

Code: 8105

GIANTPLUS TECHNOLOGY CO., LTD.
2021 ANNUAL GENERAL SHAREHOLDERS' MEETING
MEETING HANDBOOK (Translation)

Date: June 30, 2021

(The English translation is prepared in accordance with the Chinese version and is for reference purpose only. If there is any inconsistency between the Chinese version and this translation, the Chinese version shall prevail.)

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GIANTPLUS TECHNOLOGY CO., LTD.
2021 Annual General Shareholders' Meeting

Meeting Agenda

- I. Time: 9:00 a.m., June 30, 2021 (Wednesday)
- II. Place: No.15, Industrial Rd., Lu-Chu Li, Tofen, Miaoli, Taiwan, R.O.C. (Tofen Factory)
- III. Chairman: TAMURA TAKAYUKI, Chairman of the Board of Directors
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I. Report Items

(1) 2020 Business Report

Explanatory Notes: The Business Report is attached hereto as Attachment 1 (Please refer to pages 6-7 for details).

(2) 2020 Audit Committee's Review Report

Explanatory Notes: The Report by Audit Committee is attached hereto as Attachment 2 (Please refer to page 8 for details).

(3) Amendments to Procedures for Codes of Ethical Conduct

Explanatory Notes: The Amendments to Procedures for Ethical Management and Guidelines for Conduct Report is attached hereto as Attachment 3 (Please refer to pages 9-11 for details).

(4) Amendments to Corporate Governance Best Practice Principles Report

Explanatory Notes: The Amendments to Corporate Governance Best Practice Principles Report is attached hereto as Attachment 4 (Please refer to pages 12-32 for details)

(5) Amendments to Corporate Social Responsibility Best Practice Principles Report

Explanatory Notes: The Amendments to Corporate Social Responsibility Best Practice Principles Report is attached hereto as Attachment 5 (Please refer to pages 33-40 for details)

II. Recognition Items

(1) To Accept 2019 Business Report and Financial Statements

(Proposed by the board of directors of the Company (hereinafter "the Board of Directors"))

Explanatory Notes:

1. The Company's 2020 Financial Statements were audited by independent auditors, Yi-Chun Chen and Chung-Yi Chiang of KPMG, reviewed by the Company's audit committee and approved in the Board Meeting on March 23, 2021.
2. 2020 Business Report, Independent Auditors' Report and Financial Statements are attached hereto as Attachment 1 (Please refer to pages 6-7 for details) and Attachment 6 to 7 (Please refer to pages 41-56 for details).

Resolution:

(2) To Approve the Proposal for 2020 Deficit Compensation
(Proposed by the Board of Directors)

Explanatory Notes:

1. The net loss after tax in 2020 was NT\$1,090,187,194. After the deficit compensation, the ending balance of the 2020 undistributed earnings was NT\$0.
2. The Statement of 2020 Deficit Compensation is shown below.

Unit: NT\$	
Beginning balance of undistributed earnings of 2020	832,733,000
2020 Net loss after tax	(1,090,187,194)
Re-measurement of net defined benefit plans	202,727
Reversal of special reserve	14,410,603
Ending balance of deficit yet to be compensated of 2020	(242,840,864)
Compensating deficit items: Statutory reserve	
Special reserve	177,220,179
Ending balance of undistributed earnings of 2020	65,620,685
	0

Chairman: General Manager: Accounting Supervisor:

Resolution:

III. Discussion Items

(1) Proposal to Release the Board of Directors from Non-Competition Restrictions (Proposed by the Board of Directors)

Explanatory Notes:

1. Pursuant to Article 209 of the Company Act, to propose to obtain the approval from the Shareholders' Meeting to release the following representative directors of TOPPAN PRINTING CO., LTD. from non-competition restrictions: Director TAMURA TAKAYUKI, Director NUMAZAWA SADAHIRO and Director NAKAMURA KOJI. The directors and the business activities concerned are shown below.

Director	List of Business Activities
TOPPAN PRINTING CO., LTD. TAMURA TAKAYUKI	Manager of Business Department, TOPPAN PRINTING CO., LTD. Electronics Division ORTUS Subdivision
TOPPAN PRINTING CO., LTD. NUMAZAWA SADAHIRO	Manager of Business Department and Manager of Business Strategy Department, TOPPAN PRINTING CO., LTD. Electronics Division ORTUS Subdivision
TOPPAN PRINTING CO., LTD. NAKAMURA KOJI	General Manager, TOPPAN PRINTING CO., LTD. Electronics Division ORTUS Subdivision

Resolution:

(2) Amendments to the Articles of Incorporation (Proposed by the Board of Directors)

Explanatory Notes:

In order to update the Company's Name in English, it is proposed to amend the Company's "Articles of Incorporation." Please refer to Attachment 8, page 51, for the "Comparison Table for the Amendments of Articles of Incorporation Before and After Revision."

Resolution:

(3) Amendments to the Rules for Director Elections

(Proposed by the Board of Directors)

Explanatory Notes:

In order to amend and simplify the procedures for director nomination, it is proposed to amend the Company's "Rules for Director Elections." Please refer to Attachment 9, page 58-62, for the "Comparison Table for the Amendments of Rules for Director Elections Before and After Revision."

Resolution:

(4) Amendments to the Rules and Procedures for Shareholders' Meetings

(Proposed by the Board of Directors)

Explanatory Notes:

In order to enhance corporate governance and protect the rights of shareholders, it is proposed to amend the Company's "Rules and Procedures for Shareholders' Meetings." Please refer to Attachment 10, pages 63, for the "Comparison Table for the Amendments of Rules and Procedures for Shareholders' Meetings Before and After Revision."

Resolution:

IV. Extraordinary Motions

V. Meeting Adjourned

Attachment 1: Business Report

Looking back at 2020, COVID-19 dominated the world's economic performance as the pandemic spread around rapidly in the first quarter, causing consumer consumption to shrink expeditiously as well as restricting enterprises' manufacturing and selling activities. With the further spread of virus around the world, the pandemic reached its peak in the second quarter, further slowing down the world's economic activities, whilst the disagreement to reduce global oil output caused the oil price to decrease rapidly. The International Monetary Fund (IMF) published the World Economic Outlook and warned that the world economy is facing the most severe recession since the Great Depression in the 1930s. Even though each country has proposed various stimulus plans along with the release of vaccines, economic activities were still unable to recover completely. However, the world's economy has gradually started to recover over the year, and IMF adjusted the world economy reduction percentage from -4.4% to -3.5%.

In terms of industries, the COVID-19 pandemic disrupted the world's manufacturing and supply chains and changed people's lifestyles from different aspects. The rise of "stay-at-home economy" caused the TFT-LCD industry to become under-supplied in the second half of the year, therefore various Korean manufacturers announced to delay ceasing of the TFT-LCD production. Since the economy has started to slowly recover, related supply chains also faced increasing demands from the market, resulting in a tight supply and demand ratio. The Company did its best to enhance the dispatching of parts and materials to normalize the manufacturing processes of the factories, while also improving the quality management ability and cost competitiveness to strengthen its place in the small and medium size niche markets.

In terms of financial performance and profitability under the impact of COVID-19 pandemic, the consolidated revenue for 2020 decreased by 18.79% compared to 2019. The gross profit of the consolidated business for the year was NT\$146 million and the gross profit margin was 2.04%. The operating loss for the year was NT\$775 million. In terms of non-operating income and expenses, an asset impairment of NT\$349 million was recognized in the fourth quarter. The consolidated net loss for the year was NT\$1,090 million; net loss per share was NT\$2.47, and the book value per share was NT\$15.78.

With respect to research and development, we enhanced the following aspects in 2020: (1) extension of time used and enhancement of display quality on low power consumption micro transmissive panels, which are mainly applied on wearable devices and outdoor products; (2) extension of service life by combining use of thin film solar cell and low power consumption outdoor products; (3) development of "Switchable" anti-peeping technology, reinforcing privacy protection when using 3C products in both indoors and outdoors; (4) technology of photo-alignment + photo-alignment polarizing plate + B/L patch structure, which meets the requirement of OEM5.1 specifications; (5) continuous development of TFT backboard technology to be used on non-liquid-crystal display, which can later be implemented to the medical X-Ray Detector; (6) development and customization of LCM+CTP Total Solution.

With respect to business promotion and development, the Company continued to focus on small and medium size markets with high added value. We also tried our best to meet customer's needs for technology differentiation and the demand for customized display designs in order to enforce customer loyalty. Simultaneously, we placed a strict control on expenses and reinforced cooperation with TOPPAN PRINTING Co., Ltd., which enabled the Company to refine its technology and quality to maximize production output "quantity" and production line "quality" moving forward, as genuine appreciation for our shareholders and suppliers for their continuous support and trust.

Chairman:

General Manager:

Accounting Supervisor:

Attachment 2: Audit Committee's Review Report

The Board of Directors has prepared the Company's 2020 Business Report, Financial Statements and loss make-up proposal. The Financial Statements were audited by Yi-Chun Chen and ChungYi Chiang, CPAs from KPMG. The 2020 Business Report, Financial Statements, and proposal for loss make-up have been audited by us, the Audit Committee of the Company, and were deemed appropriate. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report. Please review.

Giantplus Technology Co., Ltd.

Chairman of the Audit Committee: JAU-SHIN HON

On the date of March 23, 2021

Attachment 3

GIANTPLUS TECHNOLOGY CO., LTD.

Code of Ethical Conduct

Article 1 (Purpose of and basis for adoption)

In recognition of the necessity to assist the Company and its subsidiary to act in line with ethical standards, and to help interested parties better understand that all employees must comply with the ethical standards, the Company establishes a Code of Ethical Conduct with reference to these Guidelines.

Article 2 (Applicable personnel)

For the purposes of the Code, the term "employees of the Company" shall refer to any director and managerial officer (as regulated by the Securities and Exchange Act) of the Company and its subsidiaries.

Article 3 (Principle of integrity)

The Company's directors and managerial officer shall have a proactive and responsible attitude when performing duties and abandon any individualism to focus on teamwork, as well as abiding by the principle of honesty and integrity.

Article 4 (Prevention of conflicts of interest)

The Company's directors and managerial officer shall handle the business affairs objectively and effectively, and shall avoid any conflict of interest when they and/or their spouses, parents, children, or relatives up to the second degree of kinship, would gain any unjustified benefit because of the position of the aforementioned Company's directors and managerial officer within the Company.

In addition, whenever the Company and its subsidiaries offers financial loans, provides guarantees, makes significant asset deals, or trades goods or services with companies affiliated to the parties referred above, the Company's directors and managerial officer shall inform the Company that there is no potential conflict of interest.

Article 5 (Pursuit of personal gain is prohibited)

The Company's directors and managerial officer shall not engage in the following:

1. Make or gain any personal profit by taking advantage of the Company's property or information, or because of their positions at the Company.
2. Moreover, the directors and managerial officer shall not engage in competition with the Company, unless it is consented by the Company at the shareholder's meeting or approved at the board meeting. Should an opportunity arise to increase the Company's profit, the Company's directors and managerial officer are encouraged to seize all the duly legal profit that's possible.

Article 6 (Confidentiality)The Company’s directors and managerial officer shall keep private any information, affairs or client data which is considered confidential, unless such information is required to be disclosed by means of a legal warrant. It shall also keep private any previously undisclosed information that might impair the Company or any of its clients if it is used or divulged by any competitor.

Article 7 (Fair Trade)

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

Directors and managerial officers, when performing job duties, shall not request, agrees to accept, deliver or accept any form of gratuity, entertainment, rebate, bribe, or any undue profit. However, the restriction is not applicable if gratuity or entertainment conforms to social norms or is allowed by the Company’s policy.

Article 8 (Safeguarding and proper use of company assets)

Directors and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes.

Article 9 (Legal compliance)

Directors and managerial officers shall comply with the Company Act, the Securities and Exchange Act and other applicable laws, regulations, and bylaws, and raise awareness about moral behavior.

The Company and subsidiaries shall raise awareness of ethics internally and encourage employees to report to a director,, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the Code of Ethical Conduct and provide sufficient information for the Company to take appropriate actions later on.

To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the Company will use its best efforts to ensure the safety of informants and protect them from reprisals.

Article 10

Disciplinary measures

Should any directors or managerial officers violate the Code of Ethical Conduct, the Company will respond according to any applicable rules and regulations.

The Company shall establish an appeal procedure that the violator of the Code of Ethical Conduct can adhere to, should they wish to defend themselves against the proposed sanctions.

Article 11 (Procedures for exemption)

The Code of Ethical Conduct adopted by the Company must require that any exemption from compliance with the Code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay to the directors of the Company, any other individual prescribed by law or the TWSE securities listing regulations.

Any request for exemption or review shall be conducted by the Company's Board of Directors.

Article 12 (Method of disclosure) The Company shall disclose the details of the Code on the official website, in the annual reports and prospectuses and in the Market Observation Post System (MOPS). This also applies to any of its amendments.

Article 13

The Code of Ethical Conduct, and any amendments hereto, shall obtain consent from the audit committee before being implemented by resolution of the board of directors, and shall be reported to the shareholders' meeting. The same shall apply for any amendments thereafter.

Article 14

1. The Code of Ethical Conduct was enacted on December 24, 2012.
2. The 1st Amendment was made on March 6, 2014.
3. The 2nd Amendment was made on March 17, 2016.
4. The 3rd Amendment was made on March 23, 2021.

Attachment 4

GIANTPLUS TECHNOLOGY CO., LTD. Corporate Governance Best Practice Principles

Chapter I Encouraging Shareholders to Participate in Corporate Governance

Article 1

To establish sound corporate governance systems, GIANTPLUS be followed by principles the Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX) hereby jointly adopted, establishing an effective corporate governance framework and disclosing them through the Market Observation Post System (MOPS).

Article 2

When setting up the corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE or TPEX, and other relevant regulations, GIANTPLUS shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Fulfill the function of audit committees.
4. Respect the rights and interests of stakeholders.
5. Enhance information transparency.

Article 3

GIANTPLUS shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct reviews of the system from time to time in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.

GIANTPLUS shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee or independent directors shall also attend to and supervise these matters.

The management of GIANTPLUS shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the board of directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

Article 3-1

GIANTPLUS is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the Company, business situations and management needs, and shall appoint in accordance with the requirements of the competent authorities or TWSE a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in a securities, financial, or futures related institution or a public company in handling legal affairs, legal compliance, internal audit, financial affairs, stock affairs, or corporate governance affairs. The corporate governance affairs mentioned in the preceding paragraph shall include at least the following items:

1. Handling matters relating to board meetings and shareholders meetings according to laws.
2. Preparing the board meeting minutes and shareholders meeting minutes.
3. Assisting in onboarding and continuous development of directors and independent directors
4. Furnishing information required for business execution by directors and independent directors.
5. Assisting directors and independent directors with legal compliance.
6. Other matters set out in the Articles of Incorporation or contracts.

Chapter II Protection of Shareholders' Rights and Interests

Section 1 Encouraging Shareholders to Participate in Corporate Governance

Article 4

The corporate governance system shall be designed to protect shareholders' rights and interests and treat all shareholders equitably.

GIANTPLUS shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.

Article 5

GIANTPLUS shall convene shareholders meetings in accordance with the Company Act and relevant laws and regulations and provide comprehensive rules for such meetings. GIANTPLUS shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings.

Resolutions adopted by shareholders meetings of GIANTPLUS shall comply with laws, regulations and Articles of Incorporation.

Article 6

The board of directors of GIANTPLUS shall properly arrange the agenda items and procedures, formulate principles and operating procedures for shareholders to nominate directors, independent directors, and proposals for the shareholders' meeting. The board of directors shall also properly deal with the proposals duly submitted by the shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location, with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. Shareholders may not be arbitrarily required to provide additional documentation beyond proof of eligibility to attend; and shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.

The shareholders' meeting convened by the board of directors with the board chairperson chair the meeting, and more than half of the directors (including at least one independent director), convener of the audit committee (or more than half of the audit committee members), and other functional committee members at least one representative shall be present in person. Attendance details also shall be recorded in the shareholders meeting minutes.

Article 7

GIANTPLUS shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secured basis. GIANTPLUS shall seek all ways and means, including fully exploiting technologies for information disclosure, upload annual reports, annual financial statements, notices, agendas, and supplementary information of shareholders meetings in both Chinese and English concurrently, and shall adopt electronic in order to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with laws.

GIANTPLUS is advised to avoid raising extraordinary motions and amendments to original proposals.

GIANTPLUS arranges voting on each separate proposal in the shareholders meeting agenda for their shareholders, and following conclusion of the meeting, enters the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, on the Market Observation Post System.

Article 8

GIANTPLUS in accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors.

The shareholders meeting minutes shall be properly and perpetually kept by the Company during its legal existence and should be sufficiently disclosed on the Company's website.

Article 9

The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.

In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, it is advisable for the members of the board of directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10

GIANTPLUS shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the company.

To treat all shareholders equally, it is advisable that the company concurrently disclose the material information under the preceding paragraph in English.

To protect its shareholders' rights and interests and ensure their equal treatment, GIANTPLUS shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

The matters in the preceding paragraph shall include the stock trading control measures taken by the Company's insiders from the date they learn of the Company's financial report or the Company's related performance content.

Article 11

The shareholders shall be entitled to profit distributions by GIANTPLUS. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the board of directors and the reports submitted by the audit committee, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector to examine the accounting records, property, particulars, documents and records of specific transaction of the Company.

The board of directors, audit committee and managers of GIANTPLUS shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any circumvention, obstruction or rejection.

Article 12

In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, GIANTPLUS shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

When GIANTPLUS is involved in a merger, acquisition or public tender offer, in addition to proceeding in accordance with the applicable laws and/or regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger, acquisition or public tender offer, but information disclosure and the soundness of the company's financial structure thereafter.

The relevant personnel of GIANTPLUS handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

Section 2 Establishing a Mechanism for Interaction with Shareholders

Article 13

In order to protect the interests of the shareholders, it is advisable that GIANTPLUS designates personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes. It shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the Company's Articles of Incorporation, or that such damage was caused by a breach of applicable laws, regulations or the Company's Articles of Incorporation by any directors or managers in performing their duties.

Article 13-1

The Company is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of company's objectives.

Article 13-2

In addition to communicating with shareholders through shareholders meetings and encouraging shareholders to participate in such meetings, GIANTPLUS together with officers shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and expound company policies explicitly, in order to gain shareholders' support.

Section 3 Corporate Governance Relationships Between the Company and Its Affiliated Enterprises

Article 14

GIANTPLUS shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15

Unless otherwise provided by the laws and regulations, a manager of GIANTPLUS may not serve as a manager of its affiliated enterprises.

A director who engages in any transaction for himself or on behalf of another person that is within the scope of the company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

Article 16

In compliance with applicable laws and regulations, GIANTPLUS shall establish sound objectives and systems for management of finance, operations, and accounting. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers and implement the necessary control mechanisms to reduce credit risk.

Article 17

When GIANTPLUS engages in inter-company business transactions with its affiliated enterprises, a written agreement governing the relevant financial and business operations between them shall be entered into by both parties. When contracts are signed, price and payment terms must be specified definitively, and non-arm's length transactions shall be prohibited.

All transactions or contracts made by and between GIANTPLUS and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channeling of profits is strictly prohibited.

Article 18

A corporate shareholder having controlling power over GIANTPLUS shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.

2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director.
3. It shall comply with relevant laws, regulations and the Articles of Incorporation of the Company in nominating directors and shall not act beyond the authority granted by the shareholders meeting or board meeting.
4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.
6. The representative that is designated when a corporate shareholder has been elected as a director shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19

GIANTPLUS shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

GIANTPLUS shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the company or the shareholding stake thereof is on the top 10 list, provided however that the company may set up a lower shareholding threshold according to the actual shareholding stake that may control the company.

Chapter III Enhancing the Functions of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20

The board of directors of GIANTPLUS shall direct company strategies, supervise the management, and be responsible to the company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the board of directors complies with laws, regulations, its Articles of Incorporation, and the resolutions of its shareholders meetings.

The structure of GIANTPLUS' board of directors shall be determined by choosing an appropriate number of board members in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

The composition of the board of directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as company officers not exceed one-third of the total number of the board members, and that an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:
 1. Ability to make operational judgments.
 2. Ability to perform accounting and financial analysis.
 3. Ability to conduct management administration.
 4. Ability to conduct crisis management.
 5. Knowledge of the industry.
 6. An international market perspective.
 7. Leadership skills.
 8. Ability to make policy decisions.

Article 21

GIANTPLUS shall, according to the principles for the protection of shareholder rights and interests and equitable treatment of shareholders, establish a fair, just, and open procedure for the election of directors, encourage shareholder participation, and adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views. Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of GIANTPLUS.

When the director discharge for any reason, and there are fewer than five people, the Company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the Articles of Incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s).

The aggregate shareholding percentage of all the directors of GIANTPLUS shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22

GIANTPLUS shall adopt the candidate nomination system for elections of directors pursuant to the laws and regulations of the competent authority, and carefully evaluate the qualifications of the nominees, and the existence of any other matters set forth in Article 30 of the Company Act with respect to the director candidates recommended by shareholders or directors, and also in accordance with Article 192-1 of the Company Act.

Article 23

Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of GIANTPLUS and those of its president.

It is inappropriate for the chairperson to also act as the president.

Section 2 Independent Director System

Article 24

GIANTPLUS shall appoint independent directors in accordance with its Articles of Incorporation. They shall be not less than two in number and not less than one-fifth of the total number of directors.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings. Applicable laws and regulations shall be observed and, in addition, it is not advisable for an independent director to hold office concurrently as a director (including independent director) or supervisor of more than five other TWSE/TPEX listed companies. Independent directors shall also maintain independence within the scope of their directorial duties and may not have any direct or indirect interest in the company.

If GIANTPLUS and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director, supervisor or managerial officer as a candidate for an independent director of the other, GIANTPLUS shall, at the time it receives the nominations for independent directors, disclose the fact and explain the suitability of the candidate for independent director. If the candidate is elected as an independent director, GIANTPLUS shall disclose the number of votes cast in favor of the elected independent director. The “group enterprises and organizations” in the preceding paragraph comprise the subsidiaries of GIANTPLUS, any foundation to which GIANTPLUS’ cumulative direct or indirect contribution of funds exceeds 50 percent of its endowment, and other institutions or juristic persons that are effectively controlled by the company.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange.

Article 25

GIANTPLUS shall submit the following matters to the board of directors for approval by resolution as provided in the Securities and Exchange Act. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. A matter bearing on the personal interest of a director.
4. A material asset or derivatives transaction.
5. A material monetary loan, endorsements, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

Article 26

GIANTPLUS or other members of the Board of Directors shall not obstruction, rejection or circumvention independent directors from performing their duties.

GIANTPLUS shall stipulate the remuneration of the directors according to applicable laws and regulations. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the Company and shall also take the overall operational risks of the company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

Section 3 Audit and Functional Committees

Article 27

For the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors of GIANTPLUS, in consideration of the company's scale and type of operations and the number of its board members, may set up functional committees for auditing, remuneration, nomination, risk management or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection, corporate social responsibility, or other committees, and expressly provide for them in the Articles of Incorporation.

Functional committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval, provided that the performance of supervisor's duties by the audit committee pursuant to paragraph 4, Article 14-4 of the Securities and Exchange Act shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the company for exercise of power by the committee.

Article 28

GIANTPLUS audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE.

Article 28-1

GIANTPLUS shall establish a remuneration committee and more than half of its members should be held by independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.

Article 28-2

GIANTPLUS is advised to establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the company's internal control system for management purposes.

Article 29

In order to improve the quality of financial reports, GIANTPLUS shall establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

The accounting staff involved in the preparation of financial reports shall also attend more than six hours of professional courses per year, and their training may be by participating in the Company's internal education and training or professional courses organized by relevant training institutions.

GIANTPLUS shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the company shall faithfully implement improvement actions.

GIANTPLUS shall evaluate the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually. In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

Article 30

It is advisable that GIANTPLUS engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the directors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors or the management are involved in litigation or a dispute with shareholders, the company shall retain a legal counsel to assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the company.

Section 4 Rules for the Proceedings and Decision-Making Procedures of Board Meetings

Article 31

The board of directors of GIANTPLUS shall meet at least once every quarter or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than 7 days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the board of directors.

GIANTPLUS shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 32

Company directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

Article 33

When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of GIANTPLUS shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board of directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the board of directors meeting. In any of the following circumstances, decisions made by the board of directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS before two hours of the beginning's trading hours on the first business day following the date of the Board of Directors meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the audit committee (if the company has set up an audit committee) but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.

Article 34

Staff personnel of GIANTPLUS attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations. The minutes of the board of director meetings shall be signed by the chairperson and secretary of the meeting and sent to each director and supervisor within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

A company shall record on audio or video tape the entire proceedings of a board of directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise. If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the board of directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35

GIANTPLUS shall submit the following matters to its board of directors for discussion:

1. Corporate business plans.
2. Annual and semi-annual financial reports, except for semi-annual financial reports which, under relevant laws and regulations, need not be CPA audited and attested.
3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and evaluation of effectiveness of an internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The performance assessment and the standard of remuneration of the managerial officers.
7. The structure and system of director's remuneration.
8. The appointment or discharge of a financial, accounting, or internal audit officer.
9. A donation to a related party or a major donation to a non-related party, however a charity donation of disaster relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.
10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or to be submitted to a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the board of directors for discussion under the preceding paragraph, when the board of directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its articles of incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36

GIANTPLUS shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation. The board of directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

Section 5 Fiduciary Duty, Duty of Care and Responsibility of Directors

Article 37

Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.

It is advisable that GIANTPLUS shall formulate methods and procedures for evaluating board performance. In addition to the regular annual self-evaluation of the board and individual directors, it may also engage external professional institutions or undertake any other appropriate measures to conduct the performance evaluation. A performance assessment of the board of directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs:

1. The degree of participation in the Company's operations.
2. Improvement in the quality of decision making by the board of directors.
3. The composition and structure of the board of directors.
4. The election of the directors and their continuing professional education.
5. Internal controls.

The performance assessments of board members shall include the following aspects, with appropriate adjustments made on the basis of the Company's needs:

1. Their grasp of the Company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the Company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

It is advisable that GIANTPLUS shall conduct a performance evaluation of the functional committee which includes the following aspects, and also take into account the need of the Company:

1. The degree of participation in the company's operations.
2. Recognition of the responsibilities of the functional committee.
3. Improve the decision-making quality of functional committees.
4. The composition of the functional committee and the selection of its members.
5. Internal control.

GIANTPLUS is advised to submit the results of the performance evaluation to the Board of Directors and use it as a reference for directors' remuneration and a nomination for renewal.

Article 37-1

It is advisable that GIANTPLUS shall establish a succession plan for the management. The development and implementation of such plans shall be periodically evaluated by the Board of Directors to ensure sustainable operation.

Article 37-2

The Board of Directors shall evaluate and monitor the following aspects of the Company's direction of operation and performance in connection with intellectual properties, to ensure the Company develops an intellectual property regulatory system in accordance with the Plan-Do-Check-Act cycle:

1. Formulate intellectual property management policies, objectives, and systems that are linked with the operational strategies.
2. Develop, implement and maintain on the basis of scale and form its management systems governing the procurement, protection, maintenance and utilization of intellectual properties.
3. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property management system.
4. Observe the internal and external risks and opportunities that intellectual property management may present and adopt corresponding measures.
5. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property management regime meet the Company's expectations.

Article 38

If a resolution of the board of directors violates law, regulations or the company's articles of incorporation, then at the request of shareholders holding shares continuously for a year or an independent director to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the company would suffer material injury, members of the board of directors shall immediately report to the audit committee, an independent director member of the audit committee, or a supervisor in accordance with the foregoing paragraph.

Article 39

GIANTPLUS is advised to take out directors' liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the company and shareholders arising from the wrongdoings or negligence of a director.

After GIANTPLUS took out or renewed the liability insurance for the directors, it is advised to report the insured amount, coverage, premium rate, and other major contents of the liability insurance at the next board meeting.

Article 40

Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEx Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

Chapter IV Respecting Stakeholders' Rights

Article 41

GIANTPLUS shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders of the company, respect and safeguard their legal rights and interests, and designate a stakeholder section on its website. When any of a stakeholder's legal rights or interests is harmed, the company shall handle the matter in a proper manner and in good faith.

Article 42

GIANTPLUS shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the company and its decision making process. When any of their legal rights or interest is harmed, the company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

Article 43

GIANTPLUS shall establish channels of communication with employees and encourage employees to communicate directly with the management, directors, or independent directors so as to reflect employees' opinions about the management, financial conditions, and material decisions of the Company concerning employee welfare.

Article 44

In developing its normal business and maximizing the shareholders' interest, GIANTPLUS shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the Company's social responsibility.

Chapter V Improving Information Transparency

Section 1 Enhancing Information Disclosure

Article 45

GIANTPLUS shall faithfully fulfill its obligation to disclose information in accordance with the relevant laws and the related TWSE rules.

GIANTPLUS shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 46

In order to enhance the accuracy and timeliness of the material information disclosed, GIANTPLUS shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the company's financial and business conditions and who are capable of coordinating among departments for gathering relevant information and representing the company in making statements independently.

GIANTPLUS shall appoint one or more acting spokespersons who shall represent the Company. When the spokesperson cannot perform his/her duties, any of the acting spokespersons shall be able to speak publicly on behalf of the spokesperson, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, GIANTPLUS shall unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 47

In order to keep shareholders and stakeholders fully informed, GIANTPLUS is advised to utilize the convenience of the Internet and set up a website containing the information regarding the Company's finances, operations, and corporate governance. GIANTPLUS also shall be furnish the financial, corporate governance, and other relevant information in English. To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 48

GIANTPLUS shall hold an investor conference in compliance with the regulations of the TWSE and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry through the website established by the company, or through other channels, in accordance with the TWSE rules.

Section 2 Disclosure of Information on Corporate Governance

Article 49

GIANTPLUS shall disclose and update from time to time the following information regarding corporate governance in the fiscal year in accordance with laws and regulations and TWSE rules:

1. Corporate governance framework and rules.
2. Ownership structure and the rights and interests of shareholders, including specific and explicit dividend policy).
3. Structure, professionalism and independence of the board of directors.
4. Responsibility of the board of directors and managerial officers.
5. Composition, duties and independence of the audit committee.
6. Composition, duties and operation of the remuneration committee.
7. The remuneration paid to the directors, president and vice president in the last two fiscal years, the analysis of the percentage of total remuneration to net profit after tax in the parent company only financial reports or individual financial reports, the policy, standard and package of remuneration payment, the procedure for determination of remuneration and the connection with the operation performance and future risk. Under special individual circumstances, remuneration of individual directors shall be disclosed.
8. The progress of training of directors.
9. The rights, relationships, avenues for complaint, concerns, and appropriate response mechanism regarding stakeholders.
10. Details of the events subject to information disclosure required by law and regulations.
11. The enforcement of corporate governance, differences between the corporate governance principles implemented by the company and these Principles, and the reason for the differences.
12. Other information regarding corporate governance.

GIANTPLUS is advised, according to the actual performance of the corporate governance system, to disclose the plans and measures to improve its corporate governance system through appropriate mechanisms.

Chapter VI Supplementary Provisions

Article 50

GIANTPLUS shall at all times monitor domestic and international developments in corporate governance as a basis for review and improvement of the Company's own corporate governance mechanisms, so as to enhance their effectiveness.

Article 51

The Principle shall be implemented after obtaining approval by the board of directors; the same shall apply to amendments.

Article 52

The Principles were enacted on December 25, 2014.

The Principles were first amended on March 27, 2017.

The Principles were second amended on March 23, 2021.

Attachment 5

GIANTPLUS TECHNOLOGY CO., LTD. Corporate Social Responsibility Best Practice Principles

Chapter I General Principles

Article 1

The Company promulgates corporate social responsibility principles in accordance with Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies to fulfill the corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development.

Article 2

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

Article 3

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

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

Article 4

To implement corporate social responsibility initiatives, the company are advised to follow the principles below:

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

Article 5

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

Chapter II Exercising Corporate Governance

Article 6

The Company are advised to follow the Corporate Governance Best Practice Principles, the Ethical Corporate Management and Guidelines for Conduct, and the Code of Ethical Conduct for the Company to establish effective corporate governance frameworks and relevant ethical standards to enhance corporate governance.

Article 7

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

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

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

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the Company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8

The Company are advised to, on a regular basis, organize education and training on the implementation of corporate social responsibility initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

Article 9

For the purpose of managing corporate social responsibility initiatives, the Company are advised to establish an exclusively dedicated unit to be in charge of proposing and enforcing the corporate social responsibility policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

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

Article 10

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

Chapter III Fostering a Sustainable Environment

Article 11

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

Article 12

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

Article 13

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

1. Collecting sufficient and up-to-date information to evaluate the impact of the company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Reviewing the environmental sustainability objectives and goals on a regular basis.

Article 14

The Company is advised to establish a dedicated unit or assign dedicated personal for maintaining relevant environment management systems and hold environment education courses for their managerial officers and other employees on a periodic basis.

Article 15

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

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

Article 16

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

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

Article 17

The Company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt climate related measures.

The Company are advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.
2. Indirect greenhouse gas emissions: emissions resulting from the generation of externally purchased or acquired electricity, heating, or steam.

The Company are advised to compile statistics on greenhouse gas emissions, volume of water consumption and total weight of waste and to establish policies for energy conservation, carbon and greenhouse gas reduction, reduction of water consumption or management of other wastes to minimize the impact of their business operations on climate change.

Chapter IV Preserving Public Welfare

Article 18

The Company shall comply with relevant laws and regulations, fulfill its responsibility to protect human rights and comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities. The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. A company shall respond to any employee's grievance in an appropriate manner.

Article 19

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

Article 20

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

The Company shall organize training on safety and health for their employees on a regular basis.

Article 21

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

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

Article 22

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

The Company all respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives.

The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

Article 22-1

The Company treats consumers or consumer in a fair and reasonable way, including the principle of contractual fairness and integrity, attention and loyalty obligations, truthful advertising, merchandise or service suitability , informing and disclosure, remuneration and performance equity, appeal protection, professionalism of business personnel to protect customer or consumer rights.

Article 23

The Company shall take responsibility for their products and services and take marketing ethics seriously.

Article 24

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

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

Article 25

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

Article 26

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

The Company are advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, The Company are advised to assess whether there is any record of a supplier's impact on the environment and society and avoid conducting transactions with those against corporate social responsibility policy. When the Company enter into a contract with any of their major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

Article 27

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

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

Chapter IV Enhancing Disclosure of Corporate Social Responsibility Information

Article 28

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

Relevant information relating to corporate social responsibility which the Company shall disclose includes:

1. The policy, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility initiatives, as resolved by the board of directors.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Goals and measures for realizing the corporate social responsibility initiatives established by the companies, and performance in implementation.
4. Major stakeholders and their concerns.
5. Other information relating to corporate social responsibility initiatives.

Article 29

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

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing corporate social responsibility initiatives.
2. Major stakeholders and their concerns.
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
4. Future improvements and goals.

Chapter VI Supplementary Provisions

Article 30

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

Article 31

The Principle and any amendments hereto are approved by Audit Committee and shall be implemented after adoption by resolution of the board of directors and reported to the shareholders meeting.

Article 32

The Principles were enacted on December 25, 2014.

The Principles were first amended on March 27, 2017.

The Principles were second amended on March 23, 2021.

Attachment 6: Non-consolidated Financial Statements

Independent Auditors' Report

To the Board of Directors of Giantplus Technology Co., Ltd.:

Opinion

We have audited the financial statements of Giantplus Technology Co., Ltd. (“the Company”), which comprise the balance sheets as of December 31, 2020 and 2019, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and its financial performance and its cash flows for the year ended December 31, 2020 and 2019 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 Certification of Financial Statements by Certified Public Accountants and the 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 Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 financial statements of the current period. 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.

1. Revenue recognition

Please refer to Note 4(o) and Note 6(v) for the “Revenue” section of the financial statements.

Description of key audit matter:

Revenue of the Company is generated in accordance with the sellers and buyers' trading terms, and it is recognized when the obligation and the risk of loss are transferred from sellers to buyers. The revenue can be fluctuated during different season since the touch panel industry changes rapidly which will increase the risk of inappropriate revenue recognition timing, therefore, we identified revenue recognition as one of our key audit matters.

How the matter was addressed in our audit:

As mentioned above, our principal audit procedures included understanding the internal control of revenue cycle and testing the effectiveness of related controls, selecting samples and verifying relevant documents to ensure the amount of revenue is accurate and the recognition timing is proper, understanding whether significant sales returns exist in subsequent period.

2. Impairment of Non-financial Assets

For details of the impairment valuation of non-financial assets, please refer to Note 4(m), 5(b) and 6(i).

Description of key audit matter:

Due to the economic downturn and growing competition within panel industry, material risk in impairment of non-financial assets might exist. The Company used its estimated future cash flows discounted by the adequate discount rate to measure the recoverable amount of the cash-generating-units. The future cash flows were estimated based on how assets are utilized, useful lives of assets, and estimated income and expenses in the future. Since the estimate involved several assumptions, such as determination of discount rate and future financial projections which were easily affected by management judgement and with high uncertainty, we identified the impairment of non-financial assets as one of our key audit matters.

How the matter was addressed in our audit:

As mentioned above, our principal audit procedures included assessing the reasonableness of expected operating revenue, gross profit and changes in expenses by comparing historical results; understanding the key assumptions used by management in estimating future cash flows; reviewing the parameters of discount rate including the risk-free rate of return on equity capital and the risk factor of the industry.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, interpretation as well as related guidance endorsed 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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, 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit.

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

The engagement partners on the audit resulting in this independent auditors' report are Yi-Chun Chen and Chung-Yi Chiang.

KPMG

Taipei, Taiwan (Republic of China)

March 23, 2021

Notes to Readers

The accompanying parent company only financial statements are intended only to present the statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD.

Balance Sheets

December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

		<u>December 31, 2020</u>		<u>December 31, 2019</u>				<u>December 31, 2020</u>		<u>December 31, 2019</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>			<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 1,882,435	14	1,817,490	12	2100	Short-term borrowings (note 6(m))	\$ 990,000	7	250,000	2
1110	Current financial assets at fair value through profit or loss (note 6(b))	-	-	123	-	2120	Current financial liabilities at fair value through profit or loss	423	-	-	-
1136	Current financial assets at amortised cost, net (note 6(d))	1,859	-	-	-		(note 6(b))				
1170	Accounts receivable, net (note 6(e))	1,180,756	9	1,521,317	10	2170	Accounts payable	1,254,127	9	1,288,450	9
1181	Accounts receivable due from related parties (notes 6(e)&7)	59,184	-	81,196	1	2180	Accounts payables to related parties (note 7)	779,662	6	1,331,437	9
1200	Other receivables (notes 6(f)&7)	99,942	-	81,499	1	2200	Other payables	687,690	5	703,368	5
1310	Inventories (note 6(g))	1,056,509	8	1,202,109	8	2220	Other payables to related parties (note 7)	1,894,957	14	1,830,197	12
1476	Other current financial assets (note 6(l))	10,692	-	-	-	2230	Current tax liabilities	-	-	12,369	-
1479	Other current assets (note 7)	233,653	2	319,899	2	2280	Current lease liabilities (note 6(o))	3,454	-	4,650	-
	Total current assets	<u>4,525,030</u>	<u>33</u>	<u>5,023,633</u>	<u>34</u>	2322	Long-term borrowings, current portion (note 6(n))	110,967	1	110,968	1
Non-current assets:						2399	Other current liabilities (notes 6(v)&7)	209,633	1	180,591	1
1550	Investments accounted for using equity method (note 6(h))	3,490,554	26	3,558,437	25		Total current liabilities	<u>5,930,913</u>	<u>43</u>	<u>5,712,030</u>	<u>39</u>
1600	Property, plant and equipment (notes 6(i), 7&8)	5,628,069	41	6,023,488	41	Non-Current liabilities:					
1755	Right-of-use assets (note 6(j))	6,701	-	9,380	-	2540	Long-term borrowings (note 6(n))	610,323	5	721,290	5
1780	Intangible assets (note 6(k))	10,218	-	16,027	-	2550	Non-current provisions (note 6(q))	95,238	1	95,238	1
1840	Deferred tax assets (note 6(s))	-	-	28,924	-	2570	Deferred tax liabilities (note 6(s))	25,432	-	11,659	-
1980	Other non-current financial assets (note 6(l))	3,000	-	-	-	2580	Non-current lease liabilities (note 6(o))	3,281	-	4,762	-
1900	Other non-current assets (note 8)	3,345	-	8,434	-	2640	Net defined benefit liability, non-current (note 6(r))	15,954	-	17,652	-
	Total non-current assets	<u>9,141,887</u>	<u>67</u>	<u>9,644,690</u>	<u>66</u>	2670	Other non-current liabilities	16,966	-	17,154	-
							Total non-current liabilities	<u>767,194</u>	<u>6</u>	<u>867,755</u>	<u>6</u>
							Total liabilities	<u>6,698,107</u>	<u>49</u>	<u>6,579,785</u>	<u>45</u>
						Equity (note 6(t)):					
						3110	Ordinary shares	4,415,449	33	4,415,449	30
						3200	Capital surplus	2,618,982	19	2,618,982	18
						Retained earnings:					
						3310	Legal reserve	177,220	1	177,220	1
						3320	Special reserve	188,540	1	231,028	1
						3350	Unappropriated retained earnings	(257,251)	(2)	834,399	6
						Other equity interest:					
						3410	Exchange differences on translation of foreign financial statements	(128,094)	(1)	(142,504)	(1)
						3420	Unrealized gain (loss) on financial assets measured at fair value through other comprehensive income	(46,036)	-	(46,036)	-
							Total equity	<u>6,968,810</u>	<u>51</u>	<u>8,088,538</u>	<u>55</u>
Total assets		<u>\$ 13,666,917</u>	<u>100</u>	<u>14,668,323</u>	<u>100</u>	Total liabilities and equity		<u>\$ 13,666,917</u>	<u>100</u>	<u>14,668,323</u>	<u>100</u>

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD.

Statements of Comprehensive Income
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

		2020		2019	
		Amount	%	Amount	%
4000	Operating revenue(notes 6(v)&7)	\$ 7,095,822	100	8,752,559	100
5000	Operating costs (notes 6(g)&7)	<u>7,098,609</u>	<u>100</u>	<u>8,060,277</u>	<u>92</u>
	Gross profit (loss)	(2,787)	-	692,282	8
5910	Add: Unrealized profit (loss) from sales	18,833	-	(8,935)	-
5920	Realized profit (loss) on from sales	<u>8,935</u>	<u>-</u>	<u>32,870</u>	<u>-</u>
	Gross profit, net	<u>24,981</u>	<u>-</u>	<u>716,217</u>	<u>8</u>
	Operating expenses:				
6100	Selling expenses	288,049	4	327,350	4
6200	Administrative expenses	237,165	3	260,356	3
6300	Research and development expenses	251,951	4	266,793	3
6450	Expected credit loss (gain) (note 6(e))	<u>62,328</u>	<u>1</u>	<u>(8,986)</u>	<u>-</u>
	Total operating expenses	<u>839,493</u>	<u>12</u>	<u>845,513</u>	<u>10</u>
	Net operating (loss) income	<u>(814,512)</u>	<u>(12)</u>	<u>(129,296)</u>	<u>(2)</u>
	Non-operating income and expenses:(note 6(x))				
7100	Interest income	6,627	-	26,285	-
7010	Other income	241,482	3	195,548	2
7020	Other gains and losses	(426,722)	(6)	(550,396)	(6)
7050	Finance costs	(47,636)	-	(65,368)	-
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method (note 6(h))	<u>(11,457)</u>	<u>-</u>	<u>336,011</u>	<u>4</u>
	Total non-operating income and expenses	<u>(237,706)</u>	<u>(3)</u>	<u>(57,920)</u>	<u>-</u>
	(Loss) before tax	(1,052,218)	(15)	(187,216)	(2)
7950	Less: Tax expenses (note 6(s))	<u>37,969</u>	<u>-</u>	<u>13,686</u>	<u>-</u>
	Net loss	<u>(1,090,187)</u>	<u>(15)</u>	<u>(200,902)</u>	<u>(2)</u>
	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	203	-	8,545	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will not be reclassified to profit or loss	<u>203</u>	<u>-</u>	<u>8,545</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	14,410	-	42,488	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>14,410</u>	<u>-</u>	<u>42,488</u>	<u>-</u>
	Other comprehensive income	<u>14,613</u>	<u>-</u>	<u>51,033</u>	<u>-</u>
8500	Comprehensive (loss) income	<u>\$ (1,075,574)</u>	<u>(15)</u>	<u>(149,869)</u>	<u>(2)</u>
	Earnings per share (note 6(u))				
9750	Basic earnings per share (NT dollars)	<u>\$ (2.47)</u>		<u>(0.45)</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ (2.47)</u>		<u>(0.45)</u>	

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD.

Statements of Changes in Equity
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	Share capital	Capital surplus	Legal reserve	Retained earnings		Other equity interest		Total equity
	Ordinary shares			Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	
Balance at January 1, 2019	\$ 4,415,449	2,618,982	177,220	142,453	1,115,331	(184,992)	(46,036)	8,238,407
Loss for the year	-	-	-	-	(200,902)	-	-	(200,902)
Other comprehensive income	-	-	-	-	8,545	42,488	-	51,033
Comprehensive income	-	-	-	-	(192,357)	42,488	-	(149,869)
Appropriation and distribution of retained earnings:								
Special reserve	-	-	-	88,575	(88,575)	-	-	-
Balance at December 31, 2019	4,415,449	2,618,982	177,220	231,028	834,399	(142,504)	(46,036)	8,088,538
Loss for the year	-	-	-	-	(1,090,187)	-	-	(1,090,187)
Other comprehensive income	-	-	-	-	203	14,410	-	14,613
Comprehensive income	-	-	-	-	(1,089,984)	14,410	-	(1,075,574)
Appropriation and distribution of retained earnings:								
Cash dividends of ordinary shares	-	-	-	-	(44,154)	-	-	(44,154)
Reversal of special reserve	-	-	-	(42,488)	42,488	-	-	-
Balance at December 31, 2020	<u>\$ 4,415,449</u>	<u>2,618,982</u>	<u>177,220</u>	<u>188,540</u>	<u>(257,251)</u>	<u>(128,094)</u>	<u>(46,036)</u>	<u>6,968,810</u>

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

	2020	2019
Cash flows from (used in) operating activities:		
Loss before tax	\$ (1,052,218)	(187,216)
Adjustments:		
Adjustments to reconcile profit :		
Depreciation expense	447,447	663,067
Amortization expense	6,489	6,734
Expected credit loss (gain)	62,328	(8,986)
Net gain on financial assets or liabilities at fair value through profit or loss	-	(123)
Interest expense	47,636	65,368
Interest income	(6,627)	(26,285)
Share of (gain) loss of subsidiaries, associates and joint ventures accounted for using equity method	11,457	(336,011)
Gain (loss) on disposal of property, plant and equipment	(90)	(60,379)
Impairment loss on non-financial assets	349,315	499,394
Total adjustments to reconcile profit	917,955	802,779
Changes in operating assets and liabilities:		
Changes in operating assets:		
Financial assets or liabilities at fair value through profit or loss	123	-
Accounts receivable	278,233	135,300
Accounts receivable due from related parties	22,012	(75,507)
Other receivables	(18,241)	69,597
Inventories	145,600	(255,752)
Other current assets	95,282	(104,716)
Total changes in operating assets	523,009	(231,078)
Changes in operating liabilities:		
Financial liabilities held for trading	423	-
Accounts payable	(34,323)	185,342
Accounts payable to related parties	(551,775)	559,824
Other payables	(1,930)	(109,353)
Other payables to related parties	64,760	1,164,676
Other current liabilities	29,042	103,473
Net defined benefit liability	(1,495)	(19,454)
Total changes in operating liabilities	(495,298)	1,884,508
Total changes in operating assets and liabilities	27,711	1,653,430
Total adjustments	945,666	2,456,209
Cash inflow generated from operations	(106,552)	2,268,993
Interest received	6,627	26,285
Interest paid	(52,330)	(42,391)
Income taxes paid	(7,843)	(37,190)
Net cash flows from operating activities	(160,098)	2,215,697
Cash flows from (used in) investing activities:		
Acquisition of financial assets at amortized cost	(1,859)	-
Acquisition of property, plant and equipment	(317,804)	(339,482)
Proceeds from disposal of property, plant and equipment	90	34,557
Acquisition of intangible assets	(408)	(2,141)
Other financial assets	(13,692)	-
Other non-current assets	(119,003)	(86,403)
Dividends received	98,604	-
Net cash flows used in investing activities	(354,072)	(393,469)
Cash flows from (used in) financing activities:		
Increase (decrease) in short-term borrowings	740,000	(150,000)
Repayments of long-term borrowings	(110,968)	(1,434,409)
Repayments of lease liabilities	(5,575)	(5,936)
Other non-current liabilities (decrease)	(188)	(1,743)
Cash dividends paid	(44,154)	-
Net cash flows used in financing activities	579,115	(1,592,088)
Net increase (decrease) in cash and cash equivalents	64,945	230,140
Cash and cash equivalents at beginning of period	1,817,490	1,587,350
Cash and cash equivalents at end of period	\$ 1,882,435	1,817,490

See accompanying notes to parent company only financial statements.

Attachment 7: Consolidated Financial Statements

Independent Auditors' Report

To the Board of Directors of Giantplus Technology Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Giantplus Technology Co., Ltd. and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, 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 consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“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 Certification of Financial Statements by Certified Public Accountants and the 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 Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to Note 4(o) and Note 6(w) for the “Revenue” section of the consolidated financial statements.

Description of key audit matter:

Revenue of Giantplus is generated in accordance with the sellers and buyers' trading terms, and it is recognized when the obligation and the risk of loss are transferred from sellers to buyers. The revenue can be fluctuated during different season since the touch panel industry changes rapidly which will increase the risk of inappropriate revenue recognition timing, therefore, we identified revenue recognition as one of our key audit matters.

How the matter was addressed in our audit:

As mentioned above, our principal audit procedures included understanding the internal control of revenue cycle and testing the effectiveness of related controls, selecting samples and verifying relevant documents to ensure the amount of revenue is accurate and the recognition timing is proper, understanding whether significant sales returns exist in subsequent period.

2. Impairment of Non-financial Assets

For details of the impairment valuation of goodwill and property, plant and equipment, please refer to Note 4(m), 5(b) and 6(j).

Description of key audit matter:

Due to the economic downturn and growing competition within panel industry, impairment of non-financial assets may exist material risk. Giantplus estimates future cash flows based on appropriate discount rates. In determining whether non-financial assets may be impaired, the recoverable amount of the cash generating unit is measured based on how assets are utilized, duration years of assets and projected income and expenses in the future. The estimate involves several assumptions such as determination of discount rates, expected growth rate and future financial projections. As these estimates are dependent upon significant management judgement, we identified impairment of non-financial assets as one of our key audit matters.

How the matter was addressed in our audit:

As mentioned above, our principal audit procedures included assessing the reasonableness of expected operating revenue, gross profit and changes in expenses; understanding the key assumptions used by management in estimating expected future cash flows. We also examined the parameters of discount rates, including the risk-free rate of return on equity capital and the risk factor of the industry.

Other Matter

The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2020 and 2019, on which we have issued an unmodified 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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRC, 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yi-Chun Chen and Chung-Yi Chiang.

KPMG

Taipei, Taiwan (Republic of China)

March 23, 2021

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2020		December 31, 2019				December 31, 2020		December 31, 2019	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 2,410,694	21	1,973,080	16	2100	Short-term borrowings (note 6(n))	\$ 990,000	9	250,000	2
1110	Current financial assets at fair value through profit or loss (note 6(b))	-	-	123	-	2120	Current financial liabilities at fair value through profit or loss (note 6(b))	423	-	-	-
1136	Current financial assets at amortised cost, net (note 6(d))	246,289	2	-	-	2170	Accounts payable	1,439,139	13	1,417,921	12
1170	Accounts receivable, net (note 6(e))	1,191,476	10	1,530,880	12	2180	Accounts payable to related parties (note 7)	166,503	1	184,382	2
1181	Accounts receivable due from related parties (note 6(e)&7)	59,184	1	81,196	1	2200	Other payables	805,685	7	965,607	8
1200	Other receivables (note 6(f)&7)	107,880	1	80,064	1	2220	Other payables to related parties (note 7)	35,346	-	44,332	-
1310	Inventories (note 6(g))	1,167,123	10	1,278,886	11	2230	Current tax liabilities	5,453	-	12,369	-
1476	Other current financial assets (note 6(m))	10,692	-	-	-	2280	Current lease liabilities (note 6(p))	10,834	-	36,457	-
1479	Other current assets (note 7)	247,651	2	394,473	3	2322	Long-term borrowings, current portion (note 6(o))	110,967	1	110,968	1
	Total current assets	<u>5,440,989</u>	<u>47</u>	<u>5,338,702</u>	<u>44</u>	2399	Other current liabilities (notes 6(w)&7)	214,277	2	186,511	2
							Total current liabilities	<u>3,778,627</u>	<u>33</u>	<u>3,208,547</u>	<u>27</u>
Non-current assets:						Non-Current liabilities:					
1600	Property, plant and equipment (notes 6(j), 7&8)	5,997,683	52	6,652,609	55						
1755	Right-of-use assets (note 6(k))	53,188	1	153,259	1	2540	Long-term borrowings (note 6(o))	610,323	5	721,290	6
1780	Intangible assets (note 6(l))	11,306	-	17,561	-	2550	Non-current provisions (note 6(r))	95,238	1	95,238	1
1840	Deferred tax assets (note 6(t))	-	-	28,924	-	2570	Deferred tax liabilities (note 6(t))	25,432	-	41,741	-
1980	Other non-current financial assets (note 6(m))	3,000	-	-	-	2580	Non-current lease liabilities (note 6(p))	3,281	-	17,382	-
1990	Other non-current assets, others (note 8)	8,465	-	16,917	-	2640	Net defined benefit liability, non-current (note 6(s))	15,954	-	17,652	-
		<u>6,073,642</u>	<u>53</u>	<u>6,869,270</u>	<u>56</u>	2670	Other non-current liabilities	16,966	-	17,584	-
							Total non-current liabilities	<u>767,194</u>	<u>6</u>	<u>910,887</u>	<u>7</u>
							Total liabilities	<u>4,545,821</u>	<u>39</u>	<u>4,119,434</u>	<u>34</u>
						Equity attributable to owners of parent (note 6(u)):					
						3110	Ordinary shares	4,415,449	38	4,415,449	36
						3200	Capital surplus	2,618,982	23	2,618,982	21
							Retained earnings:				
						3310	Legal reserve	177,220	1	177,220	1
						3320	Special reserve	188,540	2	231,028	2
						3350	Unappropriated retained earnings	(257,251)	(2)	834,399	7
							Other equity interest:				
						3410	Exchange differences on translation of foreign financial statements	(128,094)	(1)	(142,504)	(1)
						3420	Unrealized gain (loss) on financial assets measured at fair value through other comprehensive income	(46,036)	-	(46,036)	-
							Total equity	<u>6,968,810</u>	<u>61</u>	<u>8,088,538</u>	<u>66</u>
Total assets		<u>\$ 11,514,631</u>	<u>100</u>	<u>12,207,972</u>	<u>100</u>	Total liabilities and equity		<u>\$ 11,514,631</u>	<u>100</u>	<u>12,207,972</u>	<u>100</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

		2020		2019	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(w)&7)	\$ 7,159,043	100	8,814,979	100
5000	Operating costs (notes 6(g)&7)	<u>7,013,220</u>	<u>98</u>	<u>8,048,523</u>	<u>91</u>
	Gross profit from operations	<u>145,823</u>	<u>2</u>	<u>766,456</u>	<u>9</u>
	Operating expenses:				
6100	Selling expenses	290,051	4	332,702	4
6200	Administrative expenses	316,976	4	525,986	6
6300	Research and development expenses	251,943	4	266,793	3
6450	Expected credit loss (gain) (note 6(e))	<u>62,328</u>	<u>1</u>	<u>(8,986)</u>	<u>-</u>
	Total operating expenses	<u>921,298</u>	<u>13</u>	<u>1,116,495</u>	<u>13</u>
	Net operating (loss)	<u>(775,475)</u>	<u>(11)</u>	<u>(350,039)</u>	<u>(4)</u>
	Non-operating income and expenses(note 6(y)):				
7100	Interest income	8,659	-	32,781	1
7010	Other income	221,166	3	187,739	2
7020	Other gains and losses	(429,324)	(6)	97,673	1
7050	Finance costs	<u>(13,837)</u>	<u>-</u>	<u>(25,693)</u>	<u>-</u>
	Total non-operating income and expenses	<u>(213,336)</u>	<u>(3)</u>	<u>292,500</u>	<u>4</u>
	(Loss) before tax	(988,811)	(14)	(57,539)	-
7950	Less: Income tax expenses (note 6(t))	<u>101,376</u>	<u>1</u>	<u>143,363</u>	<u>2</u>
	Net loss	<u>(1,090,187)</u>	<u>(15)</u>	<u>(200,902)</u>	<u>(2)</u>
	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	203	-	8,545	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will not be reclassified to profit or loss	<u>203</u>	<u>-</u>	<u>8,545</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	14,410	-	42,488	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>14,410</u>	<u>-</u>	<u>42,488</u>	<u>-</u>
	Other comprehensive income	<u>14,613</u>	<u>-</u>	<u>51,033</u>	<u>-</u>
8500	Comprehensive (loss) income	<u>\$ (1,075,574)</u>	<u>(15)</u>	<u>(149,869)</u>	<u>(2)</u>
	Earnings per share (note 6(v))				
9750	Basic earnings per share (NT dollars)	<u>\$ (2.47)</u>		<u>(0.45)</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ (2.47)</u>		<u>(0.45)</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent					Total other equity interest		Total equity
	Share capital Ordinary shares	Capital surplus	Retained earnings			Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	
			Legal reserve	Special reserve	Unappropriated retained earnings			
Balance at January 1, 2019	\$ 4,415,449	2,618,982	177,220	142,453	1,115,331	(184,992)	(46,036)	8,238,407
Loss for the year	-	-	-	-	(200,902)	-	-	(200,902)
Other comprehensive income	-	-	-	-	8,545	42,488	-	51,033
Comprehensive income	-	-	-	-	(192,357)	42,488	-	(149,869)
Appropriation and distribution of retained earnings:								
Special reserve	-	-	-	88,575	(88,575)	-	-	-
Balance at December 31, 2019	4,415,449	2,618,982	177,220	231,028	834,399	(142,504)	(46,036)	8,088,538
Loss for the year	-	-	-	-	(1,090,187)	-	-	(1,090,187)
Other comprehensive income	-	-	-	-	203	14,410	-	14,613
Comprehensive income	-	-	-	-	(1,089,984)	14,410	-	(1,075,574)
Appropriation and distribution of retained earnings:								
Cash dividends of ordinary shares	-	-	-	-	(44,154)	-	-	(44,154)
Reversal of special reserve	-	-	-	(42,488)	42,488	-	-	-
Balance at December 31, 2020	\$ 4,415,449	2,618,982	177,220	188,540	(257,251)	(128,094)	(46,036)	6,968,810

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GIANTPLUS TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

	2020	2019
Cash flows from (used in) operating activities:		
Loss before tax	\$ (988,811)	(57,539)
Adjustments:		
Adjustments to reconcile profit :		
Depreciation expense	560,217	832,796
Amortization expense	7,083	8,076
Expected credit loss (gain)	62,328	(8,986)
Interest expense	13,837	25,693
Interest income	(8,659)	(32,781)
Loss (gain) on disposal of property, plant and equipment	13,553	4,144
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	-	(123)
Impairment loss on non-financial assets	349,315	593,006
Gain on disposal of subsidiary	-	(934,889)
Other adjustments to reconcile profit (loss):	(144,974)	-
Total adjustments to reconcile profit (loss)	852,700	486,936
Changes in operating assets and liabilities:		
Changes in operating assets:		
Financial assets or liabilities at fair value through profit or loss	123	-
Accounts receivable	277,076	123,774
Accounts receivable due from related parties	22,012	(75,507)
Other receivables	(27,614)	(80,800)
Inventories	111,532	(259,450)
Other current assets	146,822	(168,752)
Total changes in operating assets	529,951	(460,735)
Changes in operating liabilities:		
Financial liabilities held for trading	423	-
Accounts payable	21,218	198,826
Accounts payable to related parties	(17,879)	142,795
Other payables	(170,412)	39,626
Other payables to related parties	(8,986)	24,450
Other current liabilities	27,766	102,002
Net defined benefit liability	(1,495)	(19,454)
Total changes in operating liabilities	(149,365)	488,245
Total changes in operating assets and liabilities	380,586	27,510
Total adjustments	1,233,286	514,446
Cash inflow generated from operations	244,475	456,907
Interest received	8,659	32,781
Interest paid	(12,896)	(26,777)
Income taxes paid	(95,879)	(136,785)
Net cash flows (used in) from operating activities	144,359	326,126
Cash flows used in investing activities:		
Acquisition of financial assets at amortized cost	(246,289)	-
Proceeds from disposal of subsidiaries	-	1,542,095
Acquisition of property, plant and equipment	(242,047)	(340,440)
Proceeds from disposal of property, plant and equipment	135,098	74,906
Acquisition of intangible assets	(408)	(3,746)
Other financial assets	(13,692)	-
Other non-current assets	(109,354)	(411,038)
Other investing activities	204,620	-
Net cash flows used in investing activities	(272,072)	861,777
Cash flows (used in) from financing activities:		
Increase (decrease) in short-term loans	740,000	(150,000)
Repayments of long-term borrowings	(110,968)	(1,434,409)
Increase in guarantee deposits received	(618)	(2,061)
Payment of lease liabilities	(27,347)	(37,962)
Cash dividends paid	(44,154)	-
Net cash flows (used in) from financing activities	556,913	(1,624,432)
Effect of exchange rate changes on cash and cash equivalents	8,414	7,265
Net decrease in cash and cash equivalents	437,614	(429,264)
Cash and cash equivalents at beginning of period	1,973,080	2,402,344
Cash and cash equivalents at end of period	\$ 2,410,694	1,973,080

See accompanying notes to consolidated financial statements.

Attachment 8**GIANTPLUS TECHNOLOGY CO., LTD.****Article of Corporation
Before and After Amendment**

After Amendment	Before Amendment	Rationale
Article 1 The Company is incorporated under the Company Act as a company limited by shares, and shall be named Giantplus Technology Co., Ltd. <u>The English name of the Company is GIANTPLUS TECHNOLOGY CO., LTD.</u>	Article 1 The Company is incorporated under the Company Act as a company limited by shares, and shall be named Giantplus Technology Co., Ltd.	Amend the English name of the Company
Article 27 The amendment was made on <u>June 30, 2021.</u>	Article 27 The amendment was made on June 26, 2019.	Amended as well.

Attachment 9

GIANTPLUS TECHNOLOGY CO., LTD.

Rules for Director Elections Before and After Amendment

After Amendment	Before Amendment	Rationale
Article 2 The election of the directors at the Company <u>is advised to use the cumulative voting system</u> , each share will have voting rights in number equal to the <u>directors</u> to be elected, and may be cast for a single candidate or split among multiple candidates.	Article 2 The cumulative voting method shall be used for election of the directors at this Corporation. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders . Each share will have voting rights in number equal to the directors to be elected and may be cast for a single candidate or split among multiple candidates.	Editorial amendment
Article 3 The number of directors will be as specified in the Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. In the situation that two or more people receive the same number of votes, exceeding the prescribed number of seats, the people who receive the same number of votes shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.	Article 3 The number of directors will be as specified in this Corporation's Articles of Incorporation, with voting rights <u>separately</u> calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially-according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, <u>they shall coordinate among themselves to determine the winner. If no consensus is reached, the position shall be vacant.</u>	Amend the operating procedures in case that two or more people receive the same number of votes, exceeding the prescribed number
Article 4 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.	Article 4 The chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel in the election. <u>The ballot boxes shall be prepared</u>	Editorial amendment

After Amendment	Before Amendment	Rationale
The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.	<u>by the board of directors</u> and publicly checked by the vote monitoring personnel before voting commences.	
Article 5 <u>The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.</u>	Article 5 The ballots shall be prepared by the board of directors. The ballots shall be numbered according to attendance card numbers and marked with the number of voting rights allotted.	Editorial amendment
Article 6 <u>The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:</u> <u>1. Basic requirements and values: Gender, age, nationality, and culture.</u> <u>2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.</u>	Article 6 If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic person shareholder, the name of the governmental organization or juristic person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.	Shareholders is advised to elect from a list of candidates for directors in compliance with the nominee nomination procedure for the election of directors. Shareholders can learn the details related to the names, academic experience, and other information of the candidates from the list of candidates before the shareholders' meeting. It is not necessary to

After Amendment	Before Amendment	Rationale
<p><u>Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:</u></p> <ol style="list-style-type: none"> <u>1. The ability to make judgments about operations.</u> <u>2. Accounting and financial analysis ability.</u> <u>3. Business management ability.</u> <u>4. Crisis management ability.</u> <u>5. Knowledge of the industry.</u> <u>6. An international market perspective.</u> <u>7. Leadership ability.</u> <u>8. Decision-making ability.</u> <p><u>More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.</u></p> <p><u>The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.</u></p>		<p>using the shareholder account number or the shareholder identification number to verify the candidate's identity.</p> <p>Furthermore, the directors shall be hold more than half of the positions, and there no exists any relationship as spouse or a relative within the second degree of kinship.</p> <p>The composition of the Board of Directors shall be adjusted based on the results of the performance evaluation.</p>
<p>Article 7</p> <p><u>A ballot is invalid under any of the following circumstances:</u></p> <ol style="list-style-type: none"> <u>1. The ballot was not prepared by a person with the right to convene.</u> <u>2. A blank ballot is placed in the ballot box.</u> <u>3. The writing is unclear and indecipherable or has been altered.</u> <u>4. The candidate whose name is entered in the ballot does not conform to the director candidate list.</u> <u>5. Other words or marks are entered in addition to the number of voting rights allotted.</u> 	<p>Article 7</p> <p>A ballot is invalid under any of the following circumstances:</p> <ol style="list-style-type: none"> 1. The ballot was not prepared by the board of directors. 2. Ballot contains the name of two or more than two candidates 3. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number). 4. The writing is unclear and indecipherable or has been altered. 5. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder 	<p>Shareholders is advised to elect from a list of candidates for directors in compliance with the nominee nomination procedure for the election of directors.</p>

After Amendment	Before Amendment	Rationale
	<p>account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a no shareholder, and a cross check shows that the candidate's name and identity card number do not match.</p> <p>6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.</p> <p>7. A blank ballot is placed in the ballot box.</p>	
<p>Article 8 <u>The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.</u> <u>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.</u></p>	<p>Article 8 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chairman on the site.</p>	Amend the preservation procedure of election ballots
<p>Article 9 The Board of Directors of the Company shall issue notifications to the persons elected as directors.</p>	<p>Article 9 The Board of Directors of this Corporation shall issue notifications to the persons elected as directors.</p>	Editorial amendment

After Amendment	Before Amendment	Rationale
<p>Article 10 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.</p> <p><u>When the number of directors falls below five dues to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting.</u></p> <p><u>When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</u></p> <p><u>When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</u></p>	<p>Article 10 Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.</p>	<p>Amend the by-election procedure in the case directors' dismissal</p>

Attachment 10

Giantplus Technology Co., LTD.

Rules and Procedures of Shareholders' Meetings Before and After Amendment

After Amendment	Before Amendment	Rationale
<p>Article 8 The chairman shall call the meeting to order at the appointed meeting time, <u>and simultaneously disclose relevant information such as the number of non-voting rights and the number of shares present.</u> However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman 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. [omitted]</p>	<p>Article 8 The chairman shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. [omitted]</p>	<p>In order to promote corporate governance and protect shareholders' rights and interests.</p>
<p>Article 15 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman and provided that all monitoring personnel shall be shareholders of the Company. 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 shall be announced on site at the meeting, and a record made of the vote. The election of directors at a shareholders meeting shall be held in accordance with the "Procedures for Election of Directors" adopted by the Company, and the election results, <u>including the list and number of elected directors, as well as the list of directors who are not elected and the number of election rights obtained, shall be reported on the spot immediately.</u></p>	<p>Article 15 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman and provided that all monitoring personnel shall be shareholders of the Company. 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 shall be announced on site at the meeting, and a record made of the vote. The election of directors at a shareholders meeting shall be held in accordance with the "Procedures for Election of Directors" adopted by the Company, and the voting results shall be announced on site immediately.</p>	<p>In order to promote corporate governance and protect shareholders' rights and interests.</p>

Appendix I

Articles of Incorporation

Chapter I General Provisions (Before Amendments)

Article 1

The Company is incorporated under the Company Act as a company limited by shares, and shall be named Giantplus Technology Co., Ltd. (hereinafter, “the Company”).

Article 2

The Company’s scope of business is as follows:

CC01080 Electronic parts and components manufacturing

CE01010 Precision instruments manufacturing

F119010 Wholesale of electronic materials

F219010 Retail sale of electronic materials

I301010 Software design services

F213040 Retail sale of precision instruments

F401010 International trade

ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Company is headquartered in Miaoli County, Taiwan and when necessary may establish branches or subsidiaries at home and abroad according to resolutions by the board of directors.

Article 4

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

Chapter II Shares

Article 5

The authorized capital of the Company is NT\$6.5 billion, consisting of 650 million shares, of which 24 million shares are reserved for stock options with warrants, preferred shares with warrants, or corporate bonds for the exercise of stock options, with a par value of NT\$10 per share, which could be issued in separate installments.

The board of directors is authorized to buy back the employee stock options of the Corporation in accordance with law when it is legally permitted to do so.

Article 6

The Company's share certificates shall be affixed with the seals or by the signature of a least three Board Directors of the Company and issued after being certified by the certification institution. Pursuant to Article 162-2 of the Company Act, the Company may issue shares without printing share certificates after registering with the centralized securities depository enterprise.

Article 7

Share transfer registration shall be suspended within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits. The Company shall handle the shareholder services in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and the amendment of the related laws and regulations accordingly.

Chapter III Shareholders' Meeting

Article 8

There are two types of shareholders' meetings: general shareholders' meeting and special shareholders' meeting. The Board Meeting shall call the general meeting and it shall be held once a year within 6 months after the end of each fiscal year. The special meeting shall be convened whenever necessary in accordance with the relevant laws and regulations.

Article 9

If a shareholder is unable to attend a shareholders' meeting for any reason, he shall appoint a proxy to attend a shareholders' meeting on his behalf by executing a power of attorney printed by the Company specifying therein the scope of the power authorized to a proxy. Unless otherwise provided by the Company Act, the rules for appointing proxies to attend a shareholders' meeting shall be prescribed in accordance with the "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 10

The chairman of the board of directors shall preside at the shareholders' meeting. In case of the Chairman's absence, the Chairman shall designate one of the directors to act on him/her behalf. If there is no such designation, the directors shall elect one from among themselves as the chairman in the shareholders' meeting.

Article 11

Except in the circumstances without voting power set forth in Article 179 of the Company Act, a shareholder shall have one voting power in respect of each share in its possession.

Article 12

Except otherwise provided in the Company Act, the resolutions shall be adopted by majority of the votes at the shareholders' meeting attended by shareholders representing more than half of the total issued outstanding capital stock of the Company.

Article 13

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 the minutes of the meeting shall be distributed to all shareholders within 20 days after the meeting. The distribution of the minutes of shareholders' meeting to the shareholders shall follow the rules provided by the Company Act. The Company should record the minutes of meeting, as well as keep the minutes of meeting, the attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies for their respective assigned life periods, as provided in Article 183 of the Company Act.

Chapter IV Directors and Audit Committee

Article 14

The Company shall have seven to nine directors, all of whom shall be elected at a shareholders' meeting from among persons having legal capacity. The term of the board of directors shall be three years, and the directors may be eligible for re-election.

Shares of the Company held by all the directors shall be governed by the Company Act and other applicable laws and regulations.

From the 8th term Board of Directors, the elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The directors shall be elected by the shareholders' meeting from among the nominees listed in the roster of candidates.

Article 14-1

Among the aforementioned directors, the Company shall have at least three independent directors, and the number of directors shall be no less than one-fifth of the total number of the directors. The shareholders' meeting shall elect the independent directors from among the nominees listed in the roster candidates of independent directors.

The Company shall follow the governing regulations and rules regarding the professional qualifications, restrictions on shareholdings, concurrent positions held, method of nomination and other matters for compliance with respect to independent directors prescribed by the competent authority.

Article 14-2

Remunerations for the directors exercising their duties shall be decided by the Board Meeting at a normal rate adopted by the peer companies. If the Company makes profits in the fiscal year, the Company may pay extra bonus from profit distribution to the directors according to Article 23 of the Articles of Incorporation.

Article 15

When either the number of vacancies in the Board of Directors reaches one-third of the total number of directors or all independent directors are discharged from their positions, the Board Meeting shall call, within 60 days, a shareholders' meeting to elect succeeding directors to fill the vacancies and the remaining term of office.

Article 16

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 new directors have been elected and assumed their office, unless otherwise provided in the Company Act.

Article 17

The Board Meeting shall be organized by directors, while the chairman of the Board shall be elected from among the directors by a majority in a meeting attended by over two-thirds of the directors. The Board Meeting shall conduct the Company's business in accordance with relevant laws, the Articles of Incorporation of the Company, and the resolutions adopted at the shareholders' meetings and the Board Meeting.

Article 18

The operational policy and other material matter of the Company shall be decided by the Board Meeting. The Board Meetings shall be convened by the chairman of the Board, except for the first meeting of each term of office, which shall be convened under Article 203 of the Company Act. When the chairman of the Board is unable to exercise the powers, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors, or where there are no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.

If a board meeting is held in the form of a video conference, the directors who participate in the video conference shall be deemed to have attended the meeting in person. If a director is unable to attend board meeting for causes, he may issue a proxy specifying therein the purpose for convening the meeting and the scope of authorization to appoint another director to represent him at the meeting; provided, however, that a representative shall accept only one person's appointment.

Article 19

The proceedings of the Board Meeting shall be recorded as the minutes of meeting, which shall be affixed with the signature or seal of the chairman of the meeting and distributed to all directors within 20 days after the close of the Board Meeting. The Company should follow Article 207 of the Company Act to record the minutes of meeting, as well as to keep the minutes of meeting, the attendance list bearing the signatures of directors present at the meeting and the powers of attorney of the proxies for their respective assigned life periods.

Article 20

The Company shall establish an audit committee pursuant to Articles 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors. The powers and related matters to be exercised by the audit committee shall be prescribed in accordance with the Company Act, the Securities and Exchange Act and other relevant regulations.

Article 20-1

The Company may purchase liability insurance for directors to protect them against potential legal liabilities from exercising their duties.

Article 20-2

To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to the directors no later than 7 days before the scheduled date. In case of an emergency, the Board Meeting may be convened at any time. The notice to convene the Board Meeting shall be letter either sent by email or fax.

Chapter V Managers

Article 21

The Company shall have managers whose appointment, dismissal and remuneration shall be governed according to Article 29 of the Company Act.

Article 21-1

The Company may purchase liability insurance for managers to protect them against potential legal liabilities from exercising their duties.

Chapter VI Accounting

Article 22

At the close of each fiscal year, the Board shall prepare the following statements to be submitted to the audit committee thirty days before the shareholders' meeting for approval: (1) business report; (2) financial statements; (3) proposal of the earnings distribution or loss off-setting; and (4) other required statements in accordance with the rules prescribed by the central competent authority.

Article 23

If the company makes profits in the fiscal financial year, at least 1% of the profits shall be allocated as bonus to employees and no more than 1.5% of the profits shall be allocated as bonus to the directors.

The Company may issue stock or cash to employees of the Company and the affiliated companies meeting the conditions set by the Board Meeting.

The distribution of bonus to employees and board of directors shall be reported to the annual shareholders' meeting. If there is accumulated deficit, the profit shall make up for the loss before setting aside bonus and remunerations to employees and directors according to the Articles of Incorporation.

Article 23-1

When allocating the net profits of each fiscal year, the Company shall pay the taxes and make up for the losses in previous years then set aside 10% of the remaining amount as legal reserve until the accumulated legal reserve amounts to the total capital of the Company; and then set aside the special reserve in accordance with relevant regulations by the competent authorities. The legal and special reserves, in combination with the accumulated undistributed earnings from the beginning of the period and the undistributed earnings of the year, are considered distributable earnings. The Board of Directors shall propose a distribution plan regarding the remaining earnings; when they are distributed by issuing new shares, the Board of Directors shall propose the distribution to the shareholders meeting for approval.

In compliance with Paragraph 5, Article 240 of the Company Act, the Company authorizes the Board of Directors to distribute all or a part of the dividends and the bonuses in cash; the resolution shall be adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors and submitted to the shareholders' meeting.

Article 23-2

The remaining earnings, unless otherwise provided by law, together with the earnings from pervious years, shall be propose by the Board of Directors in a dividend distribution plan based on the Company's performance and funding status to maintain stable dividend. The cash dividends shall be at least 10% among the total dividends paid/distributed. In case there are no earnings for distribution in a certain year, or the earnings of a certain year are far less than the earnings actually distributed by the Company in the previous year, or considering the financial, business or operational factors of the Company, the Company may allocate a portion or all of its reserves for distribution in accordance with relevant laws or regulations or the orders of the competent authority.

Article 23-3

To comply with Article 241 of Company Act, the Company distributes its legal reserve and capital reserve, in whole or in part, to shareholders by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash. While distributing dividend in the form of cash, the resolution shall be adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors and submitted to the shareholders' meeting.

Chapter VII Supplemental Provisions

Article 24

The Company may make endorsements, guarantees and loans to other parties if necessary for business purposes by following the governing procedures approved by the Board Meeting according to the relevant rules.

Article 25

When the Company becomes a shareholder of limited liability in other companies, the total amount of the investment in such other companies may not be limited to 40% of total paid-in capital of the Company provided in Article 13 of the Company Act.

Article 26

In regard to all matters not provided in these Articles of Incorporation, the Company Act or other related regulations shall govern.

Article 27

1. These Articles of Incorporation were enacted on December 5, 1997
2. The 1st Amendment was on May 28, 1999.
3. The 2nd Amendment was on May 26, 2000.
4. The 3rd Amendment was on June 21, 2002.
5. The 4th Amendment was on June 17, 2003.
6. The 5th Amendment was on June 17, 2003.
7. The 6th Amendment was on June 3, 2004.
8. The 7th Amendment was on June 21, 2006.
9. The 8th Amendment was on June 13, 2007.
10. The 9th Amendment was on December 21, 2007.
11. The 10th Amendment was on June 19, 2008.
12. The 11th Amendment was on June 17, 2010.
13. The 12th Amendment was on June 5, 2012
14. The 13th Amendment was on June 24, 2013.
15. The 14th Amendment was on May 29, 2014.
16. The 15th Amendment was on June 10, 2015.
17. The 16th Amendment was on June 6, 2016.
18. The 17th Amendment was on June 26, 2019.

Appendix II

Giantplus Technology Co., LTD.

Rules and Procedures of Shareholders' Meetings (Before Amendments)

Article 1

Unless relevant laws and regulations provided otherwise, the Company's shareholders' meeting shall be conducted in accordance with Rules and Procedures of Shareholders' Meetings.

Article 2

The Company 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. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.

Article 3

Attendance and votes at a shareholders' meetings shall be calculated based on numbers of shares.

Article 4

The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 5

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 chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as the chairman.

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 select a chairman from among themselves.

Article 6

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

Article 7

The Company shall make an uninterrupted audio and video recording of the entire shareholder's meeting. The recorded material of the meeting shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 8

The chairman shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.

If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 9

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the Board of Directors and all relevant proposals shall be voted separately. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

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.

Unless otherwise resolved at the shareholders' meeting, the chairman may not announce adjournment of the meeting unless the scheduled agenda items (including extraordinary motions) set forth in the preceding provisions of this Article are concluded, or in case of disorder of other matters that make the meeting hard to proceed normally.

After the meeting is adjourned, shareholders may not separately elect a chairman and resume the meeting at the original or another venue.

If the chairman declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

Article 10

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 chairman.

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.

When shareholders' authorization is limited by proxies in the power of attorney or through other methods, proxies' speech or votes shall prevail, regardless of the Company's awareness.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairman and the shareholder that has the floor; the chairman shall stop any violation.

Article 11

An attending shareholder may question about report items on the agenda only after chairman or person designated by the chairman has read or reported all reported items.

Each speaker may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. Although speaker may speak an additional 5 minutes with chairman's approval, only one such extension may be given.

When an attending shareholder gives a speech with regard to the items for ratification and discussion listed on the agenda, and to the proposals made in the extempore motion session, the regulation in the foregoing paragraph governing speech length and number of speeches shall apply.

When an attending shareholder gives a speech with regard to non-proposal issues during the extempore motion session, the regulations in Paragraph 2 governing speech length and number of speeches shall apply.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman 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 chairman and the shareholder that has the floor; the chairman shall stop any violation.

Article 12

When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives can speak for each discussion item.

Article 13

After an attending shareholder has spoken, the chairman may respond in person or appoint relevant personnel to respond.

Article 14

Discussions or votes shall be carried out only for proposals. When the chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce to end the discussion and submit the motion for resolution. For such motions which are announced by the chairman to be determined by votes, votes may be casted for several motions at the same time but shall be voted separately.

Article 15

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman and provided that all monitoring personnel shall be shareholders of the Company. 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 shall be announced on site at the meeting, and a record made of the vote. The election of directors at a shareholders meeting shall be held in accordance with the “Procedures for Election of Directors” adopted by the Company, and the voting results shall be announced on site immediately.

Article 16

When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting suspended and announce a time when, in view of the circumstances, the meeting will be resumed. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days.

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

Article 17

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

The Company shall convene a shareholders' meeting, when exercising its voting rights in writing or electronically, the method of exercise shall be stated in the notice of shareholders' meeting. A shareholder who exercises his or her voting rights in writing or electronically shall be deemed to be present in person at the shareholders' meeting. However, the shareholders shall be deemed to have abstained from voting on the provisional motions and amendments to the original motions for that shareholders' meeting. If any shareholder proposes to a headcount, the chairman may dismiss it. When the motion is voted on, if the quorum has been reached, the proposal is passed.

Article 18

When there is an amendment or an alternative to a proposal, the chairman 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 as rejected, and no further voting shall be required.

Article 19

The chairman may call the disciplinary officers (or security guards) to assist in keeping order of the meeting place. Such disciplinary officers (or security guards) shall wear badges marked "Disciplinary Officers" for identification purpose.

When a shareholder violates the rules of procedure and defies the chairman's instructions, obstructing the proceedings and refusing to heed calls to stop, the chairman may order the disciplinary officers or security guards to escort the shareholder from the meeting.

Article 20

These Rules and Procedures shall be effective from the date they are approved at the shareholders' meeting. The same shall apply to any amendments thereafter.

Appendix III

Giantplus Technology Co., LTD. Shareholdings of All Directors

1. Paid in capital: NT\$4,415,448,510. Total shares issued: 441,544,851 common shares.
2. The minimum number of shares held by all directors was 16,000,000 shares pursuant to Article 26 of the Securities and Exchange Act.
3. Individual and collective directors' current numbers of shares held recorded on shareholders' roster as of May 2, 2021:

Title	Shareholder No.	Name	Current Shareholding structure (Shares)
Chairman	123121	TOPPAN PRINTING CO., LTD. TAMURA TAKAYUKI	234,481,757
Director	123121	TOPPAN PRINTING CO., LTD. NAKAMURA KOJI	234,481,757
Director	123121	TOPPAN PRINTING CO., LTD. ITOGA SEIICHI	234,481,757
Director	123121	TOPPAN PRINTING CO., LTD. NUMAZAWA SADAHIRO	234,481,757
Independent Director	-	JAU-SHIN HON	0
Independent Director	-	KUANG-MING WU	0
Independent Director	-	PO-TSUN LIU	0
Total			234,481,757