

# **Polaris Group**

# 2025 Extraordinary 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: 9:00 a.m. on July 1, 2025 (Tuesday)

Location: Rm. 211+212, 2F., No. 335, Ruiguang Rd., Neihu Dist., Taipei

City (t.Hub Taipei)



Time: 9:00 a.m. on July 21, 2025 (Tue.)

Place: Rm. 211+212, 2F., No. 335, Ruiguang Rd., Neihu Dist., Taipei City (t.Hub Taipei)

Mode of Meeting Convening: Physical Meeting

Present:

The total outstanding shares: 770,473,022 shares

The total shares represented by shareholders present in person or by proxy: 526,746,776shares.

The percentage of shares held by shareholders present in person or by proxy: 68.36 %

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

Chairman: Hsu, Jaan-Pyng (Representive of Digital Capital Inc.)



/ Recorder: Kao, Yi Ming



**Board Members Present:** 

Chen, Shyan Tser

Independent Directors Present (Member of Audit Committee): N/A

#### Attendance:

Hermes Kung for and on behalf of Global Network Commerce Legal

1. Call the Meeting to Order:

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

2. Chairman Address: (Ommited)

3. Election Matters:

Proposal 1: (Proposed by the Board)

Subject: Proposal for by-election of one independent director.

Explanation:

- 1. According to Article 4, Paragraph 5 of the "Regulations Governing Appointment and Exercise of Powers by the Board of Directors of Listed Companies," where the Chairperson and General Manager (or equivalent positions) are the same person, or are spouses or first-degree relatives, the company must have no fewer than four independent directors. Therefore, it is proposed to elect one independent director.
- 2. The newly elected independent director will assume office immediately after the election and serve the remainder of the current term until June 11, 2026 (i.e., from July 1, 2025 to June 11, 2026).

- 3. The list of candidates for independent director was approved by the Board on May 12, 2025. Shareholders shall elect from this list. Please refer to Appendix 1 on page 4 of this handbook.
- 4. Election is hereby proposed.

#### Result of election:

Office Held	Name	Elected votes
Independent director	Tsang, Kwok-Wah	502,903,727

#### 4. Other Matters:

Proposal 1:

(Proposed by the Board)

Subject:

Proposal to lift the non-competition restrictions for the representative of the corporate director and the newly elected independent director.

Explanation:

- The representative of the corporate director and the newly elected independent director may have investments in or operate other companies engaged in the same or similar lines of business as Polaris. To avoid any potential conflict of interest and in accordance with Article 209 of the Company Act, the shareholders' meeting is requested to approve the lifting of non-competition restrictions.
- 2. The list of directors for whom the non-competition restriction is to be lifted is as follows:

Name	Education/Experience	Current Position
Tsai, Kao-Chung	<ul> <li>M.A. in Economics, Soochow University</li> <li>Vice GM, Capital Market Divison of 倍利證券</li> <li>Chariman/ Vice Chariman, Champion Microelectronic Corp.</li> </ul>	<ul> <li>Chairman, nFore Technology Co., LTD.</li> <li>Director, AcadeMab Biomedical Inc.</li> <li>Independent Director, Holy Stone Healthcare Co., Ltd.</li> <li>Independent Director, Sonix Technology Co., Ltd.</li> <li>Independent Director, Double Bond Chemical Ind., Co., Ltd.</li> </ul>
Tsang, Kwok-Wah	<ul> <li>B.A. in Accounting, NCCU</li> <li>EMBA, NYCU</li> <li>Partner CPA, PwC Taiwan (Retired)</li> <li>Partner CPA, Sunwise CPAs Firm</li> </ul>	<ul> <li>Partner CPA, Sunwise CPAs Firm</li> <li>Independent Director, Sigurd Microelectronics CORP.</li> <li>Independent Director, Gallant Precision Machining Co., Ltd.</li> </ul>

Resolution:

The voting results are as follows- 526,746,776 votes were represented at the time of voting, 504,211,505 votes in favor, 555,531 votes against, 0 votes invalid, and 21,979,740 votes abstained. The votes in favor accounted for 95.72% of the votes of the shareholders present. The above proposal be and hereby was approved as proposed.

## 5. Extemporary Motions:

There being no other business and extemporary motion, upon a motion duly made and seconded, the meeting was adjourned.

6. Adjournment: Meeting ended at 09:20 a.m.

(This Minutes of the Extraordinary Shareholders' Meeting 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.)