

ALLTOP TECHNOLOGY CO., LTD.

Handbook for the 2023 Annual Meeting of Shareholders

Time : 9:00 a.m. on Wednesday, June 21, 2023

Place : No. 102, Chungshan Rd., Chunghe Dist., New Taipei City 235, Taiwan
(Headquarters conference room 3F)

Disclaimer

This is a translation of handbook for the 2023 Annual Meeting of Shareholders (“the Handbook”) of ALLTOP TECHNOLOGY CO., LTD.(“the Company”). The translation is intended for reference only and no other purpose. The Company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the meeting handbook shall govern any and all matters related to the interpretation of the subject matter stated herein.

ALLTOP TECHNOLOGY

Handbook for the 2023 Annual Meeting of Shareholders

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ALLTOP TECHNOLOGY

I Meeting Agenda

I. Time: 9:00 a.m. on Wednesday, June 21, 2023

II. Place : No. 102, Chungshan Rd., Chunghe Dist., New Taipei City 235, Taiwan
(Headquarters conference room 3F)

III. Convocation method : Physical shareholders meeting

IV. Call the Meeting to Order

V. Chairman Remarks

VI. Reported matters

(i) 2022 Business Report

(ii) Audit Committee's Review of the 2022 Financial Statements.

(iii) Distribution of the 2022 Compensation of Employees and Directors.

(iv) Amendment to Parts of the "Sustainable Development Best Practice Principle".

VII. Proposed Resolutions

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

(ii) Adoption of the Proposal for Distribution of 2022 Profits.

VIII. Discussion

(i) Proposal of Capital Reserve Distribution in Cash.

IVV. Extemporary Motions

VV. Adjournment

II Reported matters

Proposal 1

Proposal: 2022 Business Report. For your review.

Descriptions: 2022 Business Report is attached hereto as Attachment 1, Pages 7 to 10 of the Handbook.

Proposal 2

Proposal: Audit Committee Review Report of 2022 Financial Statements. For your review.

Descriptions: The Audit Committee Review Report is attached hereto as Attachment 2, Page 11 of the Handbook.

Proposal 3

Proposal: Distribution of the 2022 Compensation of Employees and Directors. For your review.

Descriptions: 1. In accordance with the Company's Articles of Incorporation, "If there is profit at the end of each fiscal year, a ratio between four percent (4%) and ten percent (10%) as Employees' Remuneration shall be distributed in form of share or cash following resolutions by the Board. Employees entitled to receive such Remunerations may include the employees of subsidiaries of the Company meeting certain specific requirement; and a ratio no more than two percent (2%) as Directors' Remuneration from the aforesaid profit may be distributed by the Board. However, the Company's accumulated losses shall have been covered first before any distribution based on the said percentages."

2. The Employees' Remunerations at NT\$51,080,256 distributed in form of cash is in compliance with distribution ratio of the Employees' Remunerations between four percent (4%) and ten percent (10%) of the current profit provided for in the Company's Articles of Incorporation; the Directors' Remunerations at NT\$13,485,000 distributed in form of cash is in compliance with distribution ratio of the Directors' Remunerations no more than two percent (2%) of the current profit provided for in the Company's Articles of Incorporation.

Proposal 4

Proposal: Amendment to Parts of the “Sustainable Development Best Practice Principle”. For your review.

Descriptions: The amendment to the Company’s Sustainable Development Best Practice Principles” made under the order of competent authorities has been adopted and submitted to this Regular Shareholders’ Meeting for report. The Comparison Table for the articles before and after amendment is attached hereto as Attachment 4, Pages 32 of the Handbook.

III Proposed Resolutions

Proposal 1 (Proposed by the Board)

Proposal: Adoption of 2022 Business Report and Financial Statements.

- Descriptions:
1. The Company's 2022 Financial Statements and Consolidated Financial Statements have been audited and attested by CPAs Robert Yu and Jackie Chen of Deloitte Taiwan. The aforesaid Financial Statements along with Business Report and Table of Earnings Distribution have been submitted to the Audit Committee for review. For your ratification.
 2. The Independent Auditor's Report and the aforesaid Business Report and Financial Statements are attached hereto as Attachments 1 and 3.
 3. Please refer to Pages 7 to 10 and Pages 12 to 31 of the Handbook.

Resolution:

Proposal 2 (Proposed by the Board)

Proposal: Adoption of the Proposal for Distribution of 2022 Profits.

- Descriptions:
1. The Company's Proposal of 2022 Profits. Distribution has been adopted by the Board of Directors, with distribution status shown as follows:

ALLTOP TECHNOLOGY CO., LTD.

Table of Profits Distribution

Unit: NT\$

Items	Amount
Beginning Undistributed Profits	143,544,918
Profit after Tax for the Period	554,085,451
Items under other comprehensive profit or loss not recategorized into profit or loss	1,087,075
Current Net Profit plus Adjustments	555,172,526
Legal Reserve (10%)	(55,517,253)
Reversal of Special Reserve	31,525,605
Earnings Distributable Added in the Period	531,180,878
Earnings Distributable for the Period	674,725,796
Distribution Items	
Cash Dividend to Shareholders (NT\$7.53/Share) Note 1	444,253,667
Ending Undistributed Profits	230,472,129

Items	Amount
Note 1: Calculated based on the 58,997,831 shares of common stock outstanding as of December 31, 2022.	

Chairman: WangYi Yu

General Manager: YiWei Chang

Accounting Manager: JingYi Chen

2. If the number of outstanding shares on the dividend record date increases or decreases as a result of the subsequent repurchase of the shares or the assignment, conversion, cancellation or other circumstances that cause increase or decrease of shares after the aforementioned profits distribution, the cash dividend distribution rate shall, pursuant to the total amount of cash dividends taken in said earning distribution resolution, be adjusted according to the actual number of outstanding shares on the dividend record date. The adjustment to the said cash dividend distribution rate and relevant change matters will be handled by the Board of Directors under authorization of the Company after passage by resolution in this Regular Shareholders' Meeting.
3. The portions of cash dividend lower than NT\$1 will be rounded off. The sums of fractional shares under NT\$1 in the distribution are recognized under shareholders' equity.
4. The dividend record date and relevant distribution affairs will be set otherwise by the Board of Directors under authorization of the Company after passage by resolution in this Regular Shareholders' Meeting.

Resolution:

IV Discussion

Proposal 1 (Proposed by the Board)

Proposal: Proposal of Capital Reserve Distribution in Cash. Please proceed to discuss.

Descriptions: 1. The Company has proposed to distribute the capital reserve derived from the issuance of new shares at a premium totaling at NT\$110,325,944 to the shareholders in form of cash, with the ratio of approx. NT\$1.87 per share. The portions of cash dividend lower than NT\$1 will be round off. The sums of fractional shares under NT\$1 in the distribution are recognized under shareholders' equity. The aforesaid amounts for this distribution are calculated based on the 58,997,831 shares of common stock outstanding as of December 31, 2022.

2. If the number of outstanding shares on the dividend record date increases or decreases as a result of the subsequent repurchase of the shares or the assignment, conversion, cancellation or other circumstances that cause increase or decrease of shares after the implementation of this Proposal, the cash dividend distribution rate shall, pursuant to the total amount of cash dividends taken in said earning distribution resolution, be adjusted according to the actual number of outstanding shares on the dividend record date. The adjustment to the said cash dividend distribution rate and relevant change matters will be handled by the Board of Directors under authorization of the Company after passage by resolution in this Regular Shareholders' Meeting.
3. The dividend record date and relevant distribution affairs will be set otherwise by the Board of Directors under authorization of the Company after passage by resolution in this Regular Shareholders' Meeting.

Resolution:

V Extemporary Motions

VI Adjournment

VII. Attachment

Attachment 1

Letter to Shareholders

1. Business Report for 2022

(1) Operating Performance in 2022

Consolidated financial results

Unit: NT\$ thousand

Item	2022	2021	Increase (Decrease) Amount	Increase (Decrease) Percent%
Operating income	2,309,878	2,619,822	(309,944)	(11.83%)
Operating costs	1,238,252	1,395,876	(157,624)	(11.29%)
Operating margin	1,071,626	1,223,946	(152,320)	(12.44%)
Operating expenses	494,205	511,188	(16,983)	(3.32%)
Operating Net profit	577,421	712,758	(135,337)	(18.99%)
Pre-tax net profit	667,311	770,004	(102,693)	(13.34%)

Taipei Office

Unit: NT\$ thousand

Item	2022	2021	Increase (Decrease) Amount	Increase (Decrease) Percent%
Operating income	1,333,493	1,687,715	(354,222)	(20.99%)
Operating costs	828,425	1,150,394	(321,969)	(27.99%)
Operating margin	505,068	537,321	(32,253)	(6.00%)
Operating expenses	249,596	269,322	(19,726)	(7.32%)
Operating Net profit	255,472	267,999	(12,527)	(4.67%)
Pre-tax net profit	617,838	703,789	(85,951)	(12.21%)

(2) Budget implementation: The Company did not publish 2022 annual financial plan; therefore, it is not applicable.

(3) Financial Revenue and Expenditure, and Profitability analysis

Unit: NT\$ thousand

Item	Year	2022	2021
		Operating net revenue	2,309,878
Operating margin		1,071,626	1,223,946
Gross profit margin (%)		46.39	46.72
Interest expense		11,203	8,030
Net profit after-tax		554,086	643,172
Net profit after-tax rate (%)		23.99	24.55
Return on assets (%)		13.77	17.11
Return on shareholders' equity (%)		22.10	27.05
Ratio to paid-in Operating profit		98.28	108.47

Item		Year	2022	2021
	capital (%)	Pre-tax net profit	113.58	117.18
	Net profit rate (%)		23.99	24.55
	Earnings per share before retrospective (NT\$)		9.41	11.19
	Earnings per share after retrospective (NT\$)		-	-
Cash flow	net income and expenses from operating activities		845,624	585,376
	net income and expenses from investing activities		(45,217)	(1,404,057)
	net income and expenses from financing activities		(450,835)	(127,880)

(4) Research and development status

i. The ratio of R&D turnover in the last three years

Unit: NT\$ thousand

Item		Year	2022	2021	2010
R&D expenses			72,627	78,301	64,800
Ratio of operating income (%)			3.14	2.99	3.03

ii. R&D achievements in 2022

In order to provide customers with high-quality product solutions and achieve long-term stable profitable goals, the research and development direction and achievements in recent years are summarized as follows:

- (i) In terms of design, manufacturing process, quality control and testing, improving overall technical proficiency.
- (ii) Strengthening the analysis and experiment capabilities of high-frequency connectors.
- (iii) Expanding the server product line and market scale of high-speed and high-power connectors.
- (iv) Developing servers with multiple foldable high-speed connection cables and module connectors for electric vehicles, etc.

2. Overview of 2023 Business Plan

(1) Operating principle and important production and marketing policies

No.	Short-term Strategy	Operating principle and important production and marketing policies
1	Master market trend, distribute the next generation of new products, expand new fields of application and establish the momentum for future growth.	Master development trend of new markets, new specifications and new technologies, and actively participate in international exhibitions. Preemptively establish an intellectual property protection network, deploy in application products with high growth, high gross profit, and high technical barriers, and lead the industry to ignite the flames of a great leap forward in future revenue and profits.
2	Accumulate the market penetration rate in electric vehicles, servers and foldable high-speed cables application fields.	Deepen services for existing customers and increase the share of Company's products in the client's product line. Establish a wide variety of customer distribution, continue to promote the development introduction of new customers, expand the overall market share and avoid the risk of customer

No.	Short-term Strategy	Operating principle and important production and marketing policies
		concentration. Develop multilevel technical products, multiple product solutions, and casting a wide net for comprehensive harvest.
3	Maintain market share leadership in notebook computer application field.	Deepen and stabilize the existing advantages, and cut into new application fields, and maintain the leading position in market share.
4	Optimize product combination to maximize gross profit margin.	Focus on the development of customized, high-margin, high-niche products, construct high value-added product lines, and maintain a high bargain power with irreplaceable customer satisfaction. Precise cost-benefit analysis, promote process improvement and optimization, high-efficiency automated production lines, strict production cost control, and continuously reduce dependence on labor.
5	Improve the design and verification capabilities of collaborative development with international major manufacturers.	Focus on the direction of new product development, improve capabilities of product development, design and verification, collaborate with customers on design, and provide high-quality product solutions that exceed customer expectations. Establish a comprehensive quality management awareness, shape an internal culture that prioritizes quality and thoroughly implement product development, supplier management, and automated manufacturing processes, create high-quality differentiation, and ensure a high degree of competitive advantage.
6	Implement resource integration and exert internal capabilities.	Promote the integration and optimization of operation processes, eliminate non-value-added operations and invalid control points, avoid lengthy cross-departmental communication, ensure smooth information flow, and improve overall operation efficiency. Delegate the powers and responsibilities, based on the ability to authorize responsibility and authority, stimulate the potential talents, and maximize the synergy of talents. Flexible allocate positions to generate growth momentum and cultivate talents needed for sustainable operation.

(2) Sales quantity forecast and the basis

The primary source of revenue for the Company is derived from the production and distribution of connectors, which are categorized based on their application, such as server connectors, high-speed cables, notebook computer connectors, and automotive connectors. Unfortunately, the Company's board of directors has not yet made a decision to reveal their financial projections, making it impossible to provide any statistical information on anticipated sales volume.

3. Future Development Strategy

No.	Long-term Strategy
1	Implementing the business philosophy of "Quality" and "Innovation".
2	Creating customer value, adhere to integrity, win-win and common prosperity.
3	Adhering to the core business and pursue long-term stable profits and maximum value for shareholder.
4	Emphasizing the employee policy of people-oriented, active care and sharing growth results.
5	Emphasizing the corporate governance, integrity-based and sustainable development.

ALLTOP TECHNOLOGY CO., LTD.

Audit Committee Review Report

The Company's parent-only and consolidated financial statements in 2022 prepared by the Board of Directors have been audited and attested by CPAs Yu, Cheng-Chuan and Chen, Chong-Cheng of Deloitte Taiwan. The aforesaid financial statements along with business report and proposal for profits distribution has been reviewed and determined to be correct and accurate by the Audit Committee, with this Audit Committee Review Report proposed for review pursuant to Article 219 of the Company Act.

To

ALLTOP TECHNOLOGY CO., LTD. 2023 Annual Regular Shareholders' Meeting

ALLTOP TECHNOLOGY CO., LTD.

Convener of Audit Committee: ChunChin Pu

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Independent Auditors' Report

To ALLTOP TECHNOLOGY CO., LTD. :

Opinion

We have audited the accompanying parent company only financial statements of ALLTOP TECHNOLOGY CO., LTD. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and 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 of 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 auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the 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 judgment, were of most significance in our audit of the Company's parent company only financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the parent company only financial statements of the Company for the year ended December 31, 2022 is as follows :

The operating revenue of the Company for the year ended December 31, 2022 amounted to NT\$1,333,49 thousand. For the operating revenue from customers which are significant revenue sources and generate operating revenue than last year, as the operating revenue changed reversely with the Company's operating revenue, based on the consideration of materiality, the occurrence of the operating revenue from the aforementioned customers is identified as a key audit matter of the parent company only financial statements of the year. Please refer to Note 4.12 and 22 to the parent company only financial statement for the explanation of revenue recognition policies and related information disclosed. Please refer to the Opinion paragraph for the audit opinion to the parent company only financial statements.

The audit procedures implemented are as follows :

1. Obtain an understanding of the internal control system and operating procedures relevant to the sales cycle of the Company to design the audit procedures to the internal control of revenue recognition, and to ensure and evaluate whether the internal control of sales transactions operates effectively.
2. Select appropriate samples from sales revenue account, check the statements if accounts of each period, invoices, delivery orders and the shipping confirmation documents from logistics companies, etc. of both parties, and verify the payers and the collection procedures or other alternative procedures, to ensure the authenticity of occurrence of sales transactions.

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 the 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 members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the 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 from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 financial statements or, if such disclosures are inadequate, we are required 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.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the 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.

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 for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte Touche Tohmatsu Limited
CPA : Yu, Cheng-Chuan

CPA: Cheng, Chong-cheng

Former Securities and Futures
Commission, Ministry of Finance
Approved-certified No.: (93)Tai-Cai-
Certificate(6) 128050

Financial Supervisory Commission
Approved-certified No.:Jin-Guan-Certificate
No. 1040024195

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ALLTOP TECHNOLOGY CO., LTD.
Parent Company Only Balance Sheets
December 31, 2022 and 2021

Expressed in thousands of New Taiwan Dollars

C o d e	A s s e t s	December 31, 2022		December 31, 2021	
		A m o u n t	%	A m o u n t	%
	Current assets				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 322,337	8	\$ 164,071	5
1110	Current financial assets at fair value through profit or loss (Note 4 and 7)	568	-	1,559	-
1150	Notes receivables (Note 4, 9, and 22)	263	-	11	-
1170	Accounts receivables (Note 4, 9, and 22)	375,821	10	635,384	17
1180	Accounts receivables—related parties (Note 4, 22, and 29)	35,856	1	33,919	1
1200	Other receivables (Note 4 and 9)	601	-	512	-
1210	Other receivables—related parties (Note 4 and 29)	1,113	-	527	-
130X	Inventories (Note 4 and 10)	46,821	1	78,312	2
1470	Other current assets (Note 15)	4,417	-	4,645	-
11XX	Total current assets	<u>787,797</u>	<u>20</u>	<u>918,940</u>	<u>25</u>
	Non-current assets				
1535	Non-current financial assets at amortized cost (Note 4, 8, and 30)	2,603	-	2,603	-
1550	Investments accounted for using equity method (Note 4 and 11)	2,979,210	77	2,597,473	72
1600	Property, plant and equipment (Note 4, 12, and 28)	71,648	2	75,356	2
1755	Right-of-use assets (Note 4 and 13)	121	-	849	-
1821	Other intangible assets (Note 4 and 14)	8,897	-	10,380	-
1840	Deferred tax assets (Note 4 and 24)	20,233	1	26,548	1
1975	Net defined benefit assets—non-current (Note 4 and 20)	3,010	-	241	-
1990	Other non-current assets (Note 4 and 15)	477	-	479	-
15XX	Total non-current assets	<u>3,086,199</u>	<u>80</u>	<u>2,713,929</u>	<u>75</u>
1XXX	Total assets	<u>\$ 3,873,996</u>	<u>100</u>	<u>\$ 3,632,869</u>	<u>100</u>
C o d e	L i a b i l i t i e s a n d e q u i t y				
	Current Liabilities				
2100	Short-term borrowings (Note 4 and 16)	\$ -	-	\$ 600,000	17
2120	Current financial liabilities at fair value through profit or loss (Note 4 and 7)	9,040	-	-	-
2170	Accounts payables	12,706	-	18,826	1
2180	Accounts payables—related parties (Note 29)	202,094	5	91,041	3
2200	Other payables (Note 18, and 26)	116,356	3	126,183	3
2220	Other payables—related parties (Note 26 and 29)	62	-	-	-
2230	Current tax liabilities (Note 4 and 24)	40,415	1	47,997	1
2280	Current lease liabilities (Note 4 and 13)	124	-	733	-
2320	Corporate bonds payables, current portion (Note 4 and 17)	161,982	4	198,365	5
2399	Other current liabilities (Note 4 and 18)	13,118	1	13,816	-
21XX	Total current liabilities	<u>555,897</u>	<u>14</u>	<u>1,096,961</u>	<u>30</u>
	Non-current liabilities				
2530	Corporate bonds payables (Note 4 and 17)	763,946	20	-	-
2550	Non-current provisions (Note 4 and 19)	1,816	-	2,398	-
2570	Deferred tax liabilities (Note 4 and 24)	35,983	1	35,852	1
2580	Non-current lease liabilities (Note 4 and 13)	-	-	124	-
25XX	Total non-current liabilities	<u>801,745</u>	<u>21</u>	<u>38,374</u>	<u>1</u>
2XXX	Total liabilities	<u>1,357,642</u>	<u>35</u>	<u>1,135,335</u>	<u>31</u>
	Equity (Note 4 and 21)				
	Share capital				
3110	Ordinary shares	589,978	15	582,224	16
3140	Capital collected in advance	-	-	2,853	-
3100	Total share capital	<u>589,978</u>	<u>15</u>	<u>585,077</u>	<u>16</u>
3200	Capital surplus	<u>753,628</u>	<u>19</u>	<u>802,178</u>	<u>22</u>
	Retained earnings				
3310	Legal reserve	442,504	12	378,207	10
3320	Special reserve	118,821	3	108,988	3
3350	Unappropriated earnings	698,718	18	741,905	21
3300	Total retained earnings	<u>1,260,043</u>	<u>33</u>	<u>1,229,100</u>	<u>34</u>
3400	Other equity	(87,295)	(2)	(118,821)	(3)
3XXX	Total equity	<u>2,516,354</u>	<u>65</u>	<u>2,497,534</u>	<u>69</u>
	Total liabilities and equity	<u>\$ 3,873,996</u>	<u>100</u>	<u>\$ 3,632,869</u>	<u>100</u>

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

Chairman : WangYi Yu

General Manager : YiWei Chang

Accounting Officer : JingYi Chen

ALLTOP TECHNOLOGY CO., LTD.
Parent Company Only Statements of Comprehensive Income
For the Years Ended December 31, 2022 and 2021

Expressed in thousands of New Taiwan
Dollars, except EPS expressed in NTD

C o d e	2022		2021	
	A m o u n t	%	A m o u n t	%
	Operating revenue (Note 4, 22, and 29)			
4100	\$ 1,333,493	100	\$ 1,687,715	100
	Operating costs (Note 10, 23, and 29)			
5110	(828,425)	(62)	(1,150,394)	(68)
5900	<u>505,068</u>	<u>38</u>	<u>537,321</u>	<u>32</u>
	Operating expenses (Note 23)			
6100	(81,601)	(6)	(91,614)	(6)
6200	(133,607)	(10)	(141,193)	(8)
6300				
	(34,879)	(3)	(35,452)	(2)
6450				
	<u>491</u>	<u>-</u>	(<u>1,063</u>)	<u>-</u>
6000	(<u>249,596</u>)	(<u>19</u>)	(<u>269,322</u>)	(<u>16</u>)
6900	<u>255,472</u>	<u>19</u>	<u>267,999</u>	<u>16</u>
	Non-operating income and expenses			
7100				
	2,953	1	616	-
7010				
	2,356	-	173	-
7020				
	25,930	2	3,323	-
7050				
	(11,203)	(1)	(8,030)	-
7070				
	<u>342,330</u>	<u>26</u>	<u>439,708</u>	<u>26</u>
7000	<u>362,366</u>	<u>28</u>	<u>435,790</u>	<u>26</u>

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C o d e		2022		2021	
		A m o u n t	%	A m o u n t	%
7900	Profit from continuing operations before tax	\$ 617,838	47	\$ 703,789	42
7950	Income tax expenses (Note 4 and 24)	(63,752)	(5)	(60,617)	(4)
8200	Profit	<u>554,086</u>	<u>42</u>	<u>643,172</u>	<u>38</u>
	Other comprehensive income (Note 4, 20, 21, and 24)				
	Items not to be reclassified into profit or loss :				
8311	Remeasurements of defined benefit plans	1,359	-	(257)	-
8349	Income tax related to items of other comprehensive income not to be reclassified to profit or loss	(272)	-	<u>52</u>	-
8310		<u>1,087</u>	-	(205)	-
	Items that may be subsequently reclassified into profit or loss :				
8361	Exchange differences on translation of foreign financial statements	39,407	3	(12,292)	-
8399	Income tax related to items of other comprehensive income may be reclassified to profit or loss	(7,881)	(1)	<u>2,459</u>	-
8360		<u>31,526</u>	<u>2</u>	(9,833)	-
8300	Other comprehensive income (net of tax)	<u>32,613</u>	<u>2</u>	(10,038)	-
8500	Total comprehensive income	<u>\$ 586,699</u>	<u>44</u>	<u>\$ 633,134</u>	<u>38</u>
	Earnings per share (Note 25)				
	From continuing operations				
9710	Basic	<u>\$ 9.41</u>		<u>\$ 11.19</u>	
9810	Diluted	<u>\$ 8.75</u>		<u>\$ 10.21</u>	

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

Chairman : WangYi Yu General Manager : YiWei Chang Accounting Officer : JingYi Chen

ALLTOP TECHNOLOGY CO., LTD.
Parent Company Only Statements of Changes in Equity
For the Years Ended December 31, 2022 and 2021

Expressed in thousands of New Taiwan Dollars

Code		S h a r e c a p i t a l				R e t a i n e d e a r n i n g s			Other equity	Total equity
		Share (thousand)	A m o u n t	Capital collected in a d v a n c e	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial s t a t e m e n t s	
A1	Balance at January 1, 2021	72,916	\$ 729,158	\$ -	\$ 629,301	\$ 326,265	\$ 137,964	\$ 544,816	(\$ 108,988)	\$ 2,258,516
	Appropriation and distribution of 2020 earnings (Note 21)									
	Balance at January 1, 2021									
B1	Special reserve	-	-	-	-	51,942	-	(51,942)	-	-
B3	Cash dividends of ordinary shares	-	-	-	-	-	(28,976)	28,976	-	-
B5	Legal reserve	-	-	-	-	-	-	(422,912)	-	(422,912)
C15	Distribution of cash dividend using capital reserve (Note 21)	-	-	-	(102,082)	-	-	-	-	(102,082)
I1	Conversion of convertible bonds (Note 17 and 21)	3,536	35,356	2,853	274,959	-	-	-	-	313,168
E3	Capital reduction by cash (Note 21)	(18,229)	(182,290)	-	-	-	-	-	-	(182,290)
D1	Profit of 2021	-	-	-	-	-	-	643,172	-	643,172
D3	Other comprehensive income of 2021, net of tax	-	-	-	-	-	-	(205)	(9,833)	(10,038)
D5	Total comprehensive income of 2021	-	-	-	-	-	-	642,967	(9,833)	633,134
Z1	Balance at December 31, 2021	58,223	582,224	2,853	802,178	378,207	108,988	741,905	(118,821)	2,497,534
	Appropriation and distribution of 2021 earnings (Note 21)									
B1	Legal reserve	-	-	-	-	64,297	-	(64,297)	-	-
B3	Special reserve	-	-	-	-	-	9,833	(9,833)	-	-
B5	Cash dividends of ordinary shares	-	-	-	-	-	-	(524,230)	-	(524,230)
C5	Equity component of convertible bonds (Note 17 and 21)	-	-	-	46,024	-	-	-	-	46,024
C15	Distribution of cash dividend using capital reserve (Note 21)	-	-	-	(128,717)	-	-	-	-	(128,717)
I1	Conversion of convertible bonds (Note 17 and 21)	775	7,754	(2,853)	34,143	-	-	-	-	39,044
D1	Profit of 2022	-	-	-	-	-	-	554,086	-	554,086
D3	Other comprehensive income of 2022, net of tax	-	-	-	-	-	-	1,087	31,526	32,613
D5	Total comprehensive income of 2022	-	-	-	-	-	-	555,173	31,526	586,699
Z1	Balance at December 31, 2022	58,998	\$ 589,978	\$ -	\$ 753,628	\$ 442,504	\$ 118,821	\$ 698,718	(\$ 87,295)	\$ 2,516,354

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

Chairman : WangYi Yu

General Manager : YiWei Chang

Accounting Officer : JingYi Chen

ALLTOP TECHNOLOGY CO., LTD.
Parent Company Only Statements of Cash Flows
For the Years Ended December 31, 2022 and 2021
Expressed in thousands of New Taiwan Dollars

<u>C o d e</u>		<u>2022</u>	<u>2021</u>
	Cash flows from operating activities		
A10000	Profit before tax	\$ 617,838	\$ 703,789
A20010	Items of income and expense :		
A20300	Expected credit impairment losses (reversal gains)	(491)	1,063
A20100	Depreciation expenses	6,953	12,818
A20200	Amortization expenses	3,526	3,297
A20900	Financial costs	11,203	8,030
A22400	Share of profit or loss of associates and joint ventures accounted for using equity method	(342,330)	(439,708)
A21200	Interest revenue	(2,953)	(616)
A22500	Loss from disposal of property, plant and equipment	102	12
A23700	Losses for market price decline and obsolete and slow-moving inventories	3,947	4,107
A20400	Net losses (gains) on financial assets/liabilities at fair value through profit or loss	18,305	(3,923)
A24100	Foreign exchange net losses (gains)	(13,113)	4,897
A30000	Net changes in operating assets and liabilities		
A31115	Financial assets mandatorily measured at fair value through profit or loss	(8,829)	4,645
A31130	Notes receivables	(252)	(11)
A31150	Accounts receivables	255,142	(104,214)
A31160	Accounts receivables — related parties	(524)	(8,267)
A31180	Other receivables	158	(511)
A31200	Inventories	27,544	28,826
A31240	Other current assets	228	1,230
A32110	Financial liabilities held for trading	-	(49)
A32150	Accounts payables	(6,068)	(5,250)
A32160	Accounts payables — related parties	115,261	(680,781)
A32180	Other payables	(10,080)	9,813
A32200	Provisions	(582)	(989)
A32240	Net defined benefit assets — non- current	(1,410)	(2)
A32230	Other current liabilities	(698)	3,956
A33000	Cash inflows (outflows) generated from operations	672,877	(457,838)

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<u>C o d e</u>		<u>2022</u>	<u>2021</u>
A33300	Interest paid	(\$ 1,008)	(\$ 1,887)
A33500	Income taxes paid	(73,041)	(43,562)
AAAA	Net cash inflows (outflows) provided by operating activities	<u>598,828</u>	(<u>503,287</u>)
	Cash flows from investing activities		
B02700	Acquisition of property, plant and equipment	(2,466)	(6,985)
B02800	Proceeds from disposal of property, plant and equipment	15	-
B04500	Acquisition of intangible assets	(1,947)	(1,358)
B03700	Increase in refundable deposits	-	(131)
B03800	Decrease in refundable deposits	2	-
B04300	Increase in other receivables – related parties	(590)	-
B04400	Decrease in other receivables – related parties	-	14,228
B06800	Decrease in other non-current assets	-	1,597
B07500	Interest received	<u>2,706</u>	<u>1,152</u>
BBBB	Net cash inflows (outflows) provided by investing activities	(<u>2,280</u>)	<u>8,503</u>
	Cash flows from financing activities		
C00100	Increase in short-term borrowings	69,000	730,000
C00200	Decrease in short-term borrowings	(669,000)	(150,000)
C01200	Issuance of convertible bond	808,000	-
C09900	Debts issuance costs paid	(5,158)	-
C04020	Repayments of lease principal	(733)	(598)
C03800	Decrease in other payables – related parties	-	(9)
C04500	Distribution of cash dividends	(652,944)	(524,992)
C04700	Capital reduction by cash	<u>-</u>	(<u>182,290</u>)
CCCC	Net cash outflows provided by financing activities	(<u>450,835</u>)	(<u>127,889</u>)
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>12,553</u>	(<u>3,561</u>)
EEEE	Increase (decrease) in cash and cash equivalents	158,266	(626,234)
E00100	Cash and cash equivalents at the beginning of period	<u>164,071</u>	<u>790,305</u>
E00200	Cash and cash equivalents at the end of period	<u>\$ 322,337</u>	<u>\$ 164,071</u>

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

Chairman : WangYi Yu General Manager : YiWei Chang Accounting Officer : JingYi Chen

Independent Auditors' Report

To ALLTOP TECHNOLOGY CO., LTD. :

Opinion

We have audited the accompanying consolidated financial statements of ALLTOP TECHNOLOGY CO., LTD. and subsidiaries (the "Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of 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 and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

The consolidated operating revenue of the Group for the year ended December 31, 2022 amounted to NT\$2,309,878 thousand. For the operating revenue from customers which are significant revenue sources and generate operating revenue than last year, as the operating revenue changed reversely with the Group's operating revenue, based on the consideration of materiality, the occurrence of the operating revenue from the aforementioned customers is identified as a key audit matter of the consolidated financial statements of the year. Please refer to Note 4.14 and 25 to the consolidated financial statement for the explanation of revenue recognition policies and related information disclosed. Please refer to the Opinion paragraph for the audit opinion to the consolidated financial statements.

The audit procedures implemented are as follows :

1. Obtain an understanding of the internal control system and operating procedures relevant to the sales cycle of the Group to design the audit procedures to the internal control of revenue recognition, and to ensure and evaluate whether the internal control of sales transactions operates effectively.
2. Select appropriate samples from sales revenue account, check the statements if accounts of each period, invoices, delivery orders and the shipping confirmation documents from logistics companies, etc. of both parties, and verify the payers and the collection procedures or other alternative procedures, to ensure the authenticity of occurrence of sales transactions.

Other Matter

We have also audited the parent company only financial statements of ALLTOP TECHNOLOGY CO., LTD. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unqualified opinion

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 (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China., and for such internal control as management determines is necessary to enable the preparation of the 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 members of the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, we are required to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or

when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte Touche Tohmatsu Limited
CPA :Yu, Cheng-Chuan

CPA: Cheng, Chong-cheng

Approval number issued by Securities and
Futures Bureau
No. Taiwan-Financial-Securities-VI-
0930128050

Approval number issued by Financial
Supervisory Commission
No. Financial-Supervisory-Securities-
Auditing-1040024195

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ALLTOP TECHNOLOGY CO., LTD. AND SUBSIDIARIES
Consolidated Balance Sheets
December 31, 2022 and 2021

Expressed in thousands of New Taiwan Dollars

C o d e	A s s e t s	December 31, 2022		December 31, 2021	
		A m o u n t	%	A m o u n t	%
	Current assets				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 614,954	15	\$ 245,531	6
1110	Current financial assets at fair value through profit or loss (Note 4 and 7)	568	-	1,559	-
1136	Current financial assets at amortized cost (Note 4, 8, and 9)	377,494	9	723,918	18
1150	Notes receivables (Note 4, 10, and 25)	63,603	2	41,386	1
1170	Accounts receivables (Note 4, 10, and 25)	773,287	19	1,024,124	25
1180	Accounts receivables—related parties (Note 4, 25, and 32)	2	-	201	-
1200	Other receivables (Note 4 and 10)	46,632	1	16,974	-
1210	Other receivables—related parties (Note 4 and 32)	4,690	-	5,694	-
1220	Current tax assets (Note 4 and 27)	2,152	-	-	-
130X	Inventories (Note 4 and 11)	158,722	4	221,866	6
1470	Other current assets (Note 18)	11,958	-	16,854	-
11XX	Total current assets	<u>2,054,062</u>	<u>50</u>	<u>2,298,107</u>	<u>56</u>
	Non-current assets				
1535	Non-current financial assets at amortized cost (Note 4, 8, 9, and 33)	1,089,833	27	760,406	19
1550	Investments accounted for using equity method (Note 4 and 13)	9,935	-	8,419	-
1600	Property, plant and equipment (Note 4, 14, and 32)	861,886	21	927,526	23
1755	Right-of-use assets (Note 4 and 15)	27,396	1	28,331	1
1805	Goodwill (Note 4 and 16)	3,868	-	3,487	-
1821	Other intangible assets (Note 4 and 17)	9,458	-	10,910	-
1840	Deferred tax assets (Note 4 and 27)	29,646	1	30,732	1
1975	Net defined benefit assets—non-current (Note 4 and 23)	3,010	-	241	-
1990	Other non-current assets (Note 4 and 18)	6,970	-	12,836	-
15XX	Total non-current assets	<u>2,042,002</u>	<u>50</u>	<u>1,782,888</u>	<u>44</u>
1XXX	Total assets	<u>\$ 4,096,064</u>	<u>100</u>	<u>\$ 4,080,995</u>	<u>100</u>
	Liabilities and equity				
	Current Liabilities				
2100	Short-term borrowings (Note 4 and 19)	\$ -	-	\$ 600,000	15
2120	Current financial liabilities at fair value through profit or loss (Note 4 and 7)	9,040	-	-	-
2130	Current contract liabilities (Note 4 and 25)	24,011	1	13,353	-
2170	Accounts payables	298,835	7	397,075	10
2180	Accounts payables—related parties (Note 32)	15,250	-	22,720	1
2200	Other payables (Note 21, and 29)	193,077	5	232,596	6
2220	Other payables—related parties (Note 29 and 32)	2,690	-	3,344	-
2230	Current tax liabilities (Note 4 and 27)	59,254	2	62,495	1
2280	Current lease liabilities (Note 4 and 15)	124	-	733	-
2320	Corporate bonds payables, current portion (Note 4 and 20)	161,982	4	198,365	5
2399	Other current liabilities (Note 4 and 21)	13,160	-	13,873	-
21XX	Total current liabilities	<u>777,423</u>	<u>19</u>	<u>1,544,554</u>	<u>38</u>
	Non-current liabilities				
2530	Corporate bonds payables (Note 4 and 20)	763,946	19	-	-
2550	Non-current provisions (Note 4 and 22)	1,816	-	2,398	-
2570	Deferred tax liabilities (Note 4 and 27)	35,983	1	35,852	1
2580	Non-current lease liabilities (Note 4 and 15)	-	-	124	-
2645	Guaranteed deposits received	542	-	533	-
25XX	Total non-current liabilities	<u>802,287</u>	<u>20</u>	<u>38,907</u>	<u>1</u>
2XXX	Total liabilities	<u>1,579,710</u>	<u>39</u>	<u>1,583,461</u>	<u>39</u>
	Equity attributable to owners of the Company (Note 4 and 24)				
	Share capital				
3110	Ordinary shares	589,978	14	582,224	14
3140	Capital collected in advance	-	-	2,853	-
3100	Total share capital	<u>589,978</u>	<u>14</u>	<u>585,077</u>	<u>14</u>
3200	Capital surplus	753,628	18	802,178	20
	Retained earnings				
3310	Legal reserve	442,504	11	378,207	9
3320	Special reserve	118,821	3	108,988	3
3350	Unappropriated earnings	698,718	17	741,905	18
3300	Total retained earnings	<u>1,260,043</u>	<u>31</u>	<u>1,229,100</u>	<u>30</u>
3400	Other equity	(87,295)	(2)	(118,821)	(3)
31XX	Total equity attributable to owners of the Company	<u>2,516,354</u>	<u>61</u>	<u>2,497,534</u>	<u>61</u>
3XXX	Total equity	<u>2,516,354</u>	<u>61</u>	<u>2,497,534</u>	<u>61</u>
	Total equity and liabilities	<u>\$ 4,096,064</u>	<u>100</u>	<u>\$ 4,080,995</u>	<u>100</u>

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

Chairman : Wang Yi Yu

General Manager : Yi Wei Chang

Accounting Officer : Jing Yi Chen

ALLTOP TECHNOLOGY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2022 and 2021

Expressed in thousands of New Taiwan
Dollars, except EPS expressed in NTD

C o d e	2022		2021	
	A m o u n t	%	A m o u n t	%
	Operating revenue (Note 4, 25, 32 and 38)			
4100	\$ 2,309,878	100	\$ 2,619,822	100
	Operating costs (Note 11, 26, and 32)			
5110	(1,238,252)	(54)	(1,395,876)	(53)
5900	<u>1,071,626</u>	<u>46</u>	<u>1,223,946</u>	<u>47</u>
	Operating expenses (Note 26)			
6100	(128,276)	(5)	(141,715)	(6)
6200	(278,805)	(12)	(292,215)	(11)
6300				
	(72,627)	(3)	(78,301)	(3)
6450				
	(14,497)	(1)	1,043	-
6000	(494,205)	(21)	(511,188)	(20)
6900	<u>577,421</u>	<u>25</u>	<u>712,758</u>	<u>27</u>
	Non-operating income and expenses			
7100	52,092	2	39,368	2
7010	10,835	-	12,433	-
7020	37,055	2	10,447	-
7050	(11,203)	-	(8,030)	-
7060				
	<u>1,111</u>	<u>-</u>	<u>3,028</u>	<u>-</u>
7000	<u>89,890</u>	<u>4</u>	<u>57,246</u>	<u>2</u>

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C o d e		2022		2021	
		A m o u n t	%	A m o u n t	%
7900	Profit from continuing operations before tax	\$ 667,311	29	\$ 770,004	29
7950	Income tax expenses (Note 4 and 27)	(113,225)	(5)	(126,832)	(5)
8200	Profit	<u>554,086</u>	<u>24</u>	<u>643,172</u>	<u>24</u>
	Other comprehensive income (Note 4, 23, 24, and 27)				
8310	Items not to be reclassified into profit or loss :				
8311	Remeasurements of defined benefit plans	1,359	-	(257)	-
8349	Income tax related to items of other comprehensive income not to be reclassified to profit or loss	(272)	-	<u>52</u>	-
		<u>1,087</u>	<u>-</u>	(<u>205</u>)	<u>-</u>
8360	Items that may be subsequently reclassified into profit or loss :				
8361	Exchange differences on translation of foreign financial statements	39,942	2	(12,564)	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method (Note 13)	(535)	-	272	-
8399	Income tax related to items of other comprehensive income may be reclassified to profit or loss	(7,881)	(1)	<u>2,459</u>	-
		<u>31,526</u>	<u>1</u>	(<u>9,833</u>)	<u>-</u>
8300	Other comprehensive income (net of tax)	<u>32,613</u>	<u>1</u>	(<u>10,038</u>)	<u>-</u>
8500	Total comprehensive income	<u>\$ 586,699</u>	<u>25</u>	<u>\$ 633,134</u>	<u>24</u>
	Earnings per share (Note 28)				
	From continuing operations				
9710	Basic	<u>\$ 9.41</u>		<u>\$ 11.19</u>	
9810	Diluted	<u>\$ 8.75</u>		<u>\$ 10.21</u>	

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

Chairman : WangYi Yu General Manager : YiWei Chang Accounting Officer : JingYi Chen

ALLTOP TECHNOLOGY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2022 and 2021

Expressed in thousands of New Taiwan Dollars

		<u>E q u i t y a t t r i b u t a b l e t o t h e o w n e r s o f t h e C o m p a n y</u>									
		<u>S h a r e c a p i t a l</u>					<u>R e t a i n e d e a r n i n g s</u>			<u>O t h e r e q u i t y</u>	
<u>Code</u>		<u>Share (thousand)</u>	<u>A m o u n t</u>	<u>Capital collected in a d v a n c e</u>	<u>Capital surplus</u>	<u>Legal reserve</u>	<u>Special reserve</u>	<u>Unappropriated retained earnings</u>	<u>Exchange differences on translation of foreign financial s t a t e m e n t s</u>	<u>Total equity</u>	
A1	Balance at January 1, 2021	72,916	\$ 729,158	\$ -	\$ 629,301	\$ 326,265	\$ 137,964	\$ 544,816	(\$ 108,988)	\$ 2,258,516	
	Appropriation and distribution of 2020 earnings (Note 24)										
	Balance at January 1, 2021										
B1	Special reserve	-	-	-	-	51,942	-	(51,942)	-	-	
B3	Cash dividends of ordinary shares	-	-	-	-	-	(28,976)	28,976	-	-	
B5	Legal reserve	-	-	-	-	-	-	(422,912)	-	(422,912)	
C15	Distribution of cash dividend using capital reserve (Note 24)	-	-	-	(102,082)	-	-	-	-	(102,082)	
I1	Conversion of convertible bonds (Note 20 and 24)	3,536	35,356	2,853	274,959	-	-	-	-	313,168	
E3	Capital reduction by cash (Note 24)	(18,229)	(182,290)	-	-	-	-	-	-	(182,290)	
D1	Profit of 2021	-	-	-	-	-	-	643,172	-	643,172	
D3	Other comprehensive income of 2021, net of tax	-	-	-	-	-	-	(205)	(9,833)	(10,038)	
D5	Total comprehensive income of 2021	-	-	-	-	-	-	642,967	(9,833)	633,134	
Z1	Balance at December 31, 2021	58,223	582,224	2,853	802,178	378,207	108,988	741,905	(118,821)	2,497,534	
	Appropriation and distribution of 2021 earnings (Note 24)										
B1	Legal reserve	-	-	-	-	64,297	-	(64,297)	-	-	
B3	Special reserve	-	-	-	-	-	9,833	(9,833)	-	-	
B5	Cash dividends of ordinary shares	-	-	-	-	-	-	(524,230)	-	(524,230)	
C5	Equity component of convertible bonds (Note 20 and 24)	-	-	-	46,024	-	-	-	-	46,024	
C15	Distribution of cash dividend using capital reserve (Note 24)	-	-	-	(128,717)	-	-	-	-	(128,717)	
I1	Conversion of convertible bonds (Note 20 and 24)	775	7,754	(2,853)	34,143	-	-	-	-	39,044	
D1	Profit of 2022	-	-	-	-	-	-	554,086	-	554,086	
D3	Other comprehensive income of 2022, net of tax	-	-	-	-	-	-	1,087	31,526	32,613	
D5	Total comprehensive income of 2022	-	-	-	-	-	-	555,173	31,526	586,699	
Z1	Balance at December 31, 2022	58,998	\$ 589,978	\$ -	\$ 753,628	\$ 442,504	\$ 118,821	\$ 698,718	(\$ 87,295)	\$ 2,516,354	

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

Chairman : WangYi Yu

General Manager : YiWei Chang

Accounting Officer : JingYi Chen

ALLTOP TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2022 and 2021

Expressed in thousands of New Taiwan Dollars

<u>C o d e</u>		<u>2022</u>	<u>2021</u>
	Cash flows from operating activities		
A10000	Profit before tax	\$ 667,311	\$ 770,004
A20010	Items of income and expense :		
A20300	Expected credit impairment losses (reversal gains)	14,497	(1,043)
A20100	Depreciation expenses	166,914	165,543
A20200	Amortization expenses	3,743	3,481
A20900	Financial costs	11,203	8,030
A22300	Share of profit or loss of associates and joint ventures accounted for using equity method	(1,111)	(3,028)
A21200	Interest revenue	(52,092)	(39,368)
A23700	Losses for market price decline and obsolete and slow-moving inventories	26,805	48,482
A22500	Loss from disposal of property, plant and equipment	1,281	1,018
A20400	Net losses (gains) on financial assets/liabilities at fair value through profit or loss	29,160	(24,255)
A24100	Foreign exchange net losses (gains)	(15,182)	5,606
A30000	Net changes in operating assets and liabilities		
A31115	Financial assets mandatorily measured at fair value through profit or loss	(19,684)	57,421
A31130	Notes receivables	(21,212)	4,246
A31150	Accounts receivables	236,814	(245,069)
A31160	Accounts receivables — related parties	203	(92)
A31180	Other receivables	217	193
A31200	Inventories	39,200	(109,086)
A31240	Other current assets	5,123	9,594
A32110	Financial liabilities held for trading	-	(49)
A32125	Contract liabilities	10,502	5,950
A32150	Accounts payables	(104,767)	29,110
A32160	Accounts payables — related parties	(7,860)	2,559
A32180	Other payables	(15,993)	26,911
A32200	Provisions	(582)	(989)
A32240	Net defined benefit assets — non- current	(1,410)	(2)
A32230	Other current liabilities	(713)	4,266
A33000	Cash flows generated from operations	972,367	719,433

(continued on next page)

(continued)

<u>C o d e</u>		<u>2022</u>	<u>2021</u>
A33300	Interest paid	(\$ 1,008)	(\$ 1,887)
A33500	Income taxes paid	(125,735)	(132,170)
AAAA	Net cash inflows (outflows) provided by operating activities	<u>845,624</u>	<u>585,376</u>
	Cash flows from investing activities		
B00040	Acquisition of financial assets at amortized cost	(1,324,438)	(2,238,892)
B00050	Disposals of financial assets at amortized cost	1,365,564	1,016,981
B02400	Proceeds from capital reduction of investments accounted for using equity method	-	911
B02700	Acquisition of property, plant and equipment	(100,842)	(203,375)
B02800	Proceeds from disposal of property, plant and equipment	43	1,140
B03700	Increase in refundable deposits	(28)	(121)
B04300	Increase in other receivables — related parties	-	(68)
B04400	Decrease in other receivables — related parties	98	-
B04500	Acquisition of intangible assets	(2,188)	(1,414)
B06700	Increase in other non-current assets	(5,621)	(5,395)
B07500	Interest received	22,195	25,265
B07600	Dividends from associates received	<u>-</u>	<u>911</u>
BBBB	Net cash outflows provided by investing activities	(<u>45,217</u>)	(<u>1,404,057</u>)
	Cash flows from financing activities		
C00100	Increase in short-term borrowings	69,000	730,000
C00200	Decrease in short-term borrowings	(669,000)	(150,000)
C01200	Issuance of convertible bond	808,000	-
C09900	Debts issuance costs paid	(5,158)	-
C04020	Repayments of lease principal	(733)	(598)
C04500	Distribution of cash dividends	(652,944)	(524,992)
C04700	Capital reduction by cash	<u>-</u>	<u>(182,290)</u>
CCCC	Net cash outflows provided by financing activities	(<u>450,835</u>)	(<u>127,880</u>)
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>19,851</u>	(<u>8,660</u>)
EEEE	Increase (decrease) in cash and cash equivalents	369,423	(955,221)
E00100	Cash and cash equivalents at the beginning of period	<u>245,531</u>	<u>1,200,752</u>
E00200	Cash and cash equivalents at the end of period	<u>\$ 614,954</u>	<u>\$ 245,531</u>

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

Chairman : WangYi Yu General Manager : YiWei Chang Accounting Officer : JingYi Chen

ALLTOP TECHNOLOGY CO., LTD.
Comparison Table for Partial Articles of “Sustainable Development Best Practice Principles” before and after Amendment

After Amendment	Before Amendment	Additional Note
<u>Article 27-1</u> <u>The Company is advised to continue to contribute resources to cultural and artistic activities or cultural and creative industries through donation, sponsorship, investment, procurement, strategic cooperation, corporate voluntary technical services or other support modes to promote cultural development.</u>	None.	This Article is added per 28 December 2022 Public Announcement No. Securities-GTSM-Supervision-11100730371 of the GreTai Securities Market on the amendment to partial articles of “Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies”.

VIII.Appendices

Appendix 1

ALLTOP TECHNOLOGY CO., LTD.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company is incorporated in accordance with the Company Act and registered under the business name of “凡甲科技股份有限公司 (ALLTOP TECHNOLOGY CO., LTD.)”.

Article 2: The Company’s scope of services is set out hereunder:

- 1.F106030 Wholesale of Die.
- 2.F113010 Wholesale of Machinery.
- 3.F113020 Wholesale of Household Appliance.
- 4.F118010 Wholesale of Computer Software.
- 5.F119010 Wholesale of Electronic Materials.
- 6.F106010 Wholesale of Hardware.
- 7.I599990 Other Designing.
- 8.CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing.
- 9.I301010 Software Design Services.
- 10.F213030 Retail Sale of Computers and Clerical Machinery Equipment.
- 11.F213040 Retail Sale of Precision Instruments.
- 12.F213060 Retail Sale of Telecommunication Apparatus.
- 13.E605010 Computer Equipment Installation.
- 14.E701010 Telecommunications Construction.
- 15.F113050 Wholesale of Computers and Clerical Machinery Equipment.
- 16.F218010 Retail Sale of Computer Software.
- 17.F219010 Retail Sale of Electronic Materials.
- 18.F401010 International Trade.
- 19.F113070 Wholesale of Telecommunication Apparatus.
- 20.F113030 Wholesale of Precision Instruments.
- 21.CC01070 Telecommunication Equipment and Apparatus Manufacturing.
- 22.CC01080 Electronics Components Manufacturing.
- 23.CE01010 General Instrument Manufacturing.
- 24.CC01060 Wired Communication Equipment and Apparatus Manufacturing.
- 25.CC01110 Computer and Peripheral Equipment Manufacturing.
- 26.CC01120 Data Storage Media Manufacturing and Duplicating.
- 27.CQ01010 Die Manufacturing.
28. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in New Taipei City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 4: Announcements of the Company are made pursuant to the Company Act and regulations of competent authorities.

Article 5: The Company may make re-investments to the external as the needs of the business may require, and may be a shareholder of unlimited liability in another company following resolutions by the Board of Directors. The total amount of such investments is not restricted by regulations provided for in Article 13 of the Company Act.

Article 6: The Company may make endorsements and guarantees externally as the needs of the business may require.

Chapter 2 Shares

Article 7: The total amount of the Company's capital is NT\$ ONE BILLION AND TWO HUNDRED MILLION (1,200,000,000) only, which is divided into ONE HUNDRED AND TWO MILLION (120,000,000) shares, with a value per share of NT\$ TEN (10), with the unissued shares to be issued as ordinary or preferred shares by installments by the Board of Directors under authorization. The Company has also set aside from the aforesaid capital NT\$ TWENTY MILLION (20,000,000) for the issuance of employee stock options, preferred shares with warrants or equity warrant bonds subscriptions at TWO MILLION (2,000,000) shares, with a value per share of NT\$ TEN (10), with the unissued shares to be issued by installments by the Board of Directors. The Company may be exempted from printing any share certificate for the shares issued, and shall register the issued shares with a centralized securities depository enterprise.

Article 7-1: Deleted.

Article 8: The rights, obligations and other important issuance terms of preferred shares are as follows:

1. If there is a profit after tax in after closing of accounts, the Company shall first make up the losses for the preceding years, and then set aside a legal reserve of the net profit. Aside from the aforesaid legal reserve, the Company may, under its regulations, set aside another sum as special reserve or make reversals thereof; if there are still earnings after the aforesaid distribution, the Company may distribute in priority the dividend distributable for the preferred shares in the current year.
2. The dividend rate of preferred shares is capped at eight percent (8%) per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Board of Directors under authorization may set the exdividend date for payments of dividends for the previous fiscal year following ratification of financial statements in the regular shareholders' meeting each year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the preferred shares remained outstanding in that year.
3. The Company has sole discretion on the distribution of preferred share dividends. If there is no profit or insufficient profit for distributing dividends of preferred shares in the fiscal year, the Company may decide not to distribute preferred share dividends by resolution, and the shareholder of preferred shares does not hold the right to object. Preferred shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are profits.

4. Except as the receipt of dividends set forth in subparagraph 2 herein, shareholders of the preferred share are not entitled to distribution of profits and capital reserves in cash or capitalized portion in relation to common stock.
5. The shareholders of preferred shares and shareholders of ordinary shares have the same pre-emptive rights to the Company's newly issued shares for cash.
6. The priority of shareholders of this preferred share is higher than shareholders of ordinary share in distribution of the remaining properties of the Company, and the shareholders of various preferred share issued by the Company are of identical compensation order and are preceded by general creditors; however, the amount shall be limited to the values as calculated by issuance price of the issued and outstanding preferred shares upon distribution.
7. Shareholders of preferred share are not granted voting rights or number of votes exercisable in elections; however, they may be elected as directors of the Company; they are granted voting rights in the special shareholders' meetings or the regular shareholders' meetings in which the proposals involve rights and obligations of a shareholder of preferred share.
8. Where the preferred share issued by the Company is convertible may not be converted within one (1) year from the date of issuance. The Board of Directors under authorization may adopt the conversion period(s) in the actual issuance condition(s) of preferred shares. Shareholders of the convertible preferred shares may apply for conversion of part or all of preferred shares held by the rate of one (1) preferred share to one (1) ordinary share (conversion ratio 1:1). The rights and obligations for owners of ordinary shares shall apply to those of the ordinary shares converted from the convertible preferred shares. The distribution of dividends in the year the preferred shares is converted is based on the proportion of actual outstanding days of the year to number of days of the year. Shareholders converting their convertible preferred shares to ordinary shares prior to record date for ex-right/dividend of dividend distribution are not entitled to preferred share dividend distribution on the year of distribution and dividend distributions from the following years, yet they are entitled to distributions of the profits from the ordinary shares and capital reserve in the current year.
9. The preferred share does not have a maturity date, and shareholders of this preferred share may not require the Company to redeem this preferred share at his/her possession; however, the Company may redeem all or part of this preferred share any time after five (5) years of issuance at the actual issuance price or in accordance with relevant issuance regulations. Rights and obligations under the issuance conditions as provided for in this Article remain effective to unredeemed portions of this preferred share until the shares are redeemed. In case the Company has resolved the dividend distribution for the year the redemption of preferred share is made, the dividend required to be distributed as of redemption date shall be calculated based on actual outstanding days for such shares in the year.
10. The Board of Directors is authorized to perform over-the-counter matters in relation to the preferred share and the converted common stocks in consideration of the Company status and market circumstances.

Name, issuance date and concrete issuance condition(s) and other relevant matters of this preferred share are adopted based on capital market circumstances and

subscription willingness by the investors and in accordance with these Articles of Incorporation and relevant laws and regulations by the Board of Directors under authorization upon issuance.

Article 9: Stocks of the Company are in form of registered shares, and the share certificates shall be affixed with the signatures or personal seals of the directors representing the Company, and shall be duly certified or authenticated by the attestation bank for the issuance of share certificates to certify shares under the laws before issuance thereof. The Company may print its share certificate in combined form following total number of shares in each issuance of new shares, and the Company shall entrust the centralized securities depository enterprise on depository affairs. The Company may, in response to requests of the centralized securities depository enterprise, perform a merger for reissuance of securities in larger denominations. The Company may be exempted from printing its share certificates for issued shares and securities, and shall register the issued shares with a centralized securities depository enterprise.

Article 10: Except as otherwise provided in laws and regulations or securities regulations, stock affairs of the Company stocks by shareholders of the Company shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Chapter 3 Shareholders' Meeting

Article 11: Shareholders' meetings of the Company are of two kinds, which shall be convened by the Board of Directors in accordance with relevant laws and regulations: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six (6) months after close of each fiscal year. Special meeting of shareholders are held when necessary. A meeting for the shareholders of preferred shares may be convened in accordance with relevant laws and regulations when deemed necessary. Transfer of shares will not be altered within sixty (60) days prior to the convening date of a regular shareholders' meeting, or within thirty (30) days prior to the convening date of a special shareholders' meeting, or within five (5) days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Article 11-1: The Company's shareholders' meeting can be held by means of visual communication network or other methods announced by the Ministry of Economic Affairs.

Article 12: Where a shareholder is unable to attend a shareholders' meeting in person, the shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney issued by the Company stating therein the scope of power authorized to the proxy. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed three percent (3%) of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

The written proxy as referred to in the preceding paragraph shall be served to the Company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two (2) or more written proxies are received from one shareholder, the first one received by the company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

- Article 13: Except in the non-voting rights otherwise provided for in relevant laws and regulations, a shareholder of the Company shall have one voting power in respect of each share in his/her/its possession.
- Article 14: Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws and regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. Shareholders of the Company may exercise his/her/its voting power by way of electronic transmission. A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person. Relevant affairs shall be handled in accordance with applicable laws and regulations.
- Article 15: The Company's shareholders' meetings shall be convened by the Board of Directors and chaired by the Chairman. When the Chairman is unable to exercise the powers of the chair, the Chairman shall appoint one of the directors to act as chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair. Whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.
- Article 16: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting may be effected via public disclosure by entering such information into the Market Observation Post System.
- Article 16-1 Revocation of the Company's public offering shall be made following approval by the Board of Directors before submitting to a shareholders' meeting for resolution. Such revocation shall be made in accordance with the Company Act and relevant laws and regulations.
- Article 16-2: Except as otherwise provided for in the applicable laws and regulations, a shareholders' meeting may resolve the following matters:
1. Adoption of and amendment to the Company's Articles of Incorporation;
 2. Election of directors;
 3. Ratification of statements prepared by the Board of Directors, reports by the Audit Committee, and proposals of profits distribution or making up of losses;
 4. Resolutions on decrease of capital; and
- Other important matters and matters required to be resolved by a shareholders' meeting pursuant to applicable laws and regulations.

Chapter 4 Directors and Audit Committee

- Article 17: The Company shall have seven (7) to eleven (11) directors to be elected at the shareholders meeting from among the individuals of legal capacity, with the term of three years. All directors shall be eligible for re-election. For the number of directors of the Company, the directors shall include not less than three (3) independent director members, and not less than one-fifth of the director seats shall be held by independent directors.

A nomination system is adopted in the Company's election of directors, with non-independent and independent nominated respectively and elected at the same time in a shareholders' meeting. The number of said directors shall be calculated separately.

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 17-1: Where the Company establishes its Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act, the appointment of supervisors shall not apply.

Provisions on supervisors under the Securities and Exchange Act, the Company Act and other laws shall apply to the Audit Committee mutatis mutandis.

The Audit Committee shall be composed of the entire number of independent directors. Number or Audit Committee members, terms of office, authorities, and rules of procedure for its meetings shall be performed in accordance with organizational charter for the Audit Committee otherwise adopted pursuant to applicable laws and regulations.

Article 17-2: Deleted.

Article 18: In case the directors of the Company establish the Board of Directors, they shall elect a chairman of the Board from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman shall externally represent the Company. In case the Chairman of is on leave or absent or can not exercise his power and authority for any cause, the director to act on his behalf shall be designated in accordance with Article 208 of the Company Act.

Article 19: The compensation of all directors for acting duties for the Company shall be given regardless of business profit or loss. The Board of Directors is authorized to determine the amount of compensation to the directors of the Company based on the directors' level of operational participation as well as value of the contribution, with reference to the peer payment level. If there is a profit, the distribution of remuneration shall be done following Article 25 hereof.

The Company may, with assignments to the Board of Directors under authorization, obtain liability insurance for all directors with respect to liabilities resulting from exercising their duties during their terms of directorship.

Article 20: When the number of directors falls short by one third (1/3) of the total number or all independent directors have been dismissed, the Board of Directors shall call a special shareholders' meeting within sixty (60) days from the date of occurrence to hold a by-election to fill the vacancies, whose terms of office are limited to the unexpired term of office of the predecessor.

Article 21: A director unable to attend the meeting in person may appoint another director to attend the meeting as his/her proxy.

Article 22: Except as otherwise stated in the Company Act, a resolution on a matter at a Board of Directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

Article 22-1: Deleted.

Article 22-2: Duties of the Board of Directors are as follows:

1. Approval of the Company's business guidelines and planning.
2. Approval of the Company's budget(s) and review of the Company's final account(s).
3. Approval of the Company's organizational charter.

4. Approval of the Company's important regulations.
5. Drafting of increase/decrease to the Company's capital and approval of stock issuance.
6. Drafting of the Company's profits distribution or proposal for making up of losses.
7. Resolutions for issuance of the Company's corporate bonds.
8. Resolutions for plans to repurchase the Company's shares.
9. Appointment and discharge of the Company's managerial personnel (incl. internal audit supervisors).
10. Approval of acquisition or disposal of important assets,
11. Decisions made in the Company's regular or special shareholders' meetings.
12. Appointment of directors and supervisors of subsidiaries of the Company.
13. Other matters provided for by laws and regulations or under authorization of the shareholders' meeting.

Article 22-3: Deleted.

Article 22-4: The Board of Directors of the Company shall convene its meetings at least once every quarter. For the convening of the Board of Directors, the reasons for calling a Board of Directors meeting shall be notified to each director seven (7) days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The above notice in respect of convening the meeting may be done by facsimile (fax) or by electronic mail (E-mail) in lieu of writing.

Chapter 5 Managerial Officer

Article 23: The Company may have managers, whose appointment, discharge and compensation shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 24: After the close of each fiscal year, the following reports and statements shall be prepared by the Board of Directors, and shall be submitted to the regular meeting of shareholders for ratification:

1. Report on Operations.
2. Financial Statements.
3. Proposals Concerning Appropriation of Net Profits of Making Up.

Article 25: If there is profit at the end of each fiscal year, a ratio between four percent (4%) and ten percent (10%) as Employees' Remuneration shall be distributed in form of share or cash following resolutions by the Board. Employees entitled to receive such Remunerations may including the employees of subsidiaries of the Company meeting certain specific requirement; and a ratio no more than two percent (2%) as Directors' Remuneration from the aforesaid profit may be distributed by the Board. However, the Company's accumulated losses shall have been covered first before any distribution based on the said percentages.

Article 26: If there is a profit after closing of accounts, the Company shall first make up the losses for the preceding years, and then set aside a legal reserve of ten percent (10%) of the profit. Where such legal reserve amounts are to the total paid-in capital, this provision shall not apply. Aside from the aforesaid legal reserve, the Company may, under its regulations, set aside another sum as special reserve or make reversals

thereof; if there are earnings, the Company may distribute in priority the dividend distributable for the preferred shares in the current year; if there are still earnings after the aforesaid distribution, a proposal for distribution of such earnings combined with cumulative undistributed earnings may be proposed by the Board of Directors and submit to the shareholders' meeting for resolution and distribution.

The Company's dividend policy, in cooperation with future development plans of the Company and in consideration of investment circumstances, needs for funds and domestic and oversea competitions as well as shareholders' equity, stipulates that a portion no less than fifty percent (50%) of the surplus as shareholders' dividends and bonuses to be distributed in form of cash or stock, among which such dividends and bonuses paid in cash shall not be less than ten percent (10%) of such distribution.

Chapter 7 Additions

Article 27: In regard to all matters not provided for in these Articles of Incorporation, the Company Act and other relevant laws and regulations shall govern.

Article 28: Organizational charters and additional regulations of the Company shall be adopted otherwise by the Board of Directors.

Article 29: These Articles of Incorporation are agreed to and signed on October 27, 1998.

The 1st Amendment was made on August 5, 1999.

The 2nd Amendment was made on July 5, 2002.

The 3rd Amendment was made on May 5, 2003.

The 4th Amendment was made on July 1, 2003.

The 5th Amendment was made on October 8, 2004.

The 6th Amendment was made on June 22, 2005.

The 7th Amendment was made on June 1, 2006.

The 8th Amendment was made on May 15, 2007.

The 9th Amendment was made on June 13, 2008.

The 10th Amendment was made on May 15, 2009.

The 11th Amendment was made on May 27, 2010.

The 12th Amendment was made on June 27, 2012.

The 13th Amendment was made on June 16, 2016.

The 14th Amendment was made on June 21, 2019.

The 15th Amendment was made on June 19, 2020.

The 16th Amendment was made on July 5, 2021.

The 17th Amendment was made on June 23, 2022.

ALLTOP TECHNOLOGY CO., LTD.

Chairman: WangYi Yui

ALLTOP TECHNOLOGY CO., LTD.
Rules of Procedure for Shareholders Meetings

Article 1: To establish a strong governance system and sound supervisory capabilities for ALLTOP'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/TPEX Listed Companies.

Article 2: The rules of procedures for ALLTOP'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, ALLTOP's shareholders meetings shall be convened by the board of directors.

Changes to how ALLTOP convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

ALLTOP 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 or supervisors, 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. ALLTOP 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. If, however, ALLTOP has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, ALLTOP 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 ALLTOP and the professional shareholder services agent designated thereby.

ALLTOP shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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 or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of ALLTOP, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, 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 and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to ALLTOP 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 ALLTOP 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, ALLTOP 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, ALLTOP 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 ALLTOP 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 ALLTOP before five days before the date of the shareholders meeting. When the 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 ALLTOP, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to ALLTOP 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.

If, after a proxy form is delivered to ALLTOP, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to ALLTOP 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 ALLTOP, 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.

The restrictions on the place of the meeting shall not apply when ALLTOP convenes a virtual-only shareholders meeting.

Article 6: ALLTOP shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable

personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. ALLTOP 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.

ALLTOP 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.

ALLTOP 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 or supervisors, 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.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with ALLTOP two days before the meeting date.

In the event of a virtual shareholders meeting, ALLTOP shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1: To convene a virtual shareholders meeting, ALLTOP shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting

shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

D. Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.

3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

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.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as 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 supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with 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.

ALLTOP 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: ALLTOP, 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.

Where a shareholders meeting is held online, ALLTOP shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by ALLTOP, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by ALLTOP during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

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, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or 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. In the event of a virtual shareholders meeting, ALLTOP shall also declare the meeting adjourned at the virtual meeting platform.

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. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to ALLTOP in accordance with Article 6.

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 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 chairperson 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 chairperson 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 chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chairperson 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 chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed and call for a vote.

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 chairperson.

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 chairperson, 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 chairperson 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 chairperson and the shareholder that has the floor; the chairperson 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 chairperson may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting

platform from the chairperson declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12: Voting at a shareholders meeting shall be calculated based 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 ALLTOP, 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 ALLTOP holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that ALLTOP avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to ALLTOP 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 correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to ALLTOP, 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 correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in ALLTOP's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairperson or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chairperson 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 ALLTOP.

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.

When ALLTOP convenes a virtual shareholders meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately.

When ALLTOP convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14: The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by ALLTOP, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.

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 chairperson 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.

ALLTOP 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 chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of ALLTOP.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chairperson's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other

force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, ALLTOP shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

Article 16: On the day of a shareholders meeting, ALLTOP shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, ALLTOP shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During ALLTOP's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, ALLTOP 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 chairperson 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 ALLTOP, the chairperson may prevent the shareholder from so doing.

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

Article 18: When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson 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: In the event of a virtual shareholders meeting, ALLTOP shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20: When ALLTOP convenes a virtual-only shareholders meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

Article 21: In the event of a virtual shareholders meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for

proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When ALLTOP convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the first paragraph, ALLTOP shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, ALLTOP shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.

Article 22: When convening a virtual-only shareholders meeting, ALLTOP shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 23: 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.

Article 24: These Rules are agreed to and signed on June 27, 2012.

The 1st Amendment was on June 17, 2013.

The 2nd Amendment was on June 10, 2015.

The 3rd Amendment was on June 23, 2022.

ALLTOP TECHNOLOGY CO., LTD.
Shareholding Status of the Directors

- (1) The Company's paid-in capital is NT\$589,978,310, which is divided into 58,997,831 shares.
- (2) In accordance with Article 26 of the Securities and Exchange Act, the total registered shares owned by all directors shall not be fewer than 4,719,826 shares.
- (3) Shareholding by individual and all directors recorded on shareholder's roster as of book closure date (April 23, 2023) for this Regular Shareholders' Meeting is as follows:

April 23, 2023

Account No.	Title	Name	Shares Held	
			Shares	Shareholding Percentage
10330	Chairman	HoYuan Investment Co., Ltd. -Rep. WangYi Yu	938,026	1.59%
68424	Director	PanJit Int'l Inc. -Rep. MingTsun Fang	11,315,009	19.18%
405	Director	YanHua Investment Ltd. -Rep. YiWei Chang	1,300,000	2.20%
4832	Director	JuiTsan Investment Co., Ltd. -Rep. ChuLin Chen	987,882	1.67%
37797	Director	TaChinYen Co., LTD. -Rep. JenYen Tung	418,677	0.71%
68424	Director	PanJit Int'l Inc. -Rep. Arthur Chang	11,315,009	19.18%
29	Director	YueHsia Lin	550,686 (note: Including the number of trust shares that retain the right to exercise decisions 202,585 shares)	0.93%
-	INED	ChunChin Pu	-	-
-	INED	ChihFung Chiang	-	-
-	INED	LienWan Lu	-	-
Total Shares Held by All Directors			15,510,280	26.28%