.2 本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>8.2.3 本公司及子公司對單一企業背書保證餘額達新台幣一千萬元以上，且對其背書保證、<u>採用權益法之投資帳面金額</u>及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。</p> <p>8.2.4 本公司或子公司新增背書保證金額達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。</p> <p>8.3 本公司之子公司非屬國內公開發行公司者，該子公司有 8.2.4 應公開申報之事項，由本公司為之。</p> <p>8.4 本公司應評估或認列背書保證之或有損失，且於財務報告中適當揭露背書保證資訊，並提供相關資料予簽證會計師執行必要之查核程序。</p> | <p>In response to the actual needs of the Company's endorsement guarantee business, the relevant provisions are revised.</p> |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>Article 8. Information disclosure</p> <p>8.1 The Company shall announce and report the previous month's balance of endorsements/guarantees of itself and its subsidiaries by the 10th day of each month.</p> <p>8.2 When the Company's balance of endorsements/guarantees reach one of the following levels, it shall announce and report such event within two days commencing immediately from the date of occurrence:</p> <p>8.2.1 The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.2 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.3 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, investment of a long-term nature in, and balance of loans to, such enterprise reaches 30 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.4 The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.3 The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 8.2.4 above.</p> <p>8.4 The Company shall evaluate or record</p> | <p>Article 8. Information disclosure</p> <p>8.1 The Company shall announce and report the previous month's balance of endorsements/guarantees of itself and its subsidiaries by the 10th day of each month.</p> <p>8.2 When the Company's balance of endorsements/guarantees reach one of the following levels, it shall announce and report such event within two days commencing immediately from the date of occurrence:</p> <p>8.2.1 The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.2 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.3 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, <u>investments booked with the Equity Method,</u> and balance of loans to, such enterprise reaches 30 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.4 The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.3 The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to</p> | |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>the contingent loss for endorsements/guarantees, and shall adequately disclose information on endorsements/guarantees in its financial statements and provide certified public accountants with relevant information to conduct necessary audit procedures.</p> | <p>announce and report pursuant to subparagraph 8.2.4 above.</p> <p>8.4 The Company shall evaluate or record the contingent loss for endorsements/guarantees, and shall adequately disclose information on endorsements/guarantees in its financial statements and provide certified public accountants with relevant information to conduct necessary audit procedures.</p> | |
| <p>F. 實施與修訂</p> <ol style="list-style-type: none"> 1. 本作業程序經董事會通過後，送各監察人並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。 2. 將本作業程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議紀錄。 | <p>F. 實施與修訂</p> <ol style="list-style-type: none"> 1. 本作業程序經董事會通過後，送審計委員會並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。 2. 本公司將本作業程序提報董事會討論時，應充分考量各獨立董事之意見，<u>獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</u> 3. <u>訂定或修正背書保證之作業程序，應經審計委員會全體成員二分之一以上同意，並提董事會決議。</u> 4. <u>前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</u> 5. <u>第三項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。</u> | <p>In response to the actual needs of the Company's endorsement guarantee business, the relevant provisions are revised.</p> |
| <p>F. Implementation and Amendment</p> <ol style="list-style-type: none"> 1. After the management procedures is adopted by the Board of Directors, it shall be submitted to audit committee and for approval by 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 audit committee and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures. 2. Where the Company submits this Management Procedure for discussion by the Board of Directors, the Board of Directors shall take into full consideration each Independent Director's opinion; Independent Directors' opinions specifically expressing assent or dissent and their | <p>F. Implementation and Amendment</p> <ol style="list-style-type: none"> 1. After the management procedures is adopted by the Board of Directors, it shall be submitted to audit committee and for approval by 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 audit committee and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures. 2. Where the Company submits this Management Procedure for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinion. <u>Independent directors' dissenting opinions or reservations shall be documented in the minutes.</u> | |

| 原條文 Current Provisions | 修訂後條文 Proposed Amendments | 修訂理由 Explanations |
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| <p>reasons for dissent shall be included in the minutes of the Board of Directors' meeting</p> | <ol style="list-style-type: none"> 3. <u>The amendment for the management procedures shall be approved by more than one-half of the audit committee members and submitted to the board of directors to obtain a resolution.</u> 4. <u>If the preceding paragraph has not been approved by more than one-half of the audit committee members, it may be implemented by more than two-thirds of all directors, and the resolution of the audit committee shall be stated in the minutes of the board of directors.</u> 5. <u>All members of the audit committee referred to in Paragraph 3 and all directors referred to in the preceding Paragraph shall be calculated based on actual persons in office.</u> | |

Appendix 9. Comparison Table for the “Rules and Procedures of Shareholders’ meeting”

Polaris Group

Comparison Table for the “Rules and Procedures of Shareholders’ meeting”

| 修正後條文 Proposed Amendments | 修正前條文 Current Provisions | 說 明 Explanations |
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| <p>Article 3</p> <p>Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.</p> <p><u>Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.</u></p> <p>The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of Directors, and upload them to the Market Observation Post System (MOPS) at least 30 days prior to the date of a regular shareholders' meeting or at least 15 days prior to the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS at least 21 days prior to the date of the regular shareholders' meeting or at least 15 days prior to the date of the special shareholders' meeting. <u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting.</u> In addition, at least 15 days prior to the date of the shareholders' meeting, the Company shall also prepare the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and its shareholder services agent as well as being distributed on-site at the meeting place.</p> <p><u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner</u></p> | <p>Article 3</p> <p>Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.</p> <p>The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of Directors, and upload them to the Market Observation Post System (MOPS) at least 30 days prior to the date of a regular shareholders' meeting or at least 15 days prior to the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS at least 21 days prior to the date of the regular shareholders' meeting or at least 15 days prior to the date of the special shareholders' meeting. In addition, at least 15 days prior to the date of the shareholders' meeting, the Company shall also prepare the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and its shareholder services agent as well as being distributed on-site at the meeting place.</p> | <p>In order to comply with the new virtual meeting policy of the competent authorities in Taiwan and meet the needs of the digital age, the Company has revised the relevant provisions of the "Rules of Procedure for the Company's General Meeting" to provide shareholders with a more convenient way to participate in the general meeting of shareholders.</p> |

| <p style="text-align: center;">修正後條文 Proposed Amendments</p> | <p style="text-align: center;">修正前條文 Current Provisions</p> | <p style="text-align: center;">說 明 Explanations</p> |
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| <p>on the date of the shareholders' meeting:</p> <p><u>1. For physical shareholders' meetings, to be distributed on-site at the meeting.</u></p> <p><u>2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p><u>3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.</u></p> <p>The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>Shareholders who hold more than 1% of the total issued shares may propose to the Company a written proposal for discussion at a regular shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, 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.</p> <p>A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> | <p>The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>Shareholders who hold more than 1% of the total issued shares may propose to the Company a written proposal for discussion at a regular shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, 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.</p> <p>A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders' meeting is held, The Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> | |

| <p style="text-align: center;">修正後條文 Proposed Amendments</p> | <p style="text-align: center;">修正前條文 Current Provisions</p> | <p style="text-align: center;">說 明 Explanations</p> |
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| <p>Prior to the book closure date before a regular shareholders' meeting is held, The Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p> | <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p> | |
| <p>Article 4</p> <p>For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company at least 5 days prior to the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company at least 2 business days prior to the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> <p><u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy</u></p> | <p>Article 4</p> <p>For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company at least 5 days prior to the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company at least 2 business days prior to the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> | |

| 修正後條文 Proposed Amendments | 修正前條文 Current Provisions | 說 明 Explanations |
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| <p><u>shall prevail.</u></p> <p>Article 5 (Principles determining the time and place of a shareholders' meeting)</p> <p>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. Full consideration shall be given to the opinions of the Independent Directors with respect to the place and time of the meeting.</p> <p><u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.</u></p> | <p>Article 5 (Principles determining the time and place of a shareholders' meeting)</p> <p>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. Full consideration shall be given to the opinions of the Independent Directors with respect to the place and time of the meeting.</p> | |
| <p>Article 6 (Preparation of documents such as the attendance book)</p> <p>The Company shall furnish the attending shareholders or their proxies (collectively, "shareholders"), with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, pre-printed ballots shall also be furnished.</p> <p>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 proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> | <p>Article 6 (Preparation of documents such as the attendance book)</p> <p>The Company shall furnish the attending shareholders or their proxies (collectively, "shareholders"), with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, pre-printed ballots shall also be furnished.</p> <p>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 proxy, it may designate only one person to represent it in the meeting.</p> | |
| <p><u>Article 6-1 (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notice)</u></p> <p><u>To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> | | <p>This is a newly added article.</p> |

| <p style="text-align: center;">修正後條文 Proposed Amendments</p> | <p style="text-align: center;">修正前條文 Current Provisions</p> | <p style="text-align: center;">說 明 Explanations</p> |
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| <p><u>A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p><u>B. Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.</u></p> <p><u>C. In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.</u></p> <p><u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.</u></p> | | |
| <p>Article 8 (Documentation of a shareholders' meeting by audio or video)</p> <p>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.</p> <p><u>Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the</u></p> | <p>Article 8 (Documentation of a shareholders' meeting by audio or video)</p> <p>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.</p> | |

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| <p><u>entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> | | |
| <p>Article 9</p> <p>Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair 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 chair 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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month. <u>In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.</p> | <p>Article 9</p> <p>Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair 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 chair 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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.</p> | |
| <p>Article 11 (Shareholder speech)</p> <p>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 chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually</p> | <p>Article 11 (Shareholder speech)</p> <p>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 chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually</p> | |

| <p style="text-align: center;">修正後條文 Proposed Amendments</p> | <p style="text-align: center;">修正前條文 Current Provisions</p> | <p style="text-align: center;">說 明 Explanations</p> |
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| <p> 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. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair 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 chair may respond in person or direct relevant personnel to respond. <u>Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u> </p> | <p> 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. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair 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 chair may respond in person or direct relevant personnel to respond. </p> | |
| <p> Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act. When The Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that The Company avoid the submission of extraordinary motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means </p> | <p> Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act. When The Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that The Company avoid the submission of extraordinary motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means </p> | |

| <p style="text-align: center;">修正後條文 Proposed Amendments</p> | <p style="text-align: center;">修正前條文 Current Provisions</p> | <p style="text-align: center;">說 明 Explanations</p> |
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| <p>under the preceding paragraph shall deliver a written declaration of intent to the Company at least 2 days prior to the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the declaration received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>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 <u>or online</u>, 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, at least 2 business days prior to 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.</p> <p>Except as otherwise provided in the Company Act and in The Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a proposal, the chair 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.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.</p> <p>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</p> | <p>under the preceding paragraph shall deliver a written declaration of intent to the Company at least 2 days prior to the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the declaration received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>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, 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, at least 2 business days prior to 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.</p> <p>Except as otherwise provided in the Company Act and in The Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a proposal, the chair 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.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.</p> <p>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</p> | |

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| <p>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.</p> <p><u>When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p> | <p>announced on-site at the meeting, and a record made of the vote.</p> | |
| <p>Article 15</p> <p>Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be</p> | <p>Article 15</p> <p>Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.</p> | |

| 修正後條文 Proposed Amendments | 修正前條文 Current Provisions | 說 明 Explanations |
|---|--|---------------------------------------|
| <p>retained for the duration of the existence of the Company.</p> <p><u>Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.</u></p> | | |
| <p>Article 16 (Public disclosure)</p> <p>On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p> | <p>Article 16 (Public disclosure)</p> <p>On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.</p> <p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p> | |
| <p><u>Article 19 (Disclosure of information at virtual meetings)</u></p> <p><u>In the event of a virtual shareholders'</u></p> | | <p>This is a newly added article.</p> |

| <p style="text-align: center;">修正後條文 Proposed Amendments</p> | <p style="text-align: center;">修正前條文 Current Provisions</p> | <p style="text-align: center;">說 明 Explanations</p> |
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| <p><u>meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p> | | |
| <p><u>Article 20 (Location of the chair and secretary of virtual-only shareholders' meeting)</u> <u>When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p> | | <p>This is a newly added article.</p> |
| <p><u>Article 21 (Handling of disconnection)</u> <u>In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <u>In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u> <u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.</u> <u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u> <u>During a postponed or resumed session of a</u></p> | | <p>This is a newly added article.</p> |

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| <p><u>shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.</u></p> | | |
| <p><u>Article 22 (Handling of digital divide)</u></p> <p><u>When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.</u></p> | | <p>This is a newly added article.</p> |
| <p><u>Article 23</u></p> <p>These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p> | <p>Article 19</p> <p>These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p> | <p>The article numbering has been adjusted due to the addition of new articles.</p> |