



創見資訊股份有限公司

Transcend Information, Inc.

Handbook for the 2023 Annual Regular
Shareholders' Meeting

**This English version is a translation based on the original Chinese version.
Where any discrepancy arises between the two versions, the Chinese version shall prevail.**

Transcend Information, Inc.
Handbook for the 2023 Annual Regular Shareholders' Meeting
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Transcend Information, Inc.

2023 ANNUAL REGULAR SHAREHOLDERS' MEETING PROCEDURE

1. Call the Meeting to Order
2. Chairman's Remarks
3. Report Items
4. Proposed Items
5. Discussion Items
6. Other Business and Special Motion
7. Meeting Adjourned

Transcend Information, Inc.

2023 ANNUAL REGULAR SHAREHOLDERS' MEETING AGENDA
(Translation)

Meeting Type: Physical shareholders meeting

Time: 9:00 a.m., Friday, June 16, 2023

Place: 1F, No. 70, XingZhong Rd., NeiHu Dist., Taipei 114, Taiwan (Transcend Information, Inc.)

Chairman's Remarks

I. Report Items

- (1) To report the business of 2022.
- (2) Audit Committee's Review Report.
- (3) To report 2022 employees' profit sharing bonus and directors' compensation.
- (4) The status of endorsements and guarantees provided by the Company.
- (5) Cash distribution from 2022 retained earnings.
- (6) Cash distribution from capital surplus.

II. Proposed Items

- (1) Adoption of 2022 Business Report and Financial Statements.
- (2) Adoption of the proposal for distribution of 2022 earnings.

III. Discussion Items

- (1) To approve the amendments to "Procedures for Acquisition and Disposal of Assets".
- (2) Issuance of Restricted Stock Awards.

IV. Other Business and Special Motion

V. Meeting Adjourned

I. Report Items

(1) To report the business of 2022.

Explanatory Notes:

Please refer to page 10 to 11 for Attachment I.

(2) Audit Committee's Review Report.

Explanatory Notes:

Please refer to page 12 for Attachment II.

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

Explanatory Notes:

- A. The remuneration of 2022 profit to employees would be NT\$ 30,987,026 (distributed in cash); and that to directors would be NT\$ 2,300,000.
- B. The estimated remuneration to employees is NT\$ 31,729,233 and the different amount should be NT\$ 742,207; the estimated remuneration to directors is NT\$ 0 and the different amount should be NT\$ 2,300,000.
- C. The difference will be taken as a change in accounting estimate and adjusted in profit or loss for 2023.

(4) The status of endorsements and guarantees provided by the Company.

Explanatory Notes:

The Company provided a guarantee for Transcend Japan Inc. amounting to JPY 2,000,000 thousands, and the actual amount of guarantee draw down is JPY 0 by the end of 2022. Pursuant to the Company's "Procedures for Endorsements and Guarantees", the limit of guarantee was NT\$ 7,772,199 thousands (approximate JPY 34,400,000 thousands).

(5) Cash distribution from 2022 retained earnings.

Explanatory Notes:

- A. To comply with Section 5 of Article 240 of the Company Act and Article 22-1 of the Company's Articles of Incorporation, the board of directors is authorized to distribute dividends and bonuses in whole or in part that may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors.
- B. For appropriations of 2022 earnings, the Company will distribute cash dividend of NT\$ 2,059,496,040 (NT\$4.80 per share).
- C. Please refer to page 6 for the chart of 2022 earnings distribution.
- D. Cash dividend will be distributed proportionately according to shareholders' shares ownership registered in the Common Stockholders' Roster as of the date of record. The cash distribution will be rounded down to NT\$1 (any amount under NT\$1 will be discarded), and the remaining

fraction will be incorporated into other revenues of the Company.

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

(6) Cash distribution from capital surplus.

Explanatory Notes:

- A. To comply with Article 241 of the Company Act and Article 22-1 of the Company's Articles of Incorporation, the board of directors is authorized to distribute capital surplus in whole or in part that may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors.
- B. The capital surplus derived from the issuance of new shares at a premium totaling NT\$ 343,249,340 will be distributed in cash of NT\$0.80 per share.
- C. Cash distribution from capital surplus will be distributed proportionately according to shareholders' shares ownership registered in the Common Stockholders' Roster as of the date of record. The cash distribution will be rounded down to NT\$1 (any amount under NT\$1 will be discarded), and the remaining fraction will be incorporated into other revenues of the Company.
- D. To avoid the change in the total amount of common shares outstanding resulting from buyback of company shares, or transfer or cancellation of treasury stock, it is proposed that the Chairman of the Board be authorized to adjust the cash to be distributed to each common share.

II. Proposed Items

(1) Adoption of 2022 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Explanatory Notes:

- A. The parent company only financial statement and consolidated financial statement of the Company for the year of 2022 have been audited by independent auditors, Mr. Chin-Chang Chen and Mr. Lin, Yi-Fan, of the Pricewaterhouse Coopers.
- B. The Business Report, Independent Auditors' Report and Financial Statements are hereby also attached. (Please refer to page 10 to 11 for Attachment I, and page 13 to 32 for Attachment III and IV)
- C. It is submitted for ratification.

Resolution:

(2) Adoption of the proposal for distribution of 2022 earnings.

(Proposed by the Board of Directors)

Explanatory Notes:

- A. To appropriate legal reserve and special reserve from 2022 earnings in accordance with the regulations.
- B. Please refer to page 6 for the chart of 2022 earnings distribution.
- C. It is submitted for ratification.

Resolution:

Transcend Information, Inc.
The Chart of 2022 Earnings Distribution
For the year ended December 31, 2022
(Expressed in New Taiwan dollar)

Item	Amount	Remarks
Unappropriated retained earnings at beginning	4,524,217,053	
Add: Adjustment on unappropriated earnings for 2022	2,911,860	
Adjusted unappropriated retained earnings	4,527,128,913	
Add: Net income for 2022	2,454,344,299	
Less: Legal reserve (10%)	(245,725,616)	
Less: Special reserve	(167,302,182)	
Retained earnings available for appropriation as of December 31, 2022	6,568,445,414	
Less: Items of distribution - Cash dividend to shareholders	(2,059,496,040)	Cash dividend (NT\$4.80 per share)
Unappropriated retained earnings at end	4,508,949,374	

Chairman: Shu, Chung-Won

General Manager: Shu, Chung-Won

Accounting Supervisor: Chi, Wen Hui

III. Discussion Items

(1) To approve the amendments to “Procedures for Acquisition and Disposal of Assets”.

(Proposed by the Board of Directors)

Explanatory Notes:

A. Due to the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” made by Financial Supervisory Commission, the Company hereby proposes amendments to “Procedures for Acquisition and Disposal of Assets”.

B. Please refer to page 33 to 40 for Attachment V: the comparison table for the “Procedures for Acquisition and Disposal of Assets”.

C. It is submitted for approval.

Resolution:

(2) Issuance of Restricted Stock Awards.

(Proposed by the Board of Directors)

Explanatory Notes:

A. Terms of Restricted Stock Awards are as the following:

I. Expected total shares of issuance: A total no. of 3,000,000 common shares issued, each with a par value of NT\$10, for a total monetary amount of NT\$30,000,000.

II. Terms and conditions:

i. Expected issue price: The current issue is gratuitous.

ii. Vesting conditions:

Employees who, after subscribing for restricted stocks, are still employed as of each grant date and did not have any violation against the Company’s employment agreement, employees’ code of conduct, the depository agreement, corporate governance best practice principles, ethical corporate management best practice principles, work rules, non-competition and non-disclosure undertaking or other contractual agreements with the Company during the following period as recognized by the Company, shall be vested 100% if having been employed for two years since the grant date of each year.

Please refer to page 41 to 43 for Attachment VI: Issuance Rules of Transcend 2023 Restricted Stock Awards Plan”.

iii. Measures to be taken when employees fail to achieve the vesting conditions or in the event of inheritance:

The Company will redeem the issued restricted stock awards and cancel the full number of share in accordance with the terms of the issuance rules set by the Company.

- B. Qualification requirements for employees:
- I. Full-time employees of the Company and full-time employees of domestic or foreign controlled or affiliated companies who are already employed on the date that the restricted stock awards are awarded.
 - II. The number of granted shares shall be determined by seniority, position, performance, overall contribution operational conditions, and other conditions necessary for management. The results of shares distribution shall be reviewed by the Chairman and obtain approval in the meeting of the Board of Directors meeting. However, for employees who are directors or managers, the award of such shares is subject to approval by the Compensation Committee, and then submitted to the Board of Directors for discussion. For employees who are not directors or managers, the award of such shares is subject to approval by the Audit Committee, and then submitted to the Board of Directors for discussion.
 - III. The sum of the cumulative number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Offering Regulations.
- C. Restricted rights before employees meet the vesting conditions:
- I. Before employees reach the vesting conditions, except by inheritance, employees may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted stock awards.
 - II. The right of attendance, proposal, expression, voting, and election in the shareholders' shall all be exercised by the trust depository institution on their behalf. After the employees meet vesting conditions, the stocks and dividends will be transferred from the trust account to the personal depository account of the employee according to the provisions of the trust agreement (cash dividends will be transferred to the employee's designated personal bank account). When employees fail to meet the vesting conditions, such shares will be redeemed by the Company without charge and will be canceled. However, the dividends or shares resulting from such shares will not need to be returned or surrendered by the employee.
 - III. In addition to the provisions of the preceding paragraph, no share distribution rights including but not limited to: dividends, bonuses, capital reserve rights and cash capital increase options.
- D. The reason why it is necessary to issue restricted stocks for employees:
To attract and retain necessary professional talents and excellent employees, motivate staff, enhance employees' feeling of belonging to the Company, and foster the best interests of the Company and its shareholders, so as to ensure the alignment of the Company's employees and shareholders' interests.
- E. Calculated expense amount and impact on dilution of EPS or other factors affecting

shareholder's equity: If based on the May 2, 2023 closing price, NT\$71.5, the annual amortized expenses from 2024 to 2026 will be projected as: NT\$71,990 thousand, NT\$107,250 thousand and NT\$35,260 thousand, respectively with the total amounts of NT\$214.5 million. As of May 2, 2023, the Company's issued outstanding shares are 429,061,675 shares, the dilution from 2023 to 2026 will be projected as: NT\$0.17, NT\$0.25 and NT\$0.08, respectively. There is limited dilution of the Company's future EPS, and there is no material impact on existing shareholder's equity.

F. Any other matters that need to be specified:

- I. It is allowed to report to the competent authority in several times within one year after resolution of the shareholder's meeting. The Company may issue the shares in batches within two year after receiving the competent authority's approval.
- II. The plan is passed by the resolution of the shareholder's meeting and the Board of Directors is authorized to handle all the issues regarding the issuance of Restricted Stock Awards. Any other matters not set forth in the plan, the Board of Directors authorizes the Chairman to amend or execute pursuant to the applicable laws and regulations.

Resolution:

IV. Other Business and Special Motion

V. Meeting Adjourned

TRANSCEND INFORMATION, INC.
BUSINESS REPORT

Looking back on 2022 from a global perspective, the following events slowed down domestic and international market demand and weakened consumer spending power: the Russo-Ukrainian war, China adopting strict lockdown measures, escalating inflation and raising of US dollar interest, a disordered financial market, and rising uncertainty of macroeconomics. Moreover, in the memory market this year, the unmatched issues of raw materials eased slowly; previous overstock accumulated; inventory levels in the raw material market were high, while terminal demand was sluggish; big players in the memory market were under constantly rising pressure on inventory; and prices of DRAM and NAND FLASH in the latter half of the year fluctuated dramatically. Even facing these ordeals in the industrial environment, Transcend not only continues to reduce inventory in accordance with industrial trends but also improves inventory management and optimizes production efficiency in anticipation of reaching a healthy inventory level and reducing impacts on profit caused by fluctuations in the raw material markets. In addition, Transcend formulated a multi-pronged sales strategy, increased the intensity of promoting embedded appliance products, strengthened the popularity and competitiveness of industrial-control brands, enabled the sales team through all-inclusive training to understand product positioning comprehensively and cultivate their sensitivity regarding market trends, and adjusted steps dynamically in parallel with customer demand in the ever-changing memory market. These strategies are an attempt to achieve long-term beneficial cooperation and sustainable and robust business growth. Transcend will continue to grow and thrive. We would like to express our gratitude to our shareholders, customers, suppliers and employees for your long-term support and encouragement of Transcend.

For the year of 2022, the consolidated revenue of Transcend reached NT\$12.1 billion, the consolidated gross profit was NT\$2.72 billion, and the gross margin rate was 22.5%; the consolidated operating income was NT\$1.51 billion. Benefitting from rising US dollar interest rates and higher non-operating profits from the disposal of the land use right and building by Transcend Information (Shanghai) Ltd., the net income before tax was NT\$3.36 billion and the net income after tax was NT\$2.45 billion. Based on the calculation of the share capital of the weighted average number of shares outstanding of NT\$4.3 billion, the EPS was NT\$5.72.

In the post-pandemic era, as we return to normal life, the pandemic dividend is exhausted; consumer demand is switching from individuals to enterprises; and the development of 5G, AIoT, enterprise servers and industrial computer appliances is driving the memory demand, which is expected to continue to grow. Transcend, as a market leader, acknowledges that R&D and innovation are immediately required. Therefore, we are developing various industrial products in the field of embedded appliances featuring wide temperature, high speed and/or high tolerance, including 112-layer 3D NAND SSD, TCG Opal encrypted SSD and a next-generation DDR5 memory module. In the consumer market, Transcend endeavors to develop remarkable products, including a high-class

PCIe 4.0 M.2 SSD MTE250H for eSports players and content creators and MacBook Pro JetDrive Lite 330 expansion cards for professional workers. Thanks to years of commitment to brand management, Transcend has received numerous honors and awards for our outstanding R&D design, product quality, and brand image. This year, Transcend was honored as one of the “Top 25 International Brands in Taiwan” for the 16th consecutive year.

Apart from the normal course of business operations, Transcend also fulfils our corporate social responsibility. Transcend diligently propels the development of youth sports, sponsors domestic contests for students on a long-term scale, and promotes the growth of sports in Taiwan. Transcend’s efforts in resourcefully contributing to society have been demonstrated by the “Sports Activist Award” conferred on by the Sports Administration, Ministry of Education in nine consecutive years, as well as the “Bronze Medal for Sponsors” and “Long-term Sponsorship Award” thereunder. In addition, this year, the “Remote Area Baseball Seed Program”, intended to promote the development of youth baseball leagues in remote areas, has entered its seventh year, and we hope to assist all young players in remote areas with relatively limited resources to achieve their dreams in baseball. In the future, Transcend will continue to fulfill our corporate social responsibility and actively promote various domestic youth sports, strengthening sports culture and building a healthy society in Taiwan.

Looking forward to 2023, in view of the facts that the global economic situation continues to be impacted by high inflation and high interest rates and that the pace of economic growth is slow, the memory market is still expected to be influenced by high inventory levels in the supply chain and weak terminal purchases, and the prices of DRAM and NAND FLASH will face continuous downward pressure. During a slump in the memory market, the prices of key raw materials fluctuates dramatically. Transcend will continue to control and manage inventory levels, optimize the production line process, and upgrade equipment and systems so as to improve overall production efficiency and product quality. In the future, Transcend will also continue to activate inventory flow together with excellent supply chain management and flexible pricing strategies. When it rebounds from the bottom, we anticipate embracing a reversal in the memory market. Meanwhile, in order to enhance international competitiveness and visibility, Transcend continues to adhere to Corporate Governance 3.0 - Sustainable Development by strengthening the functions of the Board of Directors, improving information transparency, complying with GRI Standards in preparing sustainability reports, fulfilling our responsibility of ethical corporate management best practice and demonstrating sustainable competitiveness. We look forward to your continuing care and support for the Company and appreciate your valuable comments and feedback. We will continue to seek innovations and breakthroughs, delivering ever more remarkable performance in all areas.

Chairman : Shu, Chung-Won

General Manager : Shu, Chung-Won

Accounting Supervisor : Chi, Wen Hui

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements and Earnings Distribution Proposal. Transcend Corporation's Financial Statements have been audited and certified by Mr. Chin-Chang Chen and Mr. Lin, Yi-Fan, the CPA of the Pricewaterhouse Coopers. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the audit committee of Transcend Corporation. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

The Audit Committee of Transcend Information, Inc.

Chairman of the Audit Committee: WANG, YI-HSIN

March 02, 2023

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR 22000435

To the Board of Directors and Shareholders of Transcend Information, Inc.

Opinion

We have audited the accompanying parent company only balance sheets of Transcend Information, Inc. (the "Company") as at December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Independent Auditors' responsibilities for the audit of the parent company only financial statements* section of our report. We are independent of the Company 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 judgement, were of most significance in our audit of the Company's 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only 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 Company's 2022 parent company only financial statements are stated as follows:

Valuation of inventories

Description

Refer to Notes 4(12), 5(2) and 6(5) to the parent company only financial statements for the information on the Company's inventory accounting policy, estimates and assumptions and allowance for inventory valuation losses.

The percentage of the Company's inventories to total assets is material and the Company applies judgements and estimates in determining the net realizable value of inventories at the balance sheet date. The Company mainly produces DRAM and flash memory. As these products have a short life cycle and belong to a highly competitive industry, the market prices change frequently. Since the Company's inventories and the allowance for inventory valuation losses are material to the financial statements, the valuation of inventories has been identified as a key audit matter.

How our audit addressed the matter

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

- A. Obtained an understanding of the Company's operations and industry. Assessed the reasonableness of the policy and procedures to recognize allowance for inventory valuation losses.
- B. Obtained an understanding of the Company's inventory control procedures. Reviewed annual inventory count plan and observed the annual physical count of material inventory storage location in order to assess the effectiveness of internal controls over inventory.
- C. Obtained relevant evaluation reports of inventory and tested the logic and accuracy of information to assess the reasonableness of allowance for inventory valuation losses.

Estimation of allowance for sales discount

Description

In consideration of business volume, the Company provides a variety of business incentives to specific customers or products, and based on that, the Company can estimate the allowance for sales discount monthly. Refer to Notes 4(24) and 6(4) to the parent company only financial statements for the information on the estimation of allowance for sales discount.

Since the contracts are numerous and the result could affect the net revenue in the parent company only financial statements, the estimation of allowance for sales discount has been identified as a key audit matter.

How our audit addressed the matter

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

- A. Obtained an understanding of the Company's operations, industry and the procedures to recognize allowance for sales discount.
- B. Obtained an understanding of the Company's sales procedures and interviewed management to assess the appropriateness of sales allowance contracts and internal control over estimation of allowance.
- C. Obtained the evaluation list of allowance for sales discount, and tested material sales allowance contracts and recalculated it to assess the reasonableness of allowance determined by the Company.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company'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 Company 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

Company's financial reporting process.

Independent auditors' responsibilities for the audit of the parent company only financial statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

- A. Identify and assess the risks of material misstatement of the parent company only 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.
- B. 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 Company's internal control.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. 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 Company'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 parent company only 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 Company to cease to continue as a going concern.

represent the underlying transactions and events in a manner that achieves fair presentation.

- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion of parent company only financial statements.

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 parent company only 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.

Chen, Chin-Chang Lin, Yi-Fan

For and on behalf of PricewaterhouseCoopers, Taiwan

March 2, 2023

The accompanying parent company only 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 parent company only 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.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TRANSCEND INFORMATION, INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2022		December 31, 2021	
		AMOUNT	%	AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	\$ 1,812,082	9	\$ 1,659,848	7
Financial assets at fair value through profit or loss - current	6(2)	-	-	1,506,595	7
Financial assets at amortized cost - current	6(3)	8,527,800	39	5,480,400	24
Notes receivable, net	6(4)	867	-	2,499	-
Accounts receivable, net	6(4)	720,973	3	1,137,589	5
Accounts receivable due from related parties, net	7	423,847	2	275,729	1
Other receivables		21,627	-	105,235	-
Inventories	6(5)	3,069,913	14	5,614,563	25
Other current assets		1,270	-	1,160	-
Total current assets		<u>14,578,379</u>	<u>67</u>	<u>15,783,618</u>	<u>69</u>
Non-current assets					
Financial assets at fair value through profit or loss - non-current	6(2)	51,463	-	111,599	1
Financial assets at fair value through other comprehensive income - non-current	6(6)	524,939	3	629,576	3
Investments accounted for using equity method	6(7)	2,252,378	10	2,114,375	9
Property, plant and equipment	6(8)	1,374,912	6	1,435,144	7
Right-of-use assets	6(9) and 7	165,858	1	15,263	-
Investment property, net	6(11)	2,555,793	12	2,560,275	11
Deferred income tax assets	6(23)	126,380	1	38,943	-
Other non-current assets	6(12)	31,070	-	41,774	-
Total non-current assets		<u>7,082,793</u>	<u>33</u>	<u>6,946,949</u>	<u>31</u>
Total assets		<u>\$ 21,661,172</u>	<u>100</u>	<u>\$ 22,730,567</u>	<u>100</u>

(Continued)

TRANSCEND INFORMATION, INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021	
		AMOUNT	%	AMOUNT	%
Current liabilities					
Accounts payable		\$ 471,713	3	\$ 1,363,844	6
Accounts payable - related parties	7	443,591	2	460,531	2
Other payables		209,400	1	252,367	1
Other payables - related parties	7	17,692	-	17,431	-
Current income tax liabilities		422,774	2	583,714	3
Lease liabilities - current	7	36,662	-	-	-
Other current liabilities		3,086	-	68,268	-
Total current liabilities		<u>1,604,918</u>	<u>8</u>	<u>2,746,155</u>	<u>12</u>
Non-current liabilities					
Deferred income tax liabilities	6(23)	376,445	2	128,777	1
Lease liabilities - non-current	7	113,163	-	-	-
Other non-current liabilities	6(13)	16,110	-	20,800	-
Total non-current liabilities		<u>505,718</u>	<u>2</u>	<u>149,577</u>	<u>1</u>
Total liabilities		<u>2,110,636</u>	<u>10</u>	<u>2,895,732</u>	<u>13</u>
Equity					
Share capital	6(14)				
Common stock		4,290,617	20	4,290,617	19
Capital surplus	6(15)				
Capital surplus		3,387,781	16	3,730,914	16
Retained earnings	6(16)				
Legal reserve		5,057,967	23	4,803,503	21
Special reserve		190,514	1	117,244	1
Unappropriated retained earnings		6,981,474	32	7,083,072	31
Other equity interest	6(17)				
Other equity interest		(357,817)	(2)	(190,515)	(1)
Total equity		<u>19,550,536</u>	<u>90</u>	<u>19,834,835</u>	<u>87</u>
Significant contingent liabilities and unrecognized contract commitments	9				
Significant events after the balance sheet date	11				
Total liabilities and equity		<u>\$ 21,661,172</u>	<u>100</u>	<u>\$ 22,730,567</u>	<u>100</u>

The accompanying notes are an integral part of these parent company only financial statements.

TRANSCEND INFORMATION, INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars, except for earnings per share amount)

Items	Notes	Year ended December 31			
		2022		2021	
		AMOUNT	%	AMOUNT	%
Operating revenue	6(18) and 7	\$ 11,386,995	100	\$ 13,747,158	100
Operating costs	6(5)(22) and 7	(9,278,593)	(81)	(10,166,903)	(74)
Gross profit		2,108,402	19	3,580,255	26
Unrealized profit from sales		(3,455)	-	(10,106)	-
Realized profit from sales		10,106	-	16,106	-
Realized gross profit		2,115,053	19	3,586,255	26
Operating expenses	6(22)				
Sales and marketing expenses		(314,858)	(3)	(340,797)	(2)
Administrative expenses		(207,177)	(2)	(209,337)	(2)
Research and development expenses		(137,105)	(1)	(151,458)	(1)
Expected credit impairment loss	6(4)	-	-	(1,382)	-
Total operating expenses		(659,140)	(6)	(702,974)	(5)
Operating profit		1,455,913	13	2,883,281	21
Non-operating income and expenses					
Interest income	6(3)(19)	96,934	1	77,318	1
Other income	6(20)	82,483	1	44,040	-
Other gains and losses	6(2)(21) and 7	217,979	2	65,281	-
Finance costs	6(9)	(1,239)	-	(243)	-
Share of profit of subsidiaries, associates and joint ventures accounted for using the equity method	6(7)	1,214,903	10	47,282	-
Total non-operating income and expenses		1,611,060	14	233,678	1
Profit before income tax		3,066,973	27	3,116,959	22
Income tax expense	6(23)	(612,629)	(6)	(583,665)	(4)
Profit for the year		\$ 2,454,344	21	\$ 2,533,294	18
Other comprehensive income (loss)					
Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
Gains (losses) on remeasurements of defined benefit plans	6(13)	\$ 5,185	-	\$ 2,344	-
Unrealized (loss) gain on financial assets at fair value through other comprehensive income	6(6)(17)	(170,069)	(1)	11,826	-
Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method	6(7)	(219)	-	200	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss					
Financial statements translation differences of foreign operations	6(7)(17)	892	-	(95,365)	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(17)(23)	(178)	-	19,072	-
Other comprehensive loss for the year		(\$ 164,389)	(1)	(\$ 61,923)	-
Total comprehensive income		\$ 2,289,955	20	\$ 2,471,371	18
Earnings per share (in dollars)	6(24)				
Basic earnings per share		\$ 5.72		\$ 5.90	
Diluted earnings per share		\$ 5.71		\$ 5.90	

The accompanying notes are an integral part of these parent company only financial statements.

TRANSCEND INFORMATION, INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

	Notes	Capital Surplus			Retained Earnings			Other Equity Interest		Total equity	
		Common stock	Additional paid-in capital	Donated assets received	Net assets from merger	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements		Unrealized gain or loss on financial assets at fair value through other comprehensive income
<u>For the year ended December 31, 2021</u>											
Balance at January 1, 2021		\$ 4,290,617	\$ 3,905,963	\$ 4,278	\$ 35,128	\$ 4,683,878	\$ 130,902	\$ 5,738,504	(\$ 121,639)	\$ 4,395	\$ 18,672,026
Net income for the year		-	-	-	-	-	-	2,533,294	-	-	2,533,294
Other comprehensive income (loss)	6(6)(17)	-	-	-	-	-	-	2,544	(76,293)	11,826	(61,923)
Total comprehensive income (loss)		-	-	-	-	-	-	2,535,838	(76,293)	11,826	2,471,371
Appropriations and distribution of 2020 earnings											
Legal reserve		-	-	-	-	119,625	-	(119,625)	-	-	-
Cash dividends		-	-	-	-	-	-	(1,094,107)	-	-	(1,094,107)
Reversal of special reserve		-	-	-	-	-	(13,658)	13,658	-	-	-
Cash payment from capital surplus	6(16)	-	(214,531)	-	-	-	-	-	-	-	(214,531)
Net loss on disposal of financial assets at fair value through other comprehensive income	6(6)(17)	-	-	-	-	-	-	8,804	-	(8,804)	-
Expired unclaimed dividends recognized as capital surplus		-	-	76	-	-	-	-	-	-	76
Balance at December 31, 2021		\$ 4,290,617	\$ 3,691,432	\$ 4,354	\$ 35,128	\$ 4,803,503	\$ 117,244	\$ 7,083,072	(\$ 197,932)	\$ 7,417	\$ 19,834,835
<u>For the year ended December 31, 2022</u>											
Balance at January 1, 2022		\$ 4,290,617	\$ 3,691,432	\$ 4,354	\$ 35,128	\$ 4,803,503	\$ 117,244	\$ 7,083,072	(\$ 197,932)	\$ 7,417	\$ 19,834,835
Net income for the year		-	-	-	-	-	-	2,454,344	-	-	2,454,344
Other comprehensive income (loss)	6(6)(17)	-	-	-	-	-	-	4,966	714	(170,069)	(164,389)
Total comprehensive income		-	-	-	-	-	-	2,459,310	714	(170,069)	2,289,955
Appropriations and distribution of 2021 earnings											
Legal reserve		-	-	-	-	254,464	-	(254,464)	-	-	-
Cash dividends		-	-	-	-	-	-	(2,231,121)	-	-	(2,231,121)
Special reserve		-	-	-	-	-	73,270	(73,270)	-	-	-
Cash payment from capital surplus	6(16)	-	(343,249)	-	-	-	-	-	-	-	(343,249)
Net gain on disposal of financial assets at fair value through other comprehensive income	6(6)(17)	-	-	-	-	-	-	(2,053)	-	2,053	-
Expired unclaimed dividends recognized as capital surplus		-	-	116	-	-	-	-	-	-	116
Balance at December 31, 2022		\$ 4,290,617	\$ 3,348,183	\$ 4,470	\$ 35,128	\$ 5,057,967	\$ 190,514	\$ 6,981,474	(\$ 197,218)	(\$ 160,599)	\$ 19,550,536

The accompanying notes are an integral part of these parent company only financial statements.

TRANSCEND INFORMATION, INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

	Notes	Year ended December 31	
		2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 3,066,973	\$ 3,116,959
Adjustments			
Adjustments to reconcile profit (loss)			
Unrealized profit from sales		3,455	10,106
Realized profit from sales		(10,106)	(16,106)
Net loss (gain) on financial assets at fair value through profit or loss	6(2)(21)	17,262	(84,375)
Share of profit or loss of associates and joint ventures accounted for using the equity method	6(7)	(1,214,903)	(47,282)
Expected credit loss	6(4)	-	1,382
Depreciation	6(22)	154,169	164,702
Interest income	6(19)	(96,934)	(77,318)
Interest expense	6(9)	1,239	243
Dividend income	6(6)(20)	(35,592)	(6,787)
Changes in assets and liabilities relating to operating activities			
Changes in assets relating to operating activities			
Financial assets mandatorily measured at fair value through profit or loss		1,508,314	2,011,865
Notes receivable		1,632	(1,740)
Accounts receivable		416,616	(328,323)
Accounts receivable - related parties		(148,118)	128,631
Other receivables		94,758	(39,148)
Inventories		2,544,650	(2,539,140)
Other current assets		(110)	(244)
Changes in liabilities relating to operating activities			
Accounts payable		(892,131)	231,828
Accounts payable - related parties		(16,940)	9,825
Other payables		(42,967)	45,403
Other payables - related parties		261	(133)
Other current liabilities		(65,182)	43,696
Other non-current liabilities		495	(298)
Cash inflow generated from operations		5,286,841	2,623,746
Dividends received		35,592	6,787
Interest received		85,784	81,366
Income tax paid		(613,516)	(247,493)
Net cash flows provided by operating activities		4,794,701	2,464,406
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of non-current financial assets at fair value through profit or loss - non-current		41,155	841,021
Acquisition of financial assets at fair value through profit or loss - non-current		-	(130,785)
Proceeds from disposal of financial assets at amortised cost		3,100,000	2,500,000
Acquisition of financial assets at amortised cost		(6,147,400)	(2,530,400)
Proceeds from disposal of non-current financial assets at fair value through other comprehensive income	6(6)	6,179	54,426
Acquisition of non-current financial assets at fair value through other comprehensive income		(71,611)	(561,176)
Capital reduction and return of shares for using the equity method	6(7)	985,589	-
Acquisition of property, plant and equipment	6(8)(25)	(35,790)	(14,888)
Acquisition of right-of-use assets		(692)	-
Acquisition of investment property	6(11)	(4,082)	(2,409)
(Increase) decrease in other non-current assets		(1,712)	(14,301)
Dividends received	6(7)	98,635	-
Net cash flows (used in) from investing activities		(2,029,729)	141,488
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Cash dividends paid (including cash payment from capital surplus)	6(16)	(2,574,370)	(1,308,638)
Payment of lease liabilities		(38,484)	(37,058)
Expired unclaimed dividends recognized as capital surplus		116	76
Net cash flows used in financing activities		(2,612,738)	(1,345,620)
Net increase in cash and cash equivalents		152,234	1,260,274
Cash and cash equivalents at beginning of year		1,659,848	399,574
Cash and cash equivalents at end of year		\$ 1,812,082	\$ 1,659,848

The accompanying notes are an integral part of these parent company only financial statements.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR 22000434

To the Board of Directors and Shareholders of Transcend Information, Inc.

Opinion

We have audited the accompanying consolidated balance sheets of Transcend Information, Inc. and its subsidiaries (the “Group”) as at December 31, 2022 and 2021, 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, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect 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 Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Independent 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 judgement, were of most significance in our audit of the Group's 2022 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 there on, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2022 consolidated financial statements are stated as follows:

Valuation of inventories

Description

Refer to Notes 4(13), 5(2) and 6(5) to the consolidated financial statements for the information on the Group's inventory accounting policy, estimates and assumptions and allowance for inventory valuation losses.

The percentage of the Group's inventories to total assets is material and the Group applies judgements and estimates in determining the net realizable value of inventories at the balance sheet date. The Group mainly produces DRAM and flash memory. As these products have a short life cycle and belong to a highly competitive industry, the market prices change frequently. Since the Group's inventories and the allowance for inventory valuation losses are material to the financial statements, the valuation of inventories has been identified as a key audit matter.

How our audit addressed the matter

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

- A. Obtained an understanding of the Group's operations and industry. Assessed the reasonableness of the policy and procedures to recognize allowance for inventory valuation losses.
- B. Obtained an understanding of the Group's inventory control procedures. Reviewed annual inventory count plan and observed the annual physical count of material inventory storage location in order to assess the effectiveness of internal controls over inventory.
- C. Obtained relevant evaluation reports of inventory and tested the logic and accuracy of information to assess the reasonableness of allowance for inventory valuation losses.

Estimation of allowance for sales discount

Description

In consideration of business volume, the Group provides a variety of business incentives to specific customers or products, and based on that, the Group can estimate the allowance for sales discount monthly. Refer to Notes 4(26) and 6(4) to the consolidated financial statements for the information on the estimation of allowance for sales discount.

Since the contracts are numerous and the result could affect the net revenue in the consolidated

financial statements, the estimation of allowance for sales discount has been identified as a key audit matter.

How our audit addressed the matter

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

- A. Obtained an understanding of the Group's operations, industry and the procedures to recognize allowance for sales discount.
- B. Obtained an understanding of the Group's sales procedures and interviewed management to assess the appropriateness of sales allowance contracts and internal control over estimation of allowance.
- C. Obtained the evaluation list of allowance for sales discount, and tested material sales allowance contracts and recalculated it to assess the reasonableness of allowance determined by the Group.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion on the parent company only financial statements of Transcend Information, Inc. as at and for the years ended December 31, 2022 and 2021.

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 that came into effect 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.

Independent auditors' responsibilities for the audit of the consolidated financial statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

- A. 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.
- B. 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. 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.
- E. 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.

F. 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

Chen, Ching-Chang Lin, Yi-Fan

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 2, 2023

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.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TRANSCEND INFORMATION, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2022		December 31, 2021	
		AMOUNT	%	AMOUNT	%
Current assets					
Cash and cash equivalents	6(1)	\$ 3,187,312	15	\$ 2,018,106	9
Financial assets at fair value through profit or loss - current	6(2)	-	-	1,506,595	7
Financial assets at amortised cost - current	6(3)	8,611,357	40	5,567,177	25
Notes receivable, net	6(4)	867	-	2,499	-
Accounts receivable, net	6(4)	1,217,936	6	1,622,484	7
Other receivables		77,626	-	108,850	-
Inventories	6(5)	3,143,064	14	5,774,825	26
Non-current assets held for sale, net	6(6)	-	-	159,976	1
Other current assets		16,710	-	13,445	-
Total current assets		16,254,872	75	16,773,957	75
Non-current assets					
Financial assets at fair value through profit or loss - non-current	6(2)	51,463	-	111,599	-
Financial assets at fair value through other comprehensive income - non-current	6(7)	524,939	3	629,576	3
Investments accounted for using equity method	6(8)	136,710	1	148,514	1
Property, plant and equipment, net	6(9) and 8	1,580,372	7	1,942,013	9
Right-of-use assets	6(10) and 7	196,190	1	124,054	-
Investment property, net	6(12)	2,593,931	12	2,602,088	12
Deferred income tax assets	6(24)	137,774	1	47,355	-
Other non-current assets	6(13)	52,191	-	59,345	-
Total non-current assets		5,273,570	25	5,664,544	25
Total assets		\$ 21,528,442	100	\$ 22,438,501	100

(Continued)

TRANSCEND INFORMATION, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021	
		AMOUNT	%	AMOUNT	%
Current liabilities					
Accounts payable		\$ 472,677	2	\$ 1,364,835	6
Accounts payable - related parties	7	27,442	-	52,241	-
Other payables	7	271,948	2	286,168	1
Current income tax liabilities		581,546	3	592,886	3
Lease liabilities - current	7	47,806	-	16,917	-
Other current liabilities		25,348	-	88,606	1
Total current liabilities		<u>1,426,767</u>	<u>7</u>	<u>2,401,653</u>	<u>11</u>
Non-current liabilities					
Deferred income tax liabilities	6(24)	376,447	2	128,784	1
Lease liabilities - non-current	7	132,962	-	26,033	-
Other non-current liabilities	6(14)	41,730	-	47,196	-
Total non-current liabilities		<u>551,139</u>	<u>2</u>	<u>202,013</u>	<u>1</u>
Total liabilities		<u>1,977,906</u>	<u>9</u>	<u>2,603,666</u>	<u>12</u>
Equity attributable to shareholders of parent					
Share capital 6(15)					
Common stock		4,290,617	20	4,290,617	19
Capital surplus 6(16)					
Capital surplus		3,387,781	16	3,730,914	16
Retained earnings 6(17)					
Legal reserve		5,057,967	24	4,803,503	21
Special reserve		190,514	1	117,244	1
Unappropriated retained earnings		6,981,474	32	7,083,072	32
Other equity interest 6(18)					
Other equity interest		(357,817)	(2)	(190,515)	(1)
Total equity		<u>19,550,536</u>	<u>91</u>	<u>19,834,835</u>	<u>88</u>
Significant contingent liabilities and unrecognised contract commitments 9					
Significant events after the balance sheet date 11					
Total liabilities and equity		<u>\$ 21,528,442</u>	<u>100</u>	<u>\$ 22,438,501</u>	<u>100</u>

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

TRANSCEND INFORMATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars, except for earnings per share amount)

Items	Notes	Year ended December 31			
		2022		2021	
		AMOUNT	%	AMOUNT	%
Operating revenue	6(19) and 7	\$ 12,122,350	100	\$ 14,314,815	100
Operating costs	6(5)(23) and 7	(9,399,607)	(77)	(10,139,129)	(71)
Gross profit		<u>2,722,743</u>	<u>23</u>	<u>4,175,686</u>	<u>29</u>
Operating expenses	6(23)				
Sales and marketing expenses		(750,015)	(6)	(765,171)	(5)
Administrative expenses		(329,213)	(3)	(366,696)	(3)
Research and development expenses		(137,105)	(1)	(151,458)	(1)
Expected credit impairment gain (loss)	6(4)	295	-	(567)	-
Total operating expenses		<u>(1,216,038)</u>	<u>(10)</u>	<u>(1,283,892)</u>	<u>(9)</u>
Operating profit		<u>1,506,705</u>	<u>13</u>	<u>2,891,794</u>	<u>20</u>
Non-operating income and expenses					
Interest income	6(3)(20)	114,926	1	79,117	1
Other income	6(21)	82,483	1	44,040	-
Other gains and losses	6(2)(22)	1,643,836	13	62,361	1
Finance costs	6(10)	(1,973)	-	(1,248)	-
Share of profit of associates and joint ventures accounted for using the equity method	6(8)	10,300	-	52,590	-
Total non-operating income and expenses		<u>1,849,572</u>	<u>15</u>	<u>236,860</u>	<u>2</u>
Profit before income tax		<u>3,356,277</u>	<u>28</u>	<u>3,128,654</u>	<u>22</u>
Income tax expense	6(24)	(901,933)	(8)	(595,360)	(4)
Profit for the year		<u>\$ 2,454,344</u>	<u>20</u>	<u>\$ 2,533,294</u>	<u>18</u>
Other comprehensive income (loss)					
Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
Gains (losses) on remeasurements of defined benefit plans	6(14)	\$ 5,185	-	\$ 2,344	-
Unrealized (loss) gain on financial assets at fair value through other comprehensive income	6(7)(18)	(170,069)	(1)	11,826	-
Share of other comprehensive (loss) income of associates and joint ventures accounted for using the equity method		(219)	-	200	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss					
Financial statements translation differences of foreign operations	6(18)	892	-	(95,365)	(1)
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(18)(24)	(178)	-	19,072	-
Other comprehensive loss for the year		<u>(\$ 164,389)</u>	<u>(1)</u>	<u>(\$ 61,923)</u>	<u>(1)</u>
Total comprehensive income		<u>\$ 2,289,955</u>	<u>19</u>	<u>\$ 2,471,371</u>	<u>17</u>
Net profit attributable to:					
Shareholders of parent		<u>\$ 2,454,344</u>	<u>20</u>	<u>\$ 2,533,294</u>	<u>18</u>
Comprehensive income attributable to:					
Shareholders of parent		<u>\$ 2,289,955</u>	<u>19</u>	<u>\$ 2,471,371</u>	<u>17</u>
Earnings per share (in dollars)	6(25)				
Basic earnings per share		<u>\$ 5.72</u>		<u>\$ 5.90</u>	
Diluted earnings per share		<u>\$ 5.71</u>		<u>\$ 5.90</u>	

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

TRANSCEND INFORMATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

	Notes	Equity attributable to owners of the parent									
		Capital Reserves			Retained Earnings			Other Equity Interest			
		Common stock	Additional paid-in capital	Donated assets received	Net assets from merger	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gain or loss on financial assets at fair value through other comprehensive income	Total equity
For the year ended December 31, 2021											
Balance at January 1, 2021		\$ 4,290,617	\$ 3,905,963	\$ 4,278	\$ 35,128	\$ 4,683,878	\$ 130,902	\$ 5,738,504	(\$ 121,639)	\$ 4,395	\$ 18,672,026
Net income for the year		-	-	-	-	-	-	2,533,294	-	-	2,533,294
Other comprehensive income (loss)	6(7)(18)	-	-	-	-	-	-	2,544	(76,293)	11,826	(61,923)
Total comprehensive income (loss)		-	-	-	-	-	-	2,535,838	(76,293)	11,826	2,471,371
Appropriations and distribution of 2020 earnings											
Legal reserve		-	-	-	-	119,625	-	(119,625)	-	-	-
Cash dividends		-	-	-	-	-	-	(1,094,107)	-	-	(1,094,107)
Reversal of special reserve		-	-	-	-	-	(13,658)	13,658	-	-	-
Cash payment from capital surplus	6(17)	-	(214,531)	-	-	-	-	-	-	-	(214,531)
Net gain on disposal of financial assets at fair value through other comprehensive income	6(7)(18)	-	-	-	-	-	-	8,804	-	(8,804)	-
Expired unclaimed dividends recognized as capital surplus		-	-	76	-	-	-	-	-	-	76
Balance at December 31, 2021		\$ 4,290,617	\$ 3,691,432	\$ 4,354	\$ 35,128	\$ 4,803,503	\$ 117,244	\$ 7,083,072	(\$ 197,932)	\$ 7,417	\$ 19,834,835
For the year ended December 31, 2022											
Balance at January 1, 2022		\$ 4,290,617	\$ 3,691,432	\$ 4,354	\$ 35,128	\$ 4,803,503	\$ 117,244	\$ 7,083,072	(\$ 197,932)	\$ 7,417	\$ 19,834,835
Net income for the year		-	-	-	-	-	-	2,454,344	-	-	2,454,344
Other comprehensive income (loss)	6(7)(18)	-	-	-	-	-	-	4,966	714	(170,069)	(164,389)
Total comprehensive income (loss)		-	-	-	-	-	-	2,459,310	714	(170,069)	2,289,955
Appropriations and distribution of 2021 earnings											
Legal reserve		-	-	-	-	254,464	-	(254,464)	-	-	-
Cash dividends		-	-	-	-	-	-	(2,231,121)	-	-	(2,231,121)
Special reserve		-	-	-	-	-	73,270	(73,270)	-	-	-
Cash payment from capital surplus	6(17)	-	(343,249)	-	-	-	-	-	-	-	(343,249)
Net loss on disposal of financial assets at fair value through other comprehensive income	6(7)(18)	-	-	-	-	-	-	(2,053)	-	2,053	-
Expired unclaimed dividends recognized as capital surplus		-	-	116	-	-	-	-	-	-	116
Balance at December 31, 2022		\$ 4,290,617	\$ 3,348,183	\$ 4,470	\$ 35,128	\$ 5,057,967	\$ 190,514	\$ 6,981,474	(\$ 197,218)	(\$ 160,599)	\$ 19,550,536

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

TRANSCEND INFORMATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan Dollars)

	Notes	Year ended December 31	
		2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 3,356,277	\$ 3,128,654
Adjustments			
Adjustments to reconcile profit (loss)			
Net loss (gain) on financial assets at fair value through profit or loss	6(2)(22)	8,271	(84,872)
Share of profit or loss of associates and joint ventures accounted for using the equity method	6(8)	(10,300)	(52,590)
Expected credit impairment gain (loss)	6(4)	(295)	567
Gain on disposal of non-current assets held for sale	6(22)	(1,324,180)	-
Loss (gain) on disposal of property, plant and equipment	6(22)	448	(12)
Depreciation	6(23)	194,624	253,806
Interest income	6(20)	(114,926)	(79,117)
Interest expense	6(10)	1,973	1,248
Dividend income	6(7)(21)	(35,592)	(6,787)
Changes in assets and liabilities relating to operating activities			
Changes in assets relating to operating activities			
Financial assets at fair value through profit or loss - current		1,517,305	2,012,362
Notes receivable		1,632	(1,740)
Accounts receivable		404,838	(188,555)
Other receivables		93,247	(41,547)
Inventories		2,631,761	(2,584,359)
Other current assets		(3,265)	(2,950)
Changes in liabilities relating to operating activities			
Accounts payable		(892,158)	230,569
Accounts payable - related parties		(24,799)	14,825
Other payables		(14,220)	39,533
Other current liabilities		(63,258)	15,560
Other non-current liabilities		(281)	(3,897)
Cash inflow generated from operations		5,727,102	2,650,698
Dividends received		35,592	6,787
Interest received		103,776	83,165
Income tax paid		(756,207)	(295,582)
Net cash flows provided by operating activities		<u>5,110,263</u>	<u>2,445,068</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of financial assets at fair value through profit or loss - non-current		41,155	841,021
Acquisition of financial assets at fair value through profit or loss - non-current		-	(130,785)
Proceeds from disposal of financial assets at amortised cost		3,113,029	2,619,758
Acquisition of financial assets at amortised cost		(6,150,167)	(2,530,400)
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(7)	6,179	54,426
Acquisition of financial assets at fair value through other comprehensive income		(71,611)	(561,176)
Proceeds from disposal of non-current assets held for sale		1,800,796	-
Proceeds from disposal of property, plant and equipment		162	20
Acquisition of property, plant and equipment	6(26)	(38,325)	(15,334)
Acquisition of right-of-use assets		(692)	-
Acquisition of investment property	6(12)	(4,082)	(2,409)
Increase in other non-current assets		(5,262)	(11,934)
Dividends received		21,885	-
Net cash flows (used in) from investing activities		<u>(1,286,933)</u>	<u>263,187</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash dividends paid (including cash payment from capital surplus)	6(17)	(2,574,370)	(1,308,638)
Payment of lease liabilities		(55,289)	(56,105)
Expired unclaimed dividends recognized as capital surplus		116	76
Net cash flows used in financing activities		<u>(2,629,543)</u>	<u>(1,364,667)</u>
Effect of exchange rate changes		(24,581)	(62,334)
Net increase in cash and cash equivalents		1,169,206	1,281,254
Cash and cash equivalents at beginning of year		2,018,106	736,852
Cash and cash equivalents at end of year		<u>\$ 3,187,312</u>	<u>\$ 2,018,106</u>

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

TRANSCEND INFORMATION INC.

COMPARISON TABLE FOR THE “PROCEDURES FOR ACQUISITION AND DISPOSAL OF ASSETS”

Proposed Amendment	Currently in Effect	Explanation
<p>Article 7: Handling procedures for the acquisition and disposal of securities Paragraphs 1 to 3: Omitted</p> <p>4. Obtaining expert opinion When the Company acquires or disposes of securities, it shall, prior to the date of occurrence of the event, obtain financial statements of the target company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the transaction amount reaches 20% of the Company’s paid-in capital or NT\$300,000,000 or more, the Company shall additionally engage a certified public accountant, prior to the date of occurrence of the event, to provide an opinion on the reasonableness of the transaction price. The above requirement does not apply, however, to securities which have publicly quoted prices in an active market or situations where otherwise stipulated by the regulations of the Financial Supervisory Commission.</p>	<p>Article 7: Handling procedures for the acquisition and disposal of securities Paragraphs 1 to 3: Omitted</p> <p>4. Obtaining expert opinion When the Company acquires or disposes of securities, it shall, prior to the date of occurrence of the event, obtain financial statements of the target company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the transaction amount reaches 20% of the Company’s paid-in capital or NT\$300,000,000 or more, the Company shall additionally engage a certified public accountant, prior to the date of occurrence of the event, to provide an opinion on the reasonableness of the transaction price. <u>If the certified public accountant needs to adopt an expert report, it shall be handled in accordance with the Statements of Auditing Standards No. 20 promulgated by the Accounting Research and Development Foundation.</u> The above requirement does not apply, however, to securities which have publicly quoted prices in an active market or situations where otherwise stipulated by the</p>	<p>In accordance with the revision of Article 5 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies,” an expert issuing an opinion is not subject to the requirements stipulated under the Statements of Auditing Standards, and therefore relevant wording is deleted.</p>

Proposed Amendment	Currently in Effect	Explanation
	regulations of the Financial Supervisory Commission.	
<p>Article 8: Handling procedures for the acquisition and disposal of assets other than securities</p> <p>Paragraphs 1 to 3: Omitted</p> <p>4. Obtaining expert opinion</p> <p>When the Company acquires or disposes of real property, equipment or right-of-use assets thereof where the transaction amount reaches 20% of the Company' s paid-in capital or NT\$300,000,000 or more, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, the Company shall, prior to the date of occurrence of the event, obtain an appraisal report from a professional appraiser and shall further comply with the following provisions:</p> <p>(1) Where due to special circumstances it is necessary to give a limited price, specified price or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same rule shall apply when there is any subsequent</p>	<p>Article 8: Handling procedures for the acquisition and disposal of assets other than securities</p> <p>Paragraphs 1 to 3: Omitted</p> <p>4. Obtaining expert opinion</p> <p>When the Company acquires or disposes of real property, equipment or right-of-use assets thereof where the transaction amount reaches 20% of the Company' s paid-in capital or NT\$300,000,000 or more, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, the Company shall, prior to the date of occurrence of the event, obtain an appraisal report from a professional appraiser and shall further comply with the following provisions:</p> <p>(1) Where due to special circumstances it is necessary to give a limited price, specified price or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same rule shall apply when there is any subsequent</p>	<p>Same as the explanation provided for Article 7.</p>

Proposed Amendment	Currently in Effect	Explanation
<p>change to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount is NT\$1,000,000,000 or more, appraisal from two or more professional appraisers shall be obtained.</p> <p>(3) Where any 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 render a specific opinion on the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(i) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>(ii) The discrepancy among the appraisal results from two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(4) The period between the date of the appraisal report issued by a professional appraiser and the execution date of the</p>	<p>change to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount is NT\$1,000,000,000 or more, appraisal from two or more professional appraisers shall be obtained.</p> <p>(3) Where any 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 render a specific opinion on the reason for the discrepancy and the appropriateness of the transaction price <u>in accordance with the Statements of Auditing Standards No. 20 promulgated by the Accounting Research and Development Foundation (hereinafter referred to as the "ARDF")</u>:</p> <p>(i) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>(ii) The discrepancy among</p>	

Proposed Amendment	Currently in Effect	Explanation
<p>transactional contract shall not be more than 3 months. Where the publicly announced current value for the same period is applicable and a period of no more than 6 months has elapsed, the original professional appraiser may still issue an opinion.</p> <p>Where the Company acquires or disposes of intangible assets, right-of-use assets thereof, membership certificates or other assets and the transaction amount reaches 20% of the Company's paid-in capital or NT\$300,000,000 or more, unless transacting with a domestic government agency, the Company shall, prior to the date of occurrence of the event, engage a certified public accountant to render an opinion on the reasonableness of the transaction price.</p>	<p>the appraisal results from two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(4) The period between the date of the appraisal report issued by a professional appraiser and the execution date of the transactional contract shall not be more than 3 months. Where the publicly announced current value for the same period is applicable and a period of no more than 6 months has elapsed, the original professional appraiser may still issue an opinion.</p> <p>Where the Company acquires or disposes of intangible assets, right-of-use assets thereof, membership certificates or other assets and the transaction amount reaches 20% of the Company's paid-in capital or NT\$300,000,000 or more, unless transacting with a domestic government agency, the Company shall, prior to the date of occurrence of the event, engage a certified public accountant to render an opinion on the reasonableness of the transaction price <u>in accordance with the Statements of Auditing Standards No. 20 promulgated by the ARDF.</u></p>	

Proposed Amendment	Currently in Effect	Explanation
<p>Article 12: Handling procedures for related-party transactions</p> <p>Paragraphs 1: Omitted</p> <p>2. Operational procedures</p> <p>(1) Where the Company acquires or disposes of real property or right-of-use assets thereof from or to a related party or acquires or disposes of assets other than real property or right-of-use assets thereof from or to a related party, and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, NT\$300,000,000 or more, unless trading domestic government bonds or bonds with repurchase and resale agreements, or subscribing or redeeming money market funds issued by domestic securities investment trust enterprises, the Company shall submit the following materials to the Audit Committee and the Board of Directors for approval before entering into a transactional contract or making a payment:</p> <p>(i) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(ii) The reason for choosing a related party as a</p>	<p>Article 12: Handling procedures for related-party transactions</p> <p>Paragraphs 1: Omitted</p> <p>2. Operational procedures</p> <p>Where the Company acquires or disposes of real property or right-of-use assets thereof from or to a related party or acquires or disposes of assets other than real property or right-of-use assets thereof from or to a related party, and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, NT\$300,000,000 or more, unless trading domestic government bonds or bonds with repurchase and resale agreements, or subscribing or redeeming money market funds issued by domestic securities investment trust enterprises, the Company shall submit the following materials to the Audit Committee and the Board of Directors for approval before entering into a transactional contract or making a payment:</p> <p>(1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2) The reason for choosing a related party as a transactional counterparty.</p> <p>(3) Relevant information regarding the appraisal of the reasonableness of the terms</p>	<p>1. In accordance with the revision of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," Subparagraphs 3 Paragraph 2 are added to reflect that the acquisition or disposal of assets from or to a related party with the transaction amount reaches 10% of the Company's total assets or more shall be approved by the shareholders' meeting.</p> <p>2. Wording is revised.</p> <p>3. The paragraph orders within Paragraph 2 are adjusted.</p>

Proposed Amendment	Currently in Effect	Explanation
<p>transactional counterparty.</p> <p>(iii) Relevant information regarding the appraisal of the reasonableness of the terms and conditions of the anticipated transaction in accordance with relevant provisions.</p> <p>(iv) The date and price at which a related party originally acquired the concerned assets, the original transactional counterparty, and such transactional counterparty's relationship with the Company and the related party.</p> <p>(v) Monthly cash flow forecasts for the year commencing from the anticipated month of signing a transactional contract, and evaluation of the necessity of the transaction and the reasonableness of the capital operation.</p> <p>(vi) An appraisal report from a professional appraiser or an opinion of a certified public accountant obtained in compliance with the preceding paragraph.</p> <p>(vii) Restrictive covenants and other important</p>	<p>and conditions of the anticipated transaction in accordance with relevant provisions.</p> <p>(4) The date and price at which a related party originally acquired the concerned assets, the original transactional counterparty, and such transactional counterparty's relationship with the Company and the related party.</p> <p>(5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing a transactional contract, and evaluation of the necessity of the transaction and the reasonableness of the capital operation.</p> <p>(6) An appraisal report from a professional appraiser or an opinion of a certified public accountant obtained in compliance with the preceding paragraph.</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The acquisition or disposal of equipment, right-of-use assets thereof and right-of-use of real property held for business use <u>between a public company and its parent</u> or subsidiary, or between its subsidiaries in which it</p>	

Proposed Amendment	Currently in Effect	Explanation
<p>stipulations associated with the transaction.</p> <p>(2) The acquisition or disposal of equipment, right-of-use assets thereof and right-of-use of real property held for business use <u>between</u> the Company and its subsidiary or between <u>its</u> subsidiaries in which it directly or indirectly holds 100% of the outstanding shares or authorized capital may proceed within a certain amount as decided by the Chairman by authority of the Board of Directors before being submitted to the next Board of Directors meeting for rectification.</p> <p>(3) <u>If the Company or its subsidiary which is not a domestic public company has a transaction set out in the preceding subparagraph and the transaction amount reaches 10% of the Company's total assets or more, the Company shall submit the materials listed in each subparagraph of Paragraph 1 to the shareholders' meeting for approval before entering into a transactional contract or making a payment. It does not apply, however, to the transaction between the Company and its subsidiary</u></p>	<p>directly or indirectly holds 100% of the outstanding shares or authorized capital may proceed within a certain amount as decided by the Chairman by authority of the Board of Directors before being submitted to the next Board of Directors meeting for rectification.</p> <p>Paragraphs 3: Omitted</p>	

Proposed Amendment	Currently in Effect	Explanation
<u>or the transaction between its subsidiaries.</u> Paragraphs 3: Omitted		

**TRANSCEND INFORMATION INC.
ISSUANCE RULES OF TRANSCEND 2023 RESTRICTED STOCK AWARDS PLAN**

Article 1 : Purpose

In order to attract and retain professional talent needed for the Company, incentivize employees and increase employee cohesion for mutually improving both the Company's and shareholders' interests and ensuring alignment of employee interests and shareholders' interests, the following issuance rules of Transcend 2023 Restricted Stock Awards Plan ("the Rules") are stipulated in accordance with Paragraph 9, Article 267 of the Company Act, and Exchange Act and the Regulations Governing the Offering Issuance of Securities by Securities Issuers ("the Regulation") released by the Financial Supervisory Commission.

Article 2 : Duration of issuance

With two year following the day the approval notice from the competent authority is delivered, the Company may issue the restricted stock awards once or multiple times. The actual date of issuance and related matters shall be determined by the Chairman of the Company ("the Chairman") as authorized by the Company's Board of Directors ("the Board of Directors").

Article 3 : Qualification requirements for employees

1. Employees eligible for subscription are limited to full-time official employees of the Company and employees of domestic and foreign controlling or subordinate companies who have been employed as of the issue date of restricted stocks. The so-called "controlling or subordinate companies" shall be determined based on the criteria stipulated under Articles 369-2 and 369-3, Paragraph 2, Article 369-9, and Article 369-11.
2. The actual number for eligible employees' subscriptions will be based on seniority, job level, work performance, overall contribution, operation situations and other reference factors needed for management, in consideration of the Company's operational needs and development strategies needed for business, and will be reviewed by the Chairman and submitted to the Board of Directors for approval. For directors and managerial officers who are employees, the number for subscriptions shall be first approved by the Remuneration Committee and then approved by the Board of Directors. For employees who are not directors or managerial officers, the number for subscriptions shall be first approved by the Audit Committee and then approved by the Board of Directors.
3. The cumulative number of new shares acquired by a single employee through restricted stock awards shall not exceed 0.3 percent of the Company's total outstanding stocks in combination with the cumulative number of stocks for subscription in the employee stock warrants issued by the Company and granted to such employee under Paragraph 1, Article 56-1 of the Regulation, and shall not exceed 1 percent of the Company's total outstanding stocks in combination with the cumulative number of stocks for subscription in the employee stock warrants issued by the Company and granted to such employee under Paragraph 1, Article 56 of the Regulation. However, with special approval from the central authority of the relevant industry, the total number of employee stock warrants and employee restricted stocks acquired by a single employee may be exempted from the aforesaid restrictions. If the authority updates relevant provisions, such updated provisions shall apply.

Article 4 : Total amount of issuance

The total number of shares issued by the Company under this plan shall be 3,000,000 common shares, each share having a par value

of NT\$10, for a total amount of NT\$30,000,000.

Article 5 : Vesting conditions for restricted stock awards and restricted contents thereof

1. Issue price: The current issue is gratuitous.
2. Class of issued shares: the Company's newly issued common shares.
3. Vesting conditions:
 - i. Employees who, after subscribing for restricted stocks, are still employed as of each grant date and did not have any violation against the Company's employment agreement, employees' code of conduct, the depository agreement, corporate governance best practice principles, ethical corporate management best practice principles, work rules, non-competition and non-disclosure undertaking or other contractual agreements with the Company during the following period as recognized by the Company, shall be vested 100% if having been employed for two years since the grant date of each year, while the vesting unit is one share.
 - ii. Where an employee subscribes for restricted stocks but voluntarily resigns, is terminated, is dismissed, retires, or is transferred to an affiliated enterprise within two years of the grant date, his or her subscribed but unvested stocks shall be taken back by the Company for free.
 - iii. Where an employee subscribes for restricted stocks but violates the Company's employment agreement, work rules or other regulations of the Company, his or her unvested stocks may be taken back by the Company for free depending on the seriousness of such violations.
 - iv. Where an employee is disabled or deceased due to occupational accidents or is deceased, his or her unvested stocks shall be handled as follows:
 - a. Disabled due to occupational accidents and thus dismissed: Unvested stocks are deemed meeting all vesting conditions as of the date when the dismissal becomes valid.
 - b. Deceased due to occupational accidents: Unvested stocks are deemed meeting all vesting conditions as of the date of the decease. The successor(s) of the deceased, after completing all necessary procedures according to the law and providing relevant supporting documents, may apply for receiving the deceased's stocks to be succeeded or benefits that have been disposed of.
 - c. Deceased: Unvested stocks are deemed not meeting vesting conditions as of the date of the decease. The Company will take them back according to the law and cancel registration.
 - v. Leave without pay: Where an employee applies for leave without pay due to the government's laws and regulations, serious personal illness, major family causes or studying abroad, and obtains special approval from the Company, the benefits of his or her unvested stocks may be resumed after reinstatement, but the period for meeting vesting conditions shall be deferred in accordance with the period of leave without pay.
 - vi. Restricted stocks that are taken back by the Company for free will be cancelled registration by the Company.
 - vii. After employees subscribe for restricted stocks, rights which are restricted before vesting conditions are met are as follows:
 - a. Except for succession, employees who subscribed for restricted stocks and have not met vesting conditions shall not sell, pledge, transfer, gift to others, create an encumbrance on or otherwise dispose of the same.
 - b. Attending, submitting proposals, giving speeches, and exercising voting rights and rights of election at a shareholders' meeting are conducted in accordance with the trust and depository agreement. After an employee meets vesting conditions, stock dividends and cash dividends will be transferred from the trust

account to the employee's personal account at the TDCC pursuant to the trust and depository agreement (cash dividends are to be transferred to the employee's personal bank account). The unvested stocks of an employee who does not meet vesting conditions will be taken back for free and cancel registration; the stock dividends or cash dividends accrued therefrom, however, are not required to be refunded or repaid by the employee.

- c. Except for the trust requirement in the preceding paragraph, employees who subscribed for restricted stocks pursuant to the Rules and have not met vesting conditions shall have the same rights in, among others, receiving stock dividends, cash dividends and additional paid-in capital and subscribing for new shares upon capital increase by cash as the Company's outstanding common stocks.
- viii. Other material conditions: Restricted stocks shall be promptly and directly entrusted to a depository institute appointed by the Company after issuance. The Company or a person appointed by the Company shall represent employees to sign a trust agreement with the entrusted depository institute of the stocks.

Article 6 : Execution and confidentiality of the agreement

1. Employees who subscribe for restricted stocks, after notification by the responsible unit of the Company, must execute a "Consent Letter for Receiving Restricted Stocks" and complete relevant depository procedures so as to be deemed receiving restricted stocks. Those who do not execute relevant documents are deemed waiving the right to restricted stocks.
2. Rightholders who subscribe for restricted stocks and their derivative benefits pursuant to the Rules shall comply with the Rules and the "Consent Letter for Receiving Restricted Stocks"; violators are deemed not meeting vesting conditions. Moreover, employees who execute the consent letter shall comply with confidentiality obligations, not disclosing relevant contents of this case and personal interests to any third party; violators are deemed not meeting vesting conditions, and the Company may take back unvested stocks for free and cancel registration.

Article 7 : Tax

Any tax incurred from granting the restricted stock awards under the Plan shall be governed by the applicable R.O.C laws and regulations.

Article 8 : Implementation procedures

The relevant procedures and detailed operation timeline will be informed to granted employees by the responsible unit of the Company.

Article 9 : Implementation and revision

1. The Rules shall obtain approval by the majority votes in a meeting of Board of Directors which two-thirds or more directors are present, and then executed after effective registration with the competent authority. If modifications of the issuance rules are required due to amendment to the laws and regulations or instructions from the competent authority, the Chairman is authorized to make any necessary amendment to the Rules. The amendment to the Rules shall be proposed to be reviewed and approved by the Board of Directors for ratification and issuance.
2. For the matters not stipulated in the Rules, relevant applicable laws and regulations shall be referred.

TRANSCEND INFORMATION, INC.
RULES AND PROCEDURES OF SHAREHOLDERS' MEETING

Article 1: To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2: The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3: Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

This Corporation 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) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared 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 this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

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.

Election or dismissal of directors, 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 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers 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.

Where re-election of all directors 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.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the

board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided 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.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation 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.

Article 4: For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

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 this Corporation before five days before 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.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail..

Article 5: The venue for a shareholders meeting shall be the premises of this Corporation, 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.

Article 6: Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation 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.

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.

Article 7: If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one independent director in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8: This Corporation, 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.

Article 9: 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 electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

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.

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 one month.

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.

Article 10: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

Article 11: 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.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

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.

Article 12: Voting at a shareholders meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

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 this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means. When voting rights are exercised by electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by 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 this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by 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 this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by electronic means shall prevail. When a shareholder has exercised voting rights both by electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation'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, the shareholders shall vote by a poll for each proposal. 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.

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.

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 this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the

shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14: The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15: 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.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the 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. The minutes shall be retained for the duration of the existence of this Corporation.

Article 16: On the day of a shareholders meeting, this Corporation 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.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17: Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

Article 18: When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances,

the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19: 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.

TRANSCEND INFORMATION, INC.
ARTICLES OF INCORPORATION

Section I - General Provisions

Article 1 : The Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 創見資訊股份有限公司 in the Chinese language, and Transcend Information, Inc. in the English language.

Article 2 : The scope of business of the Corporation shall be as follows:

1. CC01110 Computers and Computing Peripheral Equipments Manufacturing
2. CC01120 Data Storage Media Manufacturing and Duplicating
3. F113050 Wholesale of Computing and Business Machinery Equipment
4. F118010 Wholesale of Computer Software
5. F119010 Wholesale of Electronic Materials
6. F401010 International Trade
7. I301010 Software Design Services
8. CC01080 Electronic Parts and Components Manufacturing
9. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
10. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
11. ZZ99999 In addition to licensing business, business law may prohibit or restrict non-business.

Article 3 : The Corporation shall have its head office in Taipei City, Taiwan, Republic of China, and shall be free, upon the resolutions of Board of Directors to set up branch offices in Republic of China and abroad wherever and whenever the Corporation deems it necessary or advisable to carry out any or all of its activities.

Article 4 : The total amount of the Corporation's reinvestment shall not be subject to the restriction of not more than forty percent of the Corporation's paid-up capital as provided in the Company Law but shall not be more than the Corporation's paid-up capital. The Corporation may provide endorsement and guarantee and act as a guarantor. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.

Article 5 : Public announcements of the Corporation shall be made in accordance with the Article 28 of the Company Act.

Section II - Capital Stock

Article 6 : The total capital stock of the Corporation shall be in the amount of 5,000,000,000 New Taiwan Dollars, divided into 500,000,000 shares, at ten New Taiwan Dollars each. The Board of directors is authorized to issue the shares in separate installments as required. A total of 25,000,000 shares among the above total capital stock should be reserved for issuing employee stock options. The Board of directors is authorized to issue employee stock options from time to time.

Article 6-1 : If the Corporation issue employee stock options on the exercise price under the market price, it shall be issued after the resolution of the Shareholders' meetings in accordance with relevant rules and regulations of the Republic of China. Employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive employee stock options. Such specific requirements shall be prescribed by the board of directors.

Article 6-2 : The Corporation may issue shares without printing share certificate(s), but shares issued shall be registered with a securities depository enterprise.

Article 7 : All stock transaction conducted by shareholders of the Corporation shall follow the "Guidelines for Stock Operations for Public Companies".

Article 8 : Registration for transfer of shares shall be suspended 60 days immediately before the date of regular meeting of shareholders, and 30 days immediately before the date of any special meeting of shareholders, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

Article 8-1 : When the Company issue new shares, employees who are entitled to subscribe for new shares include employees of parent or subsidiaries of the Company meeting certain specific requirements.
When the Company issue restricted stocks, employees who are entitled to receive restricted stock include employees of parent or subsidiaries of the Company meeting certain specific requirements.
When the Company buy back stocks to transfer to employees, employees who are entitled to receive buyback stocks include employees of parent or subsidiaries of the Company meeting certain specific requirements.

Section III - Shareholders' meetings

Article 9 : Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened at least once a year, and within 6 months after the close of each fiscal year. Special meetings shall be convened in accordance with applicable laws and regulations whenever necessary. Written notices shall be sent to all shareholders, at least 30 days in advance; and at least 15 days in advance, in case of special meetings.

Article 10 : If a shareholder is unable to attend a meeting, he/she may appoint a proxy to attend it by using the proxy form issued by the Company and specifying the scope of proxy. Shareholder attendance by proxy shall be subject to the Company Law and also to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the competent authority.

Article 11 : Each share of stock shall be entitled to one vote.

Article 12 : Except as provided in the Company Law of the Republic of China, shareholders' meetings may be held if attended by shareholders more than one half of the total issued and outstanding capital stock of the Corporation, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the

meeting. Pursuant to Article 177-1 of the Company Act, the shareholders may vote via written form or an electronic voting system, and the manner or voting shall be clearly stated in each meeting notice.

Section IV - Directors

Article 13 : The Corporation shall have seven to eleven Directors. The Board of Directors is authorized to determine the number of Directors, to be elected by the shareholders meeting from among candidates with legal capacity. The term of office for Directors shall be 3 years, and all Directors shall be eligible for re-election. Once the term of office is expired and it can't elect directors immediately, directors can extend and continue the performance of their duties until the election of directors to take office. The aggregate shareholding percentages of the entire bodies of directors shall comply with the regulations prescribed by the securities supervisory authorities. The board of directors is authorized to resolve the rates of directors' remuneration based on the extent of their participation in the Company's business operations or value of their contribution, at a level consistent with general practices in the industry.

The company shall acquire liability insurance for all directors within their term of office, and report to Board at the next board meeting.

Article 13-1 : To harmonize with Article 14-2 of the Securities and Exchange Act, there shall be at least three independent directors among the Company's directors. A candidate nomination system shall be adopted, and the shareholders meeting shall elect all directors (including independent directors) from among those listed on the slate of director candidates. The relevant regulations of the competent securities authority shall be followed regarding the professional qualifications, shareholding, moonlighting restrictions, nomination and election, and other compliance requirements regarding independent directors.

Article 13-2 : In compliance with Articles 14-4 of the ROC Securities and Exchange Law, the Corporation shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee shall exercise their functions in accordance with the ROC Company Law, Securities and Exchange Law, other relevant regulations and the procedure of corporation.

Article 13-3 : (Deleted)

Article 14 : The board of directors shall consist of the directors of the company, and the chairman of the board of directors shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. The chairman of the board of directors shall represent the Company in external matters. The board of director may set up any functional committee.

Article 15 : Board of Directors Meetings shall be convened by the Chairman of the Board of Directors. Except as otherwise provided in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 15-1 : Each director shall be given at least 7 days advance notice of the convening of a board of directors meeting of the Corporation. In emergency circumstances, however, a meeting may be convened on shorter notice. The meeting notice

referred to in the preceding paragraph shall specify the reasons for convening the meeting, and shall be made in writing, by e-mail, or by facsimile.

Article 16 : The Chairman of the Board of Directors shall preside over all meetings of the Board of Directors. If the Chairman of the Board of Directors is on leave or cannot exercise powers or perform duties for any reason, an acting chairman shall be designated in accordance with Article 208 of the Company Act. Directors shall attend meetings of the board of directors in person. If a director is unavailable to attend a meeting in person, the director may appoint a proxy for the given meeting specifying the scope of the authorized powers to authorize another director to attend the meeting on the director's behalf, provided that a director may represent only one other director at a meeting.

Article 17 : Duties of the Board of the Directors are as follows:

1. To propose concerning appropriation of net profits or covering of losses.
2. To propose increasing or decreasing capital
3. To establish or dissolve branches
4. To approve budget and final reports
5. Other duties in accordance with Company Act or given by the resolution of shareholders' meeting

Article 18 : (Deleted)

Article 19 : (Deleted)

Section V - Managerial Officers

Article 20 : The Company may have managerial officers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Section VI - Accounting

Article 21 : After the close of each fiscal year, the Board of Directors shall prepare 1.Business Report 2. Financial Statements and 3.Proposal Concerning Appropriation of Net Profits or Covering of Losses, and submitted to the regular shareholders' meeting for acceptance:

Article 22 : If the Company has earnings after the annual final accounting, it shall pay remuneration to employees at the minimum of 1% of the profit, and pay remuneration to directors at the maximum of 0.2% of the profit. However, the Company's accumulated losses shall have been covered.

Employees' remuneration could be paid by cash or stock. Employees shall mean the employees of parent or subsidiaries of the company meeting certain specific requirements. Such specific requirements shall be prescribed by the board of directors.

Article 22-1 : If the Company has earnings after the annual final accounting, it shall be allocated in the following order:

1. To pay taxes.

2. To cover accumulated losses, if any.
3. To appropriate 10% legal reserve unless the total legal reserve accumulated has already reached the amount of the Company's authorized capital.
4. To appropriate or reverse special reserve in accordance with the regulations
5. To reserve certain amount, on the premise that there is no effect on the Company's normal operations and no violation of regulations, for maintaining stability of dividends.
6. For any remainder, adding on accumulated unappropriated retained earnings, the board of directors shall propose the earnings distribution proposal and shall handle in accordance with the following provision: the board of directors is authorized to distribute dividends and bonuses or legal reserve and capital reserve in whole or in part which be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting in accordance with Section 5 of Article 240 and Article 241 of the Company Act. In case of the dividends and bonuses or legal reserve and capital reserve in whole or in part be distributed in the form of new shares to be issued by the company, shall be proposed to the shareholders' meeting for review and approval by a resolution in accordance with Article 240 of the Company Act.

Regarding the special reserve under subparagraphs 4, the Company shall set aside special reserve, equal to the debit balance which happens at the current year on other equity items (including unrealized loss on financial instrument, cumulative translation adjustment, and unrecognized pension cost, which can be combined if there are unrealized gain.), from the current earnings after tax and unappropriated retained earnings prior year. If the debit balance is cumulative before, the Company shall set aside special reserve not to distribute it from the unappropriated retained earnings prior year. When debit balance on other equity items is reversed subsequently, the reversed amount could be included in the distributable earnings.

Article 22-2: The Company distributes dividends taking into consideration the Company's economic environment and growth phases, future demands of funds, long-term financial planning, and the cash flows that the stockholders desire. Cash dividends shall account for at least 5% of the total dividend distributed.

Section VII - Supplementary Provisions

Article 23 : In regard to all matters not provided for in these Articles of Incorporation, the Company Act of the Republic of China shall govern.

Article 24 : These Articles of Incorporation were adopted on August 23, 1989.

The first amendment was made on January 28, 1991.

The second amendment was made on May 25, 1992.

The third amendment was made on September 1, 1992.

The fourth amendment was made on July 30, 1994.

The fifth amendment was made on June 8, 1995.

The sixth amendment was made on July 8, 1997.

The seventh amendment was made on August 15, 1997.

The eighth amendment was made on September 12, 1997.

The ninth amendment was made on June 20, 1998.
The 10th amendment was made on September 15, 1998.
The 11th amendment was made on June 12, 1999.
The 12th amendment was made on April 15, 2000.
The 13th amendment was made on April 9, 2001.
The 14th amendment was made on June 10, 2002.
The 15th amendment was made on June 3, 2003.
The 16th amendment was made on June 11, 2004.
The 17th amendment was made on June 13, 2005.
The 18th amendment was made on June 14, 2006.
The 19th amendment was made on June 11, 2007.
The 20th amendment was made on June 13, 2008.
The 21st amendment was made on June 16, 2009.
The 22nd amendment was made on June 17, 2010.
The 23rd amendment was made on June 10, 2011.
The 24th amendment was made on January 5, 2012.
The 25th amendment was made on June 13, 2013.
The 26th amendment was made on June 12, 2014.
The 27th amendment was made on June 14, 2016.
The 28th amendment was made on June 12, 2019.
The 29th amendment was made on June 19, 2020.

Transcend Information, Inc.
Chairman: Shu, Chung-Won

TRANSCEND INFORMATION, INC.
SHAREHOLDINGS OF ALL DIRECTORS

1. Minimum Required Shareholding and Shareholding of all Directors:

Title	Minimum Required Shareholding by all Directors	Current Shareholding (Shares)
Directors	16,000,000	16,671,795

Note 1: The period of Book closure is from April 18, 2023 to June 16, 2023.

Note 2: The Company has three independent directors, and the minimum required shareholding by all Directors except for independent directors is downsized to 80% of the minimum required based on Article 2, paragraph 2 of “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”.

2. Company’s current Directors’ shareholding are as follows on April 18, 2023:

Title	Name	Current Shareholding (Shares)
Chairman	SHU, CHUNG-WON	9,990,453
Director	SHU, CHUNG-CHENG	6,244,098
Director	CHUI, LI-CHU	0
Director	HSU, CHIA-HSIAN	437,244
Director	CHEN, PO-SHOU	0
Director	WU, KUAN-DE	0
Independent Director	CHEN, YI-LIANG	0
Independent Director	CHEN, LO-MIN	0
Independent Director	WANG, YI-HSIN	0
	Total	16,671,795