

System Corporation

Minutes Of 2024 Annual Shareholders Meeting

(Translation)

The translation is intended for reference only and nothing else. The Chinese text of the Minutes of 2024 Annual Shareholders' Meeting shall govern any and all matters related to the interpretation of the subject matter stated herein.

Time: 9:00 a.m., Wednesday, May 29, 2024

Place: Conference Room B1, SYSTEX CORPORATION Building
(B1, No 318, Ruiguang Rd., Neihu Dist., Taipei)

Means of Meeting Convention: Physical, assisted with visual communication

Virtual meeting Platform: e-Voting Platform by TDCC (<https://www.stockvote.com.tw>)

Total outstanding shares of Systex (excluding the shares which had no voting right stipulated in Article 179 of Company Law): 261,321,828 shares

Total shares represented by shareholders present (including 5,001 shares by virtual meeting represented by shareholders and 73,947,482 shares represented by shareholders executing voting rights through e-voting): 207,661,358 shares

Percentage of shares held by shareholders present: 79.46%

Directors present: Lin Lung-Fen (Chairman of the Board of Directors),
Lai Chien-Hua (Independent Director, Convenor of the Audit Committee),
Lu Hsi-Peng (Independent Director), Cheng Deng-Yuan (Director),
Lu Ta-Wei (Director), Huang Ting-Rong (Director),
Huang Chi-Rong (Director) and Wu Cheng-Huan (Director).

Attendees: Kuo Yu-Hong, CPA, Deloitte & Touche

Chairman: Lin Lung-Fen, Chairman of the Board of Directors.

Recorder: Chen Yi-Ming.

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

II. Chairman's Address: Omitted.

III. Report Items

1. To report 2023 Business report and Financial statements

Explanatory Note:

(1) Please refer to Attachment 1 (pages 7-10) for the Business Report.

(2) Please refer to Attachment 2 (pages 11-32) for the Financial statements.

Summary of the Essential Points of the Proceedings

Summary of Shareholders' Statements: (Note 2)

Shareholders (Account No.4274) inquired about the Company's Business report and

financial statements.

The above inquiries were responded by the Chairman.

2. Audit Committee's review report on 2023 Financial Statements

Explanatory Note: Please refer to Attachment 3 (pages 33-34).

Summary of the Essential Points of the Proceedings

Summary of Shareholders' Statements: (Note 2)

Shareholders (Account No.4274) inquired about the Company's 2023 financial statements.

The above inquiries were responded by the Chairman, the Independent Director, the Convenor of the Audit Committee and the CFO.

3. To report 2023 directors' and employees' compensation

Explanatory Note:

The Company's 2023 employees' remuneration of NT\$48,121,992 and directors' remuneration of NT\$32,081,328 are issued entirely in cash in accordance with the Company's Articles of Incorporation.

4. To report 2023 appropriations of earnings cash dividends (NT\$5.2 per share)

Explanatory Note:

- (1) In Accordance with the Article 22 of the Company's Articles of Incorporation, the distribution of cash dividend had been approved by the meeting of the Board of Directors by at least half of the directors, provided the number of directors present be at least two-thirds of the entire Board of Directors and report to the shareholders meeting.
- (2) The Company's available for distribution of NT\$3,976,731,572. Excluding the legal reserve of NT\$145,895,719 and special reserve of NT\$94,045,851 the proposed cash dividend is NT\$5.2 per share. Calculated on the basis of the total number of 272,303,304 shares issued on April 10, 2024, the dividends total NT\$1,415,977,180.
- (3) The Board of Directors is requested to authorize the Chairman to process related matters regarding the baseline date for cash dividends and the issuance of cash dividends.
- (4) Prior to the ex-dividend date for the distribution, if the number of total shares outstanding has changed, so that the distributable dividends per share are changed and need to be adjusted, the Chairman is authorized to make such adjustments.

5. To report 2023 Status of Investment in Mainland China

Explanatory Note:

The 2023 investment status in Mainland China as blow:

Name of Investee	Document number for application investment approval	Investment method	The investment amount (USD Dollars)
Systex Group (China) Ltd.	No.11200088210	Reinvestment in China through the third region	\$7,240,000.00
Systek Information (Shanghai) Ltd.	No.11256145930	Merger Sysware Shenglong Information Systems Co., Ltd.	\$1,717,875.67

6.To report 2023 execution status of Endorsements and Guarantees

Explanatory Note:

- (1) The Company's balance amount of endorsements and guarantees for subsidiaries as of December 31, 2023 is NT\$3,320,118 thousands.
- (2) The report on endorsements and guarantees is hereby submitted to the shareholders' meeting in accordance with the Company's Procedures for Making Endorsements and Guarantees.

7. To report the amendment of the Rules and Procedure for Board of Directors Meetings

Explanatory Note:

- (1) Amendments on the Procedures content were made in response to the Company's practical operation and Financial Supervisory Commission Order No. 1120383996 dated Jan. 1, 2024.
- (2) The amendments had been approved by the Board of Directors and report to the shareholders' meeting.
- (3) The comparison table of amended articles is attached hereto as Attachment 4 (pages 35-45).

Ratification Items

1. Ratification of the 2023 Business report and Financial Statements (Proposed by the Board of Directors)

Explanatory Note:

The Company's 2023 financial statements have been formulated in accordance with regulations. The statements have been audited by the CPA and reviewed by the Audit Committee. The related information is attached hereto as Attachments 1-3 (pages 7-34).

Summary of the Essential Points of the Proceedings

Summary of Shareholders' Statements: (Note 2)

Shareholders (Account No. 4274) make some recommendations to the company.

Resolution:

In favor		Against*	Invalid*	Abstained*
Votes*	%			
196,155,270	94.48	31,798	0	11,415,866

*Including votes casted by e-voting

RESOLVED, the above proposal was accepted as submitted.

2. Ratification of 2023 retained earnings distribution proposal (Proposed by the Board of Directors)

Explanatory Note:

(1) The Company's 2023 retained earnings distribution have been approved by the Board of Directors. The earning distribution table have been reviewed by the Audit Committee.

(2) The 2023 earning distribution table is attached hereto as Attachment 5 (page 46).

Resolution:

In favor		Against*	Invalid*	Abstained*
Votes*	%			
197,665,390	95.21	33,277	0	9,904,267

*Including votes casted by e-voting

RESOLVED, the above proposal was accepted as submitted.

Discussion Items

1. Discussion of the amendment of the Articles of Incorporation (Proposed by the Board of Directors)

Explanatory Note:

Amendments on the Articles of Incorporation according to the Company's practical operation.

The comparison table of amended articles is attached hereto as Attachment 6 (pages 47-57).

Resolution:

In favor		Against*	Invalid*	Abstained*
Votes*	%			
195,731,417	94.28	32,799	0	11,838,718

*Including votes casted by e-voting

RESOLVED, the above proposal was accepted as submitted.

1. Discussion of the amendment of The Employee Restricted Stock Awards Rules for Year 2022 (Proposed by the Board of Directors)

Explanatory Note:

- (1) The Employee Restricted Stock Awards Rules for Year 2022 have been approved by SYSTEX Annual Shareholders' Meeting on May 26, 2022 and the 1st amendment on May 25, 2023.
- (2) Amendment To attract and retain professionals for the Company, and motivate employees to achieve the Company's overall performance goals in the future, so as to jointly generate interest for the Company and shareholders and consider the overall economic and environmental variables of the market.
- (3) The comparison table of amended articles is attached hereto as Attachment 7 (pages 58-66).

Resolution:

In favor		Against*	Invalid*	Abstained*
Votes*	%			
179,944,528	86.67	15,819,890	0	11,838,516

*Including votes casted by e-voting

RESOLVED, the above proposal was accepted as submitted.

IV. Extemporary Motions : None.

V. Meeting Adjourned : 10:20 a.m., Thursday, May 29, 2024

Note1. The minutes of this shareholders' meeting only record the major issues and the outcomes of the proposals. The actual progress, procedures, and the statement of the shareholders' meeting should be based on the audio and video recording of the meeting.

Note2. The more contents of the shareholders' speeches are recorded in the Chinese version of the minutes of the Annual General Meeting. In the event of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

Attachment 1

Systex Corporation 2023 Business report

The year 2023 marks a new era of simultaneous "digital transformation" and "sustainable operations." SYSTEX positions itself as "a Data Software Company," dedicated to utilizing diverse software capabilities to drive various cross-domain data applications. We aim to lead the dual-axis transformation, building enterprise resilience and developing innovative data services and business models to create a second exponential growth curve for enterprises. Our revenue has also hit continuous growth for the past eight years.

2023 Operating Performance

In 2023, SYSTEX achieved an operating revenue of NT\$ (same below) 10,552,959 thousand, representing a 15.63% increase compared to 2022. Our net income after taxes in 2023 was \$1,494,266 thousand. The consolidated revenue in 2023 was \$35,184,378 thousand, an increase of 6.20% compared to 2022. The consolidated net income after taxes in 2023 (excluding non-controlling equities) was \$1,494,266 thousand and earnings per share reached \$6.02.

2023 Business Summary

■ Orchestrating three major ecosystems to create unique competitive edges

SYSTEX leads the integration of three major ecosystems—VAD, Industry, and Mega SI to drive growth. The VAD ecosystem connects internal and external partners to assist enterprises in responding to the challenges of dual-axis digital and sustainable transformation by meeting corporate ground-to-cloud integration needs and providing unique hybrid and diverse cloud service solutions. The Industry ecosystem focuses on fulfilling industry-specific demands, such as supporting cloud adoption regulations in the financial industry, and offering cloud services tailored to the needs of financial industry clients. The Mega SI ecosystem leverages cross-department collaboration to create comprehensive and extensive integrated platform system applications for clients.

■ Addressing key growth issues, exploring overseas opportunities, and developing proprietary ESG and cybersecurity services

In response to global sustainability trends, we focus on the "carbon rights ecosystem." This involves various key initiatives to advance ESG strategic goals, including collecting carbon footprints, producing sustainability reports, establishing an official ESG standard information platform, building ESG databases, and implementing supply chain evaluation systems. We have introduced numerous proprietary solution services and collaborated with ecosystem partners to promote comprehensive green services. Our subsidiary,

uniXecure, leverages its self-built MOC cybersecurity monitoring and operation center as the core, offering enterprise-wide cybersecurity subscription-based solutions. We also collaborate with international partners to expand into overseas cybersecurity markets such as Japan and Singapore, while venturing into Taiwan's utility sector to seize cybersecurity business opportunities.

■ **Emphasizing the ethos of "Tech for Social Good" and creating positive corporate cycles**

Driven by the ethos of "Tech for Social Good," we utilize our core capabilities to promote corporate social responsibility and engage ecosystem partners in collective action. Following our original intention to foster world-class software talents for Taiwan, we allocate significant resources to tech-for-social-good initiatives, including our Young Turing Program (YTP) aimed at cultivating outstanding young software talents and the AI+ Generator Program designed to assist startups in their international expansion endeavors. In 2023, we received multiple CSR awards, including the Young Turing Program being honored with the 2024 ASSET Sustainable Paradigm Award for "Humanitarian Enterprise." In recognition of our efforts in fostering positive development within the IT talent ecosystem, we were awarded the inaugural IT Matters Awards for "Best IT Employer." We also won the 2023 SGS ESG Awards - Sustainability Report Award, being the only company in the information services sector among the 15 recipients of the award.

The Impact of the External Competitive Environment, Regulatory Environment, and Macroeconomic Conditions

Continuing from the global economic slowdown in 2023, the international community still faces various geopolitical conflicts and multilateral tensions. However, with the trial implementation of the EU CBAM, the explosive growth of applications through AIGC, coupled with the widespread adoption of cloud services and relaxation of cloud migration regulations, the pace of digital transformation in industries continues to accelerate. In addition to actively integrating cross-boundary resources both internally and externally, SYSTEX leads in the VAD, Industry, and Mega SI ecosystems, assisting enterprises in adopting generative AI applications and enhancing their sustainability. We seize growth opportunities in the information services industry and leverage our comprehensive ground-to-cloud integration capabilities to help companies advance their cloud transformation journey, aiming to become Taiwan's largest cloud integration services company.

Business Plan for 2024

■ **Focusing on five key service capabilities to optimize profitability**

In 2024, our operational focus will be on providing five key services: cloud services, data services, cybersecurity services, software development services, and maintenance and operation services. We are actively promoting corporate subscription-based solutions to

optimize profitability and continually enhance service revenue. SYSTEX's team of one hundred consultants empowers various industries with practical applications to enhance their digital resilience. In addition to assisting industries in deploying cloud architectures and developing strategies for multi-cloud ecosystem integration, we have been optimizing cybersecurity technology and software development capabilities. We provide value-added services such as product applications, and operation maintenance services. Furthermore, we continue to expand domestic and international market opportunities through alliances with overseas partners. Simultaneously, we are deepening our involvement in the financial payments, and e-commerce ecosystems. Starting from the fourth quarter of 2023, our subsidiary, SYSTEX Fintech Corporation, has progressively launched digital serial number game point card services and electronic invoice value-added center services. We extend the advantages of leading offline payment services to online platforms, accelerating the expansion of financial payment service applications.

■ Accelerating corporate applications of AIGC and expanding ESG ecosystem linkages

In response to key issues such as sustainable management and AI application innovation, we continue to develop ESG-related solutions. We have been expanding cooperation with strategic partners in the green technology ecosystem and accelerating investment in various AI value-added services. We aim to make AI platformization a reality and develop more intelligent transformation products and services. We also continue to target key AIGC issues, actively developing application solutions using generative AI technology. Centered around data, driven by software, and utilizing AI algorithms, these solutions are ultimately implemented in corporate operational scenarios, progressing from Enabling SI to Empowering AI, enhancing end-to-end user experiences.

■ Nurturing key talents and creating influence

The demand for software talents continues to grow in the digital technology era. At SYSTEX, we consider every employee to be our most valuable asset and an indispensable partner in our company's growth. Therefore, we are committed to creating a working environment that employees can be proud of, providing them with platforms where they can take risks and giving their work greater meaning. We aim to create influence for SYSTEX in the industry, society, and the world. We hire professional sports coaches and health managers to care for employees' physical and mental well-being, organize various sports courses and activities, and cultivate a sports-oriented corporate culture. Meanwhile, we value the enhancement of employees' personal abilities, providing professional certification subsidies and encouraging on-the-job learning. We inspire employees to leverage their strengths, innovate and grow together with the company.

Future outlook

Facing the challenges of the new economy and emerging service models, SYSTEX is committed to promoting a ten-year growth plan and transitioning towards SYSTEX 3.0. We will focus on five key services: cloud, data, cybersecurity, software development, and maintenance and operation, while accelerating our expansion into overseas markets. We will continue to focus on key growth issues, cultivate cross-disciplinary talents, leverage technological capabilities to create additional value for the new economy, strengthen connections with key ecosystem partners, and help Taiwan's software ecosystem and startups go global, striving for overseas markets and customers.

Chairman & President Lin, Lung-Fen

Accounting Manager Cheng, Yuan-Yih

Attachment 2

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2023 are all the same as the companies required to be included in the consolidated financial statements of the parent company and its subsidiaries as provided in International Financial Reporting Standard 10 “Consolidated Financial Statements”. Relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of the parent company and its subsidiaries. Hence, we have not prepared a separate set of consolidated financial statements of affiliates for the year ended December 31, 2023.

Very truly yours,

SYSTEX CORPORATION

By:

February 27, 2024

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Systex Corporation

Opinion

We have audited the accompanying consolidated financial statements of Systex Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. 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.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2023 is stated as follows:

Valuation of Receivables

As of December 31, 2023, notes receivable and accounts receivable amounted to \$6,268,637 thousand. When assessing the impairment of receivables, the management of the Group uses the expected credit loss model based on the lifetime expected credit loss. The valuation of receivables involves significant accounting estimates and judgments by management. Therefore, we considered the valuation of receivables as a key audit matter. For the disclosures related to receivables, refer to Notes 5 and 11 to the consolidated financial statements.

Our audit procedures performed with respect to the abovementioned key audit matter included the following:

1. We obtained the reports of impairment of receivables and assessed the reasonableness of the expected credit loss model and the data used in the reports.
2. We tested the aging schedule of receivables and reviewed the calculation of expected credit loss to confirm the accuracy of the expected credit loss recognized on receivables.
3. We tested the recoverability of receivables by analyzing overdue accounts and verifying cash receipts in the subsequent period. For a receivable that was past due but not yet received, we assessed the reasonableness of the expected credit loss based on the customer's payment history, customer credit control and tracking of overdue receivables.

Other Matter

We did not audit the financial statements as of and for the year ended December 31, 2023 of Rainbow Tech Information (HK) Ltd. and Systex Information (HK) Ltd., and the financial statements as of and for the year ended December 31, 2022 of Rainbow Tech Information (HK) Ltd., Systex Information (HK) Ltd., and Dawning Technology Inc., which were all subsidiaries of the Group included in the consolidated financial statements. The aggregate assets of these subsidiaries as of December 31, 2023 and 2022 amounted to \$1,242,243 thousand and \$3,074,608 thousand, respectively, or 4.06% and 10.28%, respectively, of the consolidated assets. The aggregate net operating revenues of these subsidiaries in 2023 and 2022 were \$2,230,942 thousand and \$5,530,112 thousand, respectively, or 6.34% and 16.69%, respectively, of the consolidated net operating revenues. We also did not audit the financial statements as of and for the year ended December 31, 2023 of Genesis Technology Inc., and Collaboration Co., Ltd., and the financial statements as of and for the year ended December 31, 2022 of Genesis Technology Inc., Collaboration Co., Ltd. and Neo Trend Tech Corporation, which investments were accounted for using the equity method in the accompanying consolidated financial statements. The aggregate carrying amounts of which investments were accounted for using the equity method were \$1,386,011 thousand and \$1,350,604 thousand, respectively, or 4.53% and 4.52%, respectively, of the consolidated assets as of December 31, 2023 and 2022. The aggregate amounts of the share in their profit and other comprehensive income in 2023 and 2022 were \$90,807 thousand and \$99,908 thousand, respectively, or 6.23% and 6.16%, respectively, of the consolidated comprehensive income. The financial statements of the aforementioned subsidiaries and investees were audited by other auditors whose reports have been provided to us, and our opinion, insofar as it relates to the amounts included for these subsidiaries and investees, is based solely on the reports of the other auditors.

We have also audited the parent company only financial statements of Systex Corporation as of and for the years ended December 31, 2023 and 2022 on which we have both issued an unmodified report with Other Matter paragraph.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional 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 entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2023 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 audits resulting in this independent auditors' report are Yu-Hong Kuo and Shiow-Ming Shue.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 27, 2024

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 7,110,063	23	\$ 4,331,378	14
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	615,617	2	3,558,493	12
Financial assets at amortized cost - current (Note 4 and 9)	857,010	3	-	-
Notes receivable, net (Notes 4, 5, 11, 21 and 30)	181,924	1	169,558	1
Accounts receivable, net (Notes 4, 5, 11, 21 and 30)	6,086,713	20	6,176,067	21
Other receivables (Notes 4 and 23)	162,412	1	113,535	-
Inventories (Notes 4 and 12)	4,574,403	15	4,793,534	16
Prepayments	1,789,919	6	1,689,672	6
Other financial assets - current (Notes 31 and 32)	394,958	1	474,863	2
Refundable deposits - current	409,636	1	400,715	1
Other current assets (Note 30)	43,870	-	45,310	-
Total current assets	22,226,525	73	21,753,125	73
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	2,093,460	7	2,040,928	7
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	278,609	1	342,633	1
Financial assets at amortized cost - non-current (Notes 4, 9 and 10)	500,000	2	500,000	2
Investments accounted for using equity method (Notes 4 and 14)	1,931,122	6	1,963,914	7
Property, plant and equipment (Notes 4, 15 and 31)	2,219,130	7	2,212,298	7
Right-of-use assets (Notes 4 and 16)	492,439	2	325,968	1
Intangible assets (Note 4)	261,258	1	329,033	1
Deferred tax assets (Notes 4 and 23)	49,532	-	62,776	-
Refundable deposits - non-current	305,395	1	231,197	1
Long-term receivables (Notes 4 and 11)	4,168	-	7,154	-
Other financial assets - non-current (Notes 31 and 32)	91,978	-	86,508	-
Other non-current assets (Notes 19 and 30)	143,096	-	44,209	-
Total non-current assets	8,370,187	27	8,146,618	27
TOTAL	\$ 30,596,712	100	\$ 29,899,743	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (Notes 17 and 31)	\$ 2,023,349	7	\$ 1,850,314	6
Contract liabilities (Notes 4 and 21)	2,360,602	8	2,438,375	8
Notes and accounts payable	5,470,095	18	5,169,823	17
Payables to related parties (Note 30)	22,306	-	23,873	-
Other payables (Note 30)	1,685,052	5	1,663,560	6
Current tax liabilities (Notes 4 and 23)	220,011	1	175,744	1
Lease liabilities - current (Notes 4 and 16)	186,758	-	138,424	1
Current portion of long-term borrowings payable (Notes 17 and 31)	10,103	-	10,120	-
Other current liabilities	294,751	1	386,096	1
Total current liabilities	12,273,027	40	11,856,329	40
NON-CURRENT LIABILITIES				
Bonds payable (Note 18)	2,996,633	10	2,995,420	10
Long-term borrowings (Notes 17 and 31)	94,519	-	104,527	-
Deferred tax liabilities (Notes 4 and 23)	6,452	-	6,859	-
Lease liabilities - non-current (Notes 4 and 16)	315,252	1	194,150	1
Net defined benefit liabilities - non-current (Notes 4 and 19)	130,489	1	129,055	-
Other non-current liabilities	7,830	-	5,594	-
Total non-current liabilities	3,551,175	12	3,435,605	11
Total liabilities	15,824,202	52	15,291,934	51
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Notes 4, 20 and 25)				
Share capital	2,723,033	9	2,723,333	9
Capital surplus	6,967,728	23	6,874,231	23
Retained earnings				
Legal reserve	1,691,083	6	1,576,153	5
Special reserve	308,124	1	729,124	3
Unappropriated earnings	3,976,732	13	3,573,220	12
Total retained earnings	5,975,939	20	5,878,497	20
Other equity	(465,750)	(2)	(479,457)	(2)
Treasury shares	(928,443)	(3)	(928,443)	(3)
Total equity attributable to owners of the Corporation	14,272,507	47	14,068,161	47
NON-CONTROLLING INTERESTS (Notes 20 and 27)	500,003	1	539,648	2
Total equity	14,772,510	48	14,607,809	49
TOTAL	\$ 30,596,712	100	\$ 29,899,743	100

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 4, 21 and 30)				
Sales	\$ 27,795,078	79	\$ 26,334,927	79
Less: Sales returns and allowances	<u>53,246</u>	<u>-</u>	<u>63,840</u>	<u>-</u>
Net sales	27,741,832	79	26,271,087	79
Service revenue	7,347,593	21	6,788,997	21
Other operating revenue	<u>94,953</u>	<u>-</u>	<u>68,768</u>	<u>-</u>
Total operating revenues	<u>35,184,378</u>	<u>100</u>	<u>33,128,852</u>	<u>100</u>
OPERATING COSTS (Notes 4, 12, 22 and 30)				
Cost of goods sold	24,009,293	69	22,848,789	69
Service cost	3,222,729	9	2,929,139	9
Other operating cost	<u>44,375</u>	<u>-</u>	<u>11,272</u>	<u>-</u>
Total operating costs	<u>27,276,397</u>	<u>78</u>	<u>25,789,200</u>	<u>78</u>
GROSS PROFIT	<u>7,907,981</u>	<u>22</u>	<u>7,339,652</u>	<u>22</u>
OPERATING EXPENSES (Notes 11, 22 and 30)				
Selling expenses	5,195,206	15	4,940,598	15
General and administrative expenses	646,683	2	630,226	2
Research and development expenses	558,824	1	518,721	1
Expected credit loss (gain)	<u>37,468</u>	<u>-</u>	<u>(7,187)</u>	<u>-</u>
Total operating expenses	<u>6,438,181</u>	<u>18</u>	<u>6,082,358</u>	<u>18</u>
PROFIT FROM OPERATIONS	<u>1,469,800</u>	<u>4</u>	<u>1,257,294</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of associates (Notes 4, 14 and 22)	21,841	-	22,868	-
Interest income (Note 4)	105,946	-	39,462	-
Dividend income (Note 4)	62,869	-	67,501	-
Other income, net (Note 30)	39,134	-	57,724	-
(Loss) gain on disposal of property, plant and equipment, net (Note 4)	(3,783)	-	3,025	-
Gain on sale of investments, net (Note 22)	16,225	-	-	-
Foreign exchange (loss) gain, net (Notes 4 and 33)	(5,490)	-	31,966	-
Gain on financial assets at fair value through profit or loss, net (Note 4)	346,195	1	40,779	-
Interest expense	(86,256)	-	(80,642)	-
Other expenses	(6,838)	-	(14,049)	-
Loss on disposal of intangible assets, net (Note 4)	-	-	(6,937)	-
Impairment loss on assets (Notes 4 and 22)	<u>(34,373)</u>	<u>-</u>	<u>(25,927)</u>	<u>-</u>

(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
Total non-operating income and expenses	<u>455,470</u>	<u>1</u>	<u>135,770</u>	<u>-</u>
INCOME BEFORE INCOME TAX	1,925,270	5	1,393,064	4
INCOME TAX EXPENSE (Notes 4 and 23)	<u>346,382</u>	<u>1</u>	<u>264,709</u>	<u>1</u>
NET INCOME	<u>1,578,888</u>	<u>4</u>	<u>1,128,355</u>	<u>3</u>
OTHER COMPREHENSIVE INCOME (LOSS), NET OF INCOME TAX				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 19)	(30,145)	-	59,036	-
Unrealized (loss) gain on equity instruments at fair value through other comprehensive income	(90,785)	-	4,655	-
Share of the other comprehensive income of associates accounted for using the equity method	25,662	-	6,491	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4 and 23)	<u>1,770</u>	<u>-</u>	<u>(2,986)</u>	<u>-</u>
	<u>(93,498)</u>	<u>-</u>	<u>67,196</u>	<u>-</u>
Items that may be reclassified subsequently to profit:				
Exchange differences on translating foreign operations	(18,437)	-	404,748	2
Share of the other comprehensive (loss) income of associates accounted for using the equity method	<u>(8,876)</u>	<u>-</u>	<u>21,612</u>	<u>-</u>
	<u>(27,313)</u>	<u>-</u>	<u>426,360</u>	<u>2</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(120,811)</u>	<u>-</u>	<u>493,556</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,458,077</u>	<u>4</u>	<u>\$ 1,621,911</u>	<u>5</u>
NET INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,494,266	4	\$ 1,091,229	3
Non-controlling interests	<u>84,622</u>	<u>-</u>	<u>37,126</u>	<u>-</u>

(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
	<u>\$ 1,578,888</u>	<u>4</u>	<u>\$ 1,128,355</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME				
ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,372,799	4	\$ 1,578,266	5
Non-controlling interests	<u>85,278</u>	<u>-</u>	<u>43,645</u>	<u>-</u>
	<u>\$ 1,458,077</u>	<u>4</u>	<u>\$ 1,621,911</u>	<u>5</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 6.02</u>		<u>\$ 4.40</u>	
Diluted	<u>\$ 6.01</u>		<u>\$ 4.39</u>	

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

(Concluded)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars, Dividends Per Share in New Taiwan Dollars)

	Equity Attributable to Owners of the Corporation												
	Share Capital	Capital Surplus	Retained Earnings				Exchange Differences on Translation of Foreign Operations	Other Equity		Treasury Shares	Total	Non-controlling Interests	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Total		Unrealized (Loss) Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits				
BALANCE AT JANUARY 1, 2022	\$ 2,693,933	\$ 6,606,321	\$ 1,457,250	\$ 768,711	\$ 3,634,691	\$ 5,860,652	\$ (692,016)	\$ (37,108)	\$ -	\$ (928,443)	\$ 13,503,339	\$ 307,828	\$ 13,811,167
Appropriation of 2021 earnings													
Legal reserve	-	-	118,903	-	(118,903)	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(39,587)	39,587	-	-	-	-	-	-	-	-
Cash dividends - NT\$4.2 per share	-	-	-	-	(1,131,452)	(1,131,452)	-	-	-	-	(1,131,452)	-	(1,131,452)
Share of changes in associates accounted for using the equity method	-	2,914	-	-	-	-	-	-	-	-	2,914	-	2,914
Distribution in cash of the capital surplus - NT\$0.8 per share	-	(215,515)	-	-	-	-	-	-	-	-	(215,515)	-	(215,515)
Net income for 2022	-	-	-	-	1,091,229	1,091,229	-	-	-	-	1,091,229	37,126	1,128,355
Other comprehensive income for 2022	-	-	-	-	56,217	56,217	419,893	10,927	-	-	487,037	6,519	493,556
Total comprehensive income for 2022	-	-	-	-	1,147,446	1,147,446	419,893	10,927	-	-	1,578,266	43,645	1,621,911
Share-based payment transaction - restricted shares for employees	30,000	188,966	-	-	-	-	-	-	(175,720)	-	43,246	334	43,580
Share-based payment transaction - cancellation of restricted shares for employees	(600)	(3,786)	-	-	-	-	-	-	4,386	-	-	-	-
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	-	107,049	-	107,049
Differences between equity purchase price and carrying amount arising from actual acquisition or disposal of subsidiaries	-	192,120	-	-	(7,968)	(7,968)	-	-	-	-	184,152	45,937	230,089
Share of changes in equities of subsidiaries	-	(3,838)	-	-	-	-	-	-	-	-	(3,838)	3,838	-
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	138,066	138,066
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	9,819	9,819	-	(9,819)	-	-	-	-	-
BALANCE AT DECEMBER 31, 2022	2,723,333	6,874,231	1,576,153	729,124	3,573,220	5,878,497	(272,123)	(36,000)	(171,334)	(928,443)	14,068,161	539,648	14,607,809
Appropriation of 2022 earnings													
Legal reserve	-	-	114,930	-	(114,930)	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(421,000)	421,000	-	-	-	-	-	-	-	-
Cash dividends - NT\$5 per share	-	-	-	-	(1,361,517)	(1,361,517)	-	-	-	-	(1,361,517)	-	(1,361,517)
Share of changes in associates accounted for using the equity method	-	(3,770)	-	-	(7,887)	(7,887)	-	-	-	-	(11,657)	-	(11,657)
Net income for 2023	-	-	-	-	1,494,266	1,494,266	-	-	-	-	1,494,266	84,622	1,578,888
Other comprehensive income (loss) for 2023	-	-	-	-	(27,480)	(27,480)	(27,913)	(66,074)	-	-	(121,467)	656	(120,811)
Total comprehensive income (loss) for 2023	-	-	-	-	1,466,786	1,466,786	(27,913)	(66,074)	-	-	1,372,799	85,278	1,458,077
Share-based payment transaction - restricted shares for employees	-	(820)	-	-	-	-	-	-	105,561	-	104,741	820	105,561
Share-based payment transaction - cancellation of restricted shares for employees	(300)	(1,893)	-	-	-	-	-	-	2,193	-	-	-	-
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	-	107,049	-	107,049
Differences between equity purchase price and carrying amount arising from actual acquisition or disposal of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-
Share of changes in equities of subsidiaries	-	(7,069)	-	-	-	-	-	-	-	-	(7,069)	(20,192)	(27,261)
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(105,551)	(105,551)
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	60	60	-	(60)	-	-	-	-	-
BALANCE AT DECEMBER 31, 2023	\$ 2,723,033	\$ 6,967,728	\$ 1,691,083	\$ 308,124	\$ 3,976,732	\$ 5,975,939	\$ (300,036)	\$ (102,134)	\$ (63,580)	\$ (928,443)	\$ 14,272,507	\$ 500,003	\$ 14,772,510

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,925,270	\$ 1,393,064
Adjustments for:		
Depreciation expense	355,027	344,515
Amortization expense	62,160	45,722
Expected credit loss recognized (reversed)	37,468	(7,187)
Gain on financial assets at fair value through profit or loss, net	(346,195)	(40,779)
Compensation cost of share-based payment	105,561	43,580
Interest expense	86,256	80,642
Interest income	(105,946)	(39,462)
Dividend income	(62,869)	(67,501)
Share of profit of associates	(21,841)	(22,868)
Loss (gain) on disposal of property, plant and equipment, net	3,783	(3,025)
Loss on disposal of intangible assets, net	-	6,937
Gain on disposal of investment accounted for using the equity method, net	(16,225)	-
Impairment loss on non-financial assets	34,373	25,927
Write-down (reversal of write-down) of inventories	10,452	(6,209)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	3,247,482	728,135
Notes receivable	(13,663)	(78,259)
Accounts receivable	30,780	(1,367,630)
Other receivables	(35,673)	(26,232)
Inventories	143,903	(1,529,215)
Prepayments	(102,928)	113,294
Other current assets	1,083	486
Contract liabilities	(78,231)	761,211
Notes and accounts payable	311,901	866,256
Payables to related parties	(1,567)	2,097
Other payables	23,979	159,499
Other current liabilities	(89,077)	29,290
Net defined benefit liabilities	(28,767)	(61,364)
Cash generated from operations	5,476,496	1,350,924
Interest paid	(85,091)	(80,494)
Income tax paid	(287,469)	(220,994)
Net cash generated from operating activities	<u>5,103,936</u>	<u>1,049,436</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	(11,592)	(307,790)
Disposal of financial assets at fair value through other comprehensive income	1,106	222,922

(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
Capital reduction of financial assets at fair value through other comprehensive income	3,938	73,211
Acquisition of financial assets at amortized cost	(865,070)	-
Acquisition of investments accounted for using the equity method	(67,148)	(196,037)
Proceeds from disposal of investments accounted for using equity method	34,562	-
Net cash outflow on acquisition of subsidiaries (Note 26)	-	(66,196)
Payments for property, plant and equipment	(117,129)	(211,616)
Proceeds from disposal of property, plant and equipment	636	23,314
(Increase) decrease in refundable deposits	(83,121)	11,459
Payments for intangible assets	(19,561)	(113,360)
Proceeds from disposal of intangible assets	-	686
Decrease in long-term receivables	2,986	5,752
Decrease (increase) in pledged time deposits	74,435	(176,791)
(Increase) decrease in other non-current assets	(107,107)	15,020
Interest received	92,620	38,101
Dividends received	62,869	67,501
Dividends received from associates	<u>83,605</u>	<u>67,841</u>
Net cash used in investing activities	<u>(913,971)</u>	<u>(545,983)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term loans	181,285	581,110
Repayment of long-term borrowings	(10,025)	(7,615)
Increase in guarantee deposits received	2,323	155
Repayment of the principal portion of lease liabilities	(189,124)	(193,062)
Dividends paid	(1,361,517)	(1,131,452)
Acquisition of interests in subsidiaries	(82,310)	(68,400)
Partial disposal of interests in subsidiaries without a loss of control	-	299,025
Changes in non-controlling interests	(48,659)	25,295
Cash dividends received by subsidiaries from the Corporation	107,049	107,049
Distribution in cash from capital surplus	-	(215,515)
Other financing activities (Note 13)	<u>(817)</u>	<u>-</u>
Net cash used in financing activities	<u>(1,401,795)</u>	<u>(603,410)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(9,485)</u>	<u>363,081</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,778,685	263,124
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>4,331,378</u>	<u>4,068,254</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 7,110,063</u>	<u>\$ 4,331,378</u>

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated February 27, 2024)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Systex Corporation

Opinion

We have audited the accompanying financial statements of Systex Corporation (the “Corporation”), which comprise the balance sheets as of December 31, 2023 and 2022, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the “financial statements”).

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of 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 Corporation in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Corporation's financial statements for the year ended December 31, 2023 is stated as follows:

Valuation of Receivables

As of December 31, 2023, notes receivable and accounts receivable amounted to \$2,008,163 thousand. When assessing the impairment of receivables, the management of the Corporation uses the expected credit loss model based on the lifetime expected credit loss. The valuation of receivables involves significant accounting estimates and judgments by management. Therefore, we considered the valuation of receivables as a key audit matter. For the disclosures related to receivables, refer to Notes 5 and 9 to the financial statements.

Our audit procedures performed with respect to the abovementioned key audit matter included the following:

1. We obtained the reports of impairment of receivables and assessed the reasonableness of the expected credit loss model and the data used in the reports.
2. We tested the aging schedule of receivables and reviewed the calculation of expected credit loss to confirm the accuracy of the expected credit loss recognized on receivables.
3. We tested the recoverability of receivables by analyzing overdue accounts and verifying cash receipts in the subsequent period. For a receivable that was past due but not yet received, we assessed the reasonableness of the expected credit loss based on the customer's payment history, customer credit control and tracking of overdue receivables.

Other Matter

We did not audit the financial statements of Collaboration Co., Ltd., which is investee of the Corporation and is accounted for using the equity method, Genesis Technology Inc., which is investee of the Corporation and Syscore Corporation and is accounted for using the equity method, Systex Information (H.K.) Limited and Rainbow Tech Information (HK) Limited, which are investees of Kimo.com (BVI) Corporation and are accounted for using the equity method for the year ended December 31, 2023, the financial statements of Collaboration Co., Ltd., which is investee of the Corporation and is accounted for using the equity method, Genesis Technology Inc., which is investee of the Corporation and Syscore Corporation and is accounted for using the equity method, Systex Information (H.K.) Limited and Rainbow Tech Information (HK) Limited, which are investees of Kimo.com (BVI) Corporation and are accounted for using the equity method, Dawning Technology Inc., which is investee of Syslink Corporation and is accounted for using the equity method for the year ended December 31, 2022, but such financial statements were audited by other auditors. Our opinion, insofar as it relates to the amounts included for these investees, is based solely on the reports of other auditors. The aggregate amounts of aforementioned investments accounted for using the equity method were \$2,521,760 thousand and \$2,713,520 thousand, respectively, representing 11.27% and 12.44%, respectively, of the Corporation's total assets as of December 31, 2023 and 2022. The aggregate comprehensive income of these investees were \$158,395 thousand and \$242,433 thousand, respectively, representing 11.54% and 15.36%, respectively, of the Corporation's comprehensive income for the years ended December 31, 2023 and 2022.

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 the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of 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 Corporation'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 Corporation 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 Corporation'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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of 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 Corporation'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 Corporation'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 Corporation 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 entities or business activities within the Corporation to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2023 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 audits resulting in this independent auditors' report are Yu-Hong Kuo and Shiow-Ming Shue.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 27, 2024

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with 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 financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

SYSTEX CORPORATION

BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 1,006,943	4	\$ 395,174	2
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	855,498	4
Notes receivable, net (Notes 4, 5, 9 and 18)	16,251	-	18,031	-
Accounts receivable, net (Notes 4, 5, 9 and 18)	1,991,912	9	1,889,780	9
Receivables from related parties (Note 25)	118,933	1	121,707	1
Other receivables	53,946	-	46,524	-
Inventories (Notes 4 and 10)	1,414,485	6	1,409,706	7
Prepayments	819,765	4	747,266	3
Other financial assets - current (Notes 26 and 27)	204,333	1	226,017	1
Refundable deposits - current	124,050	1	95,223	-
Other current assets (Note 20)	19,816	-	25,820	-
Total current assets	5,770,434	26	5,830,746	27
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	1,791,458	8	1,729,941	8
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	40,857	-	48,670	-
Investments accounted for using equity method (Notes 4 and 11)	12,556,168	56	12,122,981	56
Property, plant and equipment (Notes 4 and 12)	1,629,484	7	1,619,463	7
Right-of-use assets (Notes 4 and 13)	299,754	1	177,653	1
Computer software (Note 4)	42,126	-	101,300	1
Deferred tax assets (Notes 4 and 20)	18,885	-	19,408	-
Refundable deposits - non-current	114,132	1	92,077	-
Long-term receivables (Notes 4 and 9)	3,007	-	6,773	-
Other financial assets - non-current (Notes 26 and 27)	32,401	-	35,549	-
Other non-current assets	77,155	1	25,337	-
Total non-current assets	16,605,427	74	15,979,152	73
TOTAL	\$22,375,861	100	\$21,809,898	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (Notes 4 and 14)	\$ 200,000	1	\$ 380,000	2
Contract liabilities (Notes 4 and 18)	956,407	4	896,590	4
Notes and accounts payable	1,376,092	6	1,267,784	6
Payables to related parties (Note 25)	1,230,680	6	889,935	4
Other payables	779,973	3	796,132	4
Lease liabilities - current (Notes 4 and 13)	112,328	-	71,404	-
Current tax liabilities (Notes 4 and 20)	31,611	-	1,715	-
Other current liabilities	124,637	1	218,931	1
Total current liabilities	4,811,728	21	4,522,491	21
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 15)	2,996,633	13	2,995,420	14
Deferred tax liabilities (Notes 4 and 20)	5,846	-	5,909	-
Lease liabilities - non-current (Notes 4 and 13)	190,790	1	109,180	1
Net defined benefit liabilities - non-current (Notes 4 and 16)	92,172	1	103,737	-
Other non-current liabilities	6,185	-	5,000	-
Total non-current liabilities	3,291,626	15	3,219,246	15
Total liabilities	8,103,354	36	7,741,737	36
EQUITY (Notes 4, 17 and 22)				
Share capital	2,723,033	12	2,723,333	12
Capital surplus	6,967,728	31	6,874,231	31
Retained earnings				
Legal reserve	1,691,083	8	1,576,153	7
Special reserve	308,124	1	729,124	3
Unappropriated earnings	3,976,732	18	3,573,220	17
Total retained earnings	5,975,939	27	5,878,497	27
Other equity	(465,750)	(2)	(479,457)	(2)
Treasury shares	(928,443)	(4)	(928,443)	(4)
Total equity	14,272,507	64	14,068,161	64
TOTAL	\$22,375,861	100	\$21,809,898	100

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

SYSTEX CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 18 and 25)				
Sales	\$ 6,749,714	64	\$ 5,741,280	63
Less: Sales returns and allowances	<u>9,896</u>	<u>-</u>	<u>13,251</u>	<u>-</u>
Net sales	6,739,818	64	5,728,029	63
Service revenue	3,742,203	35	3,351,694	37
Other operating revenue	<u>70,938</u>	<u>1</u>	<u>46,853</u>	<u>-</u>
Total operating revenue	<u>10,552,959</u>	<u>100</u>	<u>9,126,576</u>	<u>100</u>
OPERATING COSTS (Notes 4, 10, 19 and 25)				
Cost of goods sold	5,894,121	56	4,892,642	54
Service costs	1,709,032	16	1,414,215	15
Other operating costs	<u>10,486</u>	<u>-</u>	<u>5,971</u>	<u>-</u>
Total operating costs	<u>7,613,639</u>	<u>72</u>	<u>6,312,828</u>	<u>69</u>
GROSS PROFIT	<u>2,939,320</u>	<u>28</u>	<u>2,813,748</u>	<u>31</u>
OPERATING EXPENSES (Notes 9, 19 and 25)				
Selling expenses	2,127,284	20	2,056,277	23
General and administrative expenses	342,852	3	307,755	3
Research and development expenses	352,194	4	380,658	4
Expected credit loss (gain)	<u>5,290</u>	<u>-</u>	<u>(6,724)</u>	<u>-</u>
Total operating expenses	<u>2,827,620</u>	<u>27</u>	<u>2,737,966</u>	<u>30</u>
PROFIT FROM OPERATIONS	<u>111,700</u>	<u>1</u>	<u>75,782</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of subsidiaries and associates (Notes 4 and 11)	1,343,291	13	657,800	7
Interest income (Notes 4 and 25)	4,694	-	6,196	-
Dividend income (Note 4)	49,743	-	49,828	-
Other income, net (Note 25)	20,613	-	32,978	-
Gain on sale of property, plant and equipment	138	-	3,069	-
(Loss) gain on sale of investments, net (Note 19)	(5,964)	-	-	-
Foreign exchange (loss) gain, net (Note 4)	(332)	-	2,146	-
Gain on financial assets at fair value through profit or loss, net (Note 4)	67,803	-	334,737	4
Interest expense	(35,693)	-	(33,133)	-
Other income (expenses)	2,243	-	(8,508)	-
Impairment loss on assets (Notes 4 and 19)	<u>(34,373)</u>	<u>-</u>	<u>(25,927)</u>	<u>-</u>

(Continued)

SYSTEX CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
Total non-operating income and expenses	<u>1,412,163</u>	<u>13</u>	<u>1,019,186</u>	<u>11</u>
INCOME BEFORE INCOME TAX	1,523,863	14	1,094,968	12
INCOME TAX EXPENSE (Notes 4 and 20)	<u>29,597</u>	<u>-</u>	<u>3,739</u>	<u>-</u>
NET INCOME	<u>1,494,266</u>	<u>14</u>	<u>1,091,229</u>	<u>12</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 16)	(21,159)	-	44,108	1
Unrealized loss on equity instruments at fair value through other comprehensive income	(16,527)	-	(940)	-
Share of the other comprehensive (loss) income of subsidiaries and associates accounted for using the equity method	<u>(55,868)</u>	<u>(1)</u>	<u>23,976</u>	<u>-</u>
	<u>(93,554)</u>	<u>(1)</u>	<u>67,144</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive (loss) income of subsidiaries and associates accounted for using the equity method	<u>(27,913)</u>	<u>-</u>	<u>419,893</u>	<u>4</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(121,467)</u>	<u>(1)</u>	<u>487,037</u>	<u>5</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,372,799</u>	<u>13</u>	<u>\$ 1,578,266</u>	<u>17</u>
EARNINGS PER SHARE (Note 21)				
Basic	<u>\$ 6.02</u>		<u>\$ 4.40</u>	
Diluted	<u>\$ 6.01</u>		<u>\$ 4.39</u>	

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

(Concluded)

SYSTEX CORPORATION

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

							Other Equity				
	Share Capital	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Unrealized (Loss) Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits	Treasury Shares	Total Equity	
			Legal Reserve	Special Reserve	Unappropriated Earnings						Total
BALANCE AT JANUARY 1, 2022	\$ 2,693,933	\$ 6,606,321	\$ 1,457,250	\$ 768,711	\$ 3,634,691	\$ 5,860,652	\$ (692,016)	\$ (37,108)	\$ -	\$ (928,443)	\$13,503,339
Appropriation of 2021 earnings											
Legal reserve	-	-	118,903	-	(118,903)	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(39,587)	39,587	-	-	-	-	-	-
Cash dividends - NT\$4.2 per share	-	-	-	-	(1,131,452)	(1,131,452)	-	-	-	-	(1,131,452)
Share of changes in subsidiaries and associates accounted for using the equity method	-	(924)	-	-	-	-	-	-	-	-	(924)
Distribution in cash of the capital surplus - NT\$0.8 per share	-	(215,515)	-	-	-	-	-	-	-	-	(215,515)
Net income for 2022	-	-	-	-	1,091,229	1,091,229	-	-	-	-	1,091,229
Other comprehensive income for 2022	-	-	-	-	56,217	56,217	419,893	10,927	-	-	487,037
Total comprehensive income for 2022	-	-	-	-	1,147,446	1,147,446	419,893	10,927	-	-	1,578,266
Share-based payment transaction - restricted shares for employees	30,000	188,966	-	-	-	-	-	-	(175,720)	-	43,246
Share-based payment transaction - cancellation of restricted shares for employees	(600)	(3,786)	-	-	-	-	-	-	4,386	-	-
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	-	107,049
Differences between equity purchase price and carrying amount arising from actual acquisition or disposal of subsidiaries	-	192,120	-	-	(7,968)	(7,968)	-	-	-	-	184,152
Disposal of investments by subsidiaries in equity instruments at fair value through other comprehensive income	-	-	-	-	9,819	9,819	-	(9,819)	-	-	-
BALANCE AT DECEMBER 31, 2022	2,723,333	6,874,231	1,576,153	729,124	3,573,220	5,878,497	(272,123)	(36,000)	(171,334)	(928,443)	14,068,161
Appropriation of 2022 earnings											
Legal reserve	-	-	114,930	-	(114,930)	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(421,000)	421,000	-	-	-	-	-	-
Cash dividends - NT\$5 per share	-	-	-	-	(1,361,517)	(1,361,517)	-	-	-	-	(1,361,517)
Share of changes in subsidiaries and associates accounted for using the equity method	-	(10,839)	-	-	(7,887)	(7,887)	-	-	-	-	(18,726)
Net income for 2023	-	-	-	-	1,494,266	1,494,266	-	-	-	-	1,494,266
Other comprehensive loss for 2023	-	-	-	-	(27,480)	(27,480)	(27,913)	(66,074)	-	-	(121,467)
Total comprehensive income (loss) for 2023	-	-	-	-	1,466,786	1,466,786	(27,913)	(66,074)	-	-	1,372,799
Share-based payment transaction - restricted shares for employees	-	(820)	-	-	-	-	-	-	105,561	-	104,741
Share-based payment transaction - cancellation of restricted shares for employees	(300)	(1,893)	-	-	-	-	-	-	2,193	-	-
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	-	107,049
Disposal of investments by subsidiaries in equity instruments at fair value through other comprehensive income	-	-	-	-	60	60	-	(60)	-	-	-
BALANCE AT DECEMBER 31, 2023	\$ 2,723,033	\$ 6,967,728	\$ 1,691,083	\$ 308,124	\$ 3,976,732	\$ 5,975,939	\$ (300,036)	\$ (102,134)	\$ (63,580)	\$ (928,443)	\$14,272,507

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

SYSTEX CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,523,863	\$ 1,094,968
Adjustments for:		
Depreciation expense	218,013	223,533
Amortization expense	41,083	31,834
Expected credit loss recognized (reversed)	5,290	(6,724)
Gain on financial assets at fair value through profit or loss, net	(67,803)	(334,737)
Loss on disposal of investments accounted for using the equity method	5,964	-
Interest expense	35,693	33,133
Interest income	(4,694)	(6,196)
Dividend income	(49,743)	(49,828)
Compensation cost of share-based payment	88,622	36,687
Share of profit of subsidiaries and associates accounted for using equity method	(1,343,291)	(657,800)
Gain on sale of property, plant and equipment	(138)	(3,069)
Write-down of inventories	1,123	839
Impairment loss on non-financial assets	34,373	25,927
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	864,044	519,088
Notes receivable	1,780	933
Accounts receivable	(107,422)	(552,251)
Receivables from related parties	2,774	292,050
Other receivables	(6,892)	(8,530)
Inventories	(31,267)	(515,780)
Prepayments	(72,499)	(143,392)
Other current assets	6,004	4,066
Notes and accounts payable	108,308	(38,677)
Payables to related parties	340,745	472,649
Other payables	(16,159)	61,358
Contract liabilities	59,817	240,448
Other current liabilities	(93,081)	39,172
Net defined benefit liabilities	(32,724)	(51,438)
Cash generated from operations	1,511,783	708,263
Interest paid	(35,588)	(33,073)
Income tax received (paid)	759	(19,739)
Net cash generated from operating activities	<u>1,476,954</u>	<u>655,451</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	(10,010)	(24,061)

(Continued)

SYSTEX CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
Proceeds from disposal of financial assets at fair value through other comprehensive income	1,106	-
Acquisition of investments accounted for using the equity method	(106,772)	(564,967)
Proceeds from disposal of investments accounted for using the equity method	26,186	477,457
Capital reduction of investments accounted for using the equity method	150,000	4,192
Payments for property, plant and equipment	(65,289)	(131,975)
Proceeds from disposal of property, plant and equipment	9,993	20,114
Increase in refundable deposits	(50,882)	(9,302)
Payments for intangible assets	(17,383)	(88,270)
Proceeds from disposal of intangible assets	969	277
Decrease in long-term receivables	3,766	2,377
Decrease (increase) in pledged time deposits	24,832	(124,503)
Increase in other non-current assets	(80,767)	(3,847)
Interest received	4,354	6,249
Dividends received	49,743	49,828
Dividends received from subsidiaries and associates	<u>853,127</u>	<u>883,306</u>
Net cash generated from investing activities	<u>792,973</u>	<u>496,875</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
(Decrease) increase in short-term loans	(180,000)	380,000
Increase (decrease) in guarantee deposits received	1,185	(186)
Repayment of the principal portion of lease liabilities	(117,826)	(128,113)
Dividends paid	(1,361,517)	(1,131,452)
Distribution in cash from capital surplus	<u>-</u>	<u>(215,515)</u>
Net cash used in financing activities	<u>(1,658,158)</u>	<u>(1,095,266)</u>
NET INCREASE IN CASH	611,769	57,060
CASH AT THE BEGINNING OF THE YEAR	<u>395,174</u>	<u>338,114</u>
CASH AT THE END OF THE YEAR	<u>\$ 1,006,943</u>	<u>\$ 395,174</u>

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

(With Deloitte & Touche auditors' report dated February 27, 2024)

Attachment 3

Audit Committee's Review Report

The Board of Directors has prepared and submitted the 2023 Business Report and Financial Statements, of which the Financial Statements have been audited by Deloitte & Touche. These have been reviewed by us as the Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219, 228 of the Company Act, we hereby submit this report.

Systex Corporation

Audit Committee Convener:

Lai, Chien-Hua

February 27, 2024

Audit Committee's Review Report

The Board of Directors has prepared the 2023 earnings distribution proposal. The proposal has been reviewed by us as the Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219, 228 of the Company Act, we hereby submit this report.

System Corporation

Audit Committee Convener:

Lai, Chien-Hua

April 10, 2024

Attachment 4

System Corporation

Table of Comparison of Amendments to the Rules and Procedure for Board of Directors Meeting

Before Amendments	After Amendments	Remark
<p>Article 8</p> <p>When a board meeting is held, CFO Office shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants.</p> <p>When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.</p> <p>The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.</p> <p>If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no</p>	<p>Article 8</p> <p>When a board meeting is held, CFO Office shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants.</p> <p>When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.</p> <p>The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.</p> <p>If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time <u>on the same day</u>,</p>	<p>To avoid controversy caused by the undetermined extended meeting time of the board of directors, it is stipulated that when the number of attendees is insufficient, the chairman may announce that the postponement of the meeting time on the same day.</p>

Before Amendments	After Amendments	Remark
<p>more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2.</p> <p>The number of "all directors," as used in the preceding paragraph shall be counted as the number of directors then actually in office.</p>	<p>provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2.</p> <p>The number of "all directors," as used in the preceding paragraph shall be counted as the number of directors then actually in office.</p>	
<p>Article 11</p> <p>A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.</p> <p>The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.</p> <p>At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 4 shall apply mutatis mutandis.</p>	<p>Article 11</p> <p>A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.</p> <p>The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.</p> <p>At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 4 shall apply mutatis mutandis.</p> <p><u>During the proceedings of a board meeting, if the chair</u></p>	<p>For the practical considerations, when the board of directors is in progress and the chairman is unable to preside over the meeting for some reason or fails to adjourn the meeting as required, in order to avoid affecting the operation of the board of directors.</p> <p>Paragraph 4 was added to clarify the method for selecting the proxy of the board of directors chairman.</p>

Before Amendments	After Amendments	Remark
	<u>is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 7, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u>	
<p>Article 20:</p> <p>These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The same procedure shall be followed when the rules have been amended.</p> <p>These Rules of Procedures were established on December 14, 2006 and been in force on January 1, 2007, the 1st Amendment on April 19, 2007, the 2nd Amendment on March 20, 2008, the 4th Amendment on March 21, 2013, the 5th Amendment on November 9, 2017, the 6th Amendment on March 19, 2020, the 7th Amendment on August 6, 2020, and the 8th Amendment on Feb 22, 2023.</p>	<p>Article 20:</p> <p>These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The same procedure shall be followed when the rules have been amended.</p> <p>These Rules of Procedures were established on December 14, 2006 and been in force on January 1, 2007, the 1st Amendment on April 19, 2007, the 2nd Amendment on March 20, 2008, the 4th Amendment on March 21, 2013, the 5th Amendment on November 9, 2017, the 6th Amendment on March 19, 2020, the 7th Amendment on August 6, 2020, the 8th Amendment on Feb 22, 2023, <u>and the 9th Amendment on Feb 27, 2024.</u></p>	<p>Addition of revision dates.</p>

Systex Corporation
The Rules and Procedure for Board of Directors Meeting (Amended)

Article 1: To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2: With respect to the board of directors meetings ("board meetings") of this Corporation, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.

Article 3: The board of directors shall meet at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.

The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.

All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.

Article 4: The designated unit responsible for the board meetings of this Corporation shall be CFO Office.

The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.

A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5: When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.

Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in

accordance with this Corporation's articles of incorporation. Attendance by videoconference will be deemed attendance in person.

A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

The proxy referred to in paragraph 2 may be the appointed proxy of only one person.

Article 6: A board meeting shall be held at the premises and during the business hours of this Corporation, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 7: Where a meeting of the board of directors is called by the chairman of the board, the meeting shall be chaired by the chairman. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the chairman of the board is on leave or for any reason is unable to exercise the powers of the chairman, the vice chairman shall do so in place of the chairman, or, if there is no vice chairman or the vice chairman also is on leave or for any reason is unable to act, by a managing director designated by the chairman, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.

Article 8: When a board meeting is held, CFO Office shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants.

When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall

leave the meeting when deliberation or voting takes place.

The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.

If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time on the same day, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2.

The number of "all directors," as used in the preceding paragraph shall be counted as the number of directors then actually in office.

Article 9: Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Article 10: Agenda items for regular board meetings of this Corporation shall include at least the following:

1. Matters to be reported:

- A. Minutes of the last meeting and action taken.
- B. Important financial and business matters.
- C. Internal audit activities.
- D. Other important matters to be reported.

2. Matters for discussion:

- A. Items for continued discussion from the last meeting.
- B. Items for discussion at this meeting.

3. Extraordinary motions.

Article 11: A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors,

then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 4 shall apply *mutatis mutandis*.

During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 7, paragraph 3 shall apply *mutatis mutandis* to the selection of the deputy to act in place thereof.

Article 12: The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting:

1. The Corporation's business plan.
2. Annual and the second quarter financial reports that are required to be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. The election or discharge of the chairman of the board of directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of

1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

With the exception of matters required to be discussed at a board meeting under paragraph 1, when the board of directors appoints a party to exercise the powers of the board in accordance with applicable laws and regulations or this Corporation's articles of incorporation, the levels of such delegation and the content or matters it covers shall be definite and specific.

At least one independent director of this Corporation shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy, can't appoint non-independent director. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13: When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

"Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 15, paragraph 1. One voting method for proposals at a board meeting shall be selected by the chair from among those below:

1. A show of hands.
2. A roll call vote.
3. A vote by ballot.

Article 14: Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors

meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

Article 15: If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

Where a director is prohibited by the rules from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 3 of the same Act.

Article 16: The board of directors of the company may set up kinds of functional committees ("committees"). If The board of directors of the company set up the committees, the committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval.

Article 17: Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. The meeting session (or year) and the time and place of the meeting.
2. The name of the chair.
3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.

4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to Article 15, paragraph 1, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 5.
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
9. Other matters required to be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
2. If the company that has established an audit committee, any matter adopted with the approval of two-thirds or more of all directors without having been passed by the audit committee.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

The meeting minutes of paragraph 1 may produced and distributed in electronic form.

Article 18: With the exception of matters required to be discussed at a board meeting under Article 12, paragraph 1, the board of directors authorizes the chairman or his agent to exercise the functions and powers of the board of directors. The contents or matters are as follows:

1. Sign contracts, memoranda and letters of intent on behalf of the company.
2. The company's business strategy, business projects and organizational structure.
3. Approval of important rules and regulations within the company.
4. Real estate mortgage loans. °
5. Appoint the directors and supervisors of the reinvestment company with a total investment amount of NT \$50,000,000 or more, and total investment amount less than NT\$ 50,000,000 are appointed by the CEO.
6. Approve of the baseline date for the capital increase or decrease and the baseline date for cash dividend allotment.
7. Other matters authorized by the board of directors, and the authorization level and specific content are set out in the minutes of board.

Article 19: The provisions of Article 2, Article 3, paragraph 2, Articles 4 to 6, Articles 8 to 11, Articles 13 to 15, and Articles 17 apply, mutatis mutandis, If the company that has established a meetings of the board of managing directors.

Article 20: These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The same procedure shall be followed when the rules have been amended.

These Rules of Procedures were established on December 14, 2006 and been in force on January 1, 2007, the 1st Amendment on April 19, 2007, the 2nd Amendment on March 20, 2008, the 4th Amendment on March 21, 2013, the 5th Amendment on November 9, 2017, the 6th Amendment on March 19, 2020, the 7th Amendment on August 6, 2020, the 8th Amendment on Feb 22, 2023, and the 9th Amendment on Feb 27, 2024.

Attachment 5

SYSTEX Corporation
Earnings Distribution Proposal
December 31, 2023

Unit: NT\$

Items	Amount	
	Subtotal	Total
Beginning unappropriated earnings		2,517,774,378
Adjustment for the retained earnings for long-term share investment	(14,149,606)	
Actuarial (loss) gains listed in retained earnings	(21,159,182)	
Add: Net income of 2022	1,494,265,982	
Earnings available for distribution		<u>3,976,731,572</u>
Distribution items		
Legal reserve	(145,895,719)	
Special reserve	(94,045,851)	
Cash dividends (NT\$5.2 per share)	(1,415,977,180)	
Total distribution		<u>(1,655,918,750)</u>
Ending unappropriated earnings		<u>2,320,812,822</u>

Note: The Company has issued a total of 272,303,304 shares on April 10, 2024.

Chairman & President Lin, Lung-Fen

Accounting Manager Cheng, Yuan-Yih

Attachment 6

Systex Corporation

Table of Comparison of Amendments to the Articles of Incorporation

Before Amendments	After Amendments	Remark
<p>Article 2: The Company shall engage in the following businesses: (1.~90. Omitted)</p> <p><u>91.</u> I301040 The third party payment <u>92.</u> IZ04010 Translation <u>93.</u> IZ09010 Management System Certification <u>94.</u> IZ12010 Manpower Dispatched <u>95.</u> J202010 Industry Innovation and Incubation Services <u>96.</u> J399990 Other Publishing <u>97.</u> ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>Article 2: The Company shall engage in the following businesses: (1.~90. Omitted)</p> <p><u>91.</u> IZ04010 Translation <u>92.</u> IZ09010 Management System Certification <u>93.</u> IZ12010 Manpower Dispatched <u>94.</u> J202010 Industry Innovation and Incubation Services <u>95.</u> J399990 Other Publishing <u>96.</u> ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>1.Deleted the business scope of No91. I301040 The third party payment for the company's operating needs 2.Amended the item numbers.</p>
<p>Article 25: The Articles of Incorporation were established on Dec. 26, 1996. The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment</p>	<p>Article 25: The Articles of Incorporation were established on Dec. 26, 1996. The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment</p>	<p>Addition of revision dates.</p>

Before Amendments	After Amendments	Remark
<p>on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019 , the 20th Amendment on June 18, 2020 and the 21th Amendment on August 27, 2021 ,and the 22th Amendment on May 26, 2022.</p> <p>The Articles of Incorporation were implemented after approval in accordance with laws and regulations.</p>	<p>on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019 , the 20th Amendment on June 18, 2020 ,the 21th Amendment on August 27, 2021,the 22th Amendment on May 26, 2022 ,<u>and the 23th Amendment on May 29, 2024.</u></p> <p>The Articles of Incorporation were implemented after approval in accordance with laws and regulations.</p>	

Systex Corporation
Articles of Incorporation (Amended)

Chapter I General Provisions

Article 1: The Company is constituted in accordance with the Company Act, and shall be known as Systex Corporation.

Article 2: The Company shall engage in the following businesses:

1. F113050 Wholesale of Computing and Business Machinery Equipment
2. F118010 Wholesale of Computer Software
3. F113070 Wholesale of Telecom Instruments
4. F113020 Wholesale of Household Appliance
5. F113110 Wholesale of Batteries
6. F119010 Wholesale of Electronic Materials
7. E605010 Computing Equipments Installation Construction
8. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops
9. J399010 Software Publication
10. IG02010 Research Development Service
11. I599990 Other Designing
12. JZ99050 Agency Services
13. F113030 Wholesale of Precision Instruments
14. E603050 Cybernation Equipments Construction
15. F401010 International Trade
16. I301010 Software Design Services
17. I301020 Data Processing Services
18. I301030 Digital Information Supply Services
19. F213030 Retail sale of Computing and Business Machinery Equipment
20. F218010 Retail Sale of Computer Software
21. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
22. E701010 Telecommunications Engineering
23. F213060 Retail Sale of Telecom Instruments
24. F399040 Retail Business Without Shop
25. F601010 Intellectual Property
26. IE01010 Telecommunications Number Agencies
27. I103060 Management Consulting Services
28. JE01010 Rental and Leasing Business
29. I401010 General Advertising Services
30. IZ99990 Other Industry and Commerce Services
31. J304010 Book Publishers

32. F401021 Restrained Telecom Radio Frequency Equipments and Materials
Import
33. J303010 Magazine and Periodical Publication
34. J305010 Audio Tape and Record Publishers
35. J201031 Technique and Performing Arts Training
36. I501010 Product Designing
37. I199990 Other Consultancy
38. CC01100 Restrained Telecom Radio Frequency Equipments and Materials
Manufacturing
39. F108031 Wholesale of Drugs, Medical Goods
40. F208031 Retail Sale of Medical Apparatus
41. CC01110 Computers and Computing Peripheral Equipments Manufacturing
42. CC01120 Data Storage Media Manufacturing and Duplicating
43. CC01060 Wired Communication Equipment and Apparatus Manufacturing
44. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
45. CC01080 Electronic Parts and Components Manufacturing
46. CB01010 Machinery and Equipment Manufacturing
47. C701010 Printing
48. C703010 Printings Bindery and Processing
49. F113010 Wholesale of Machinery
50. IZ13010 Internet Identify Services
51. EZ05010 Apparatus Installation Construction
52. E701030 Controlled Telecommunications Radio-Frequency Devices
Installation Engineering
53. E601010 Electric Appliance Construction
54. F102170 Wholesale of Food and Grocery
55. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel,
Clothing Accessories and Other Textile Products
56. F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and
Fixtures
57. F109070 Wholesale of Stationery Articles, Musical Instruments and
Educational Entertainment Articles
58. F203010 Retail sale of Food and Grocery
59. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel,
Clothing Accessories and Other Textile Products
60. F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and
Fixtures
61. F208050 Retail Sale of the Second Type Patent Medicine
62. F102020 Wholesale of Edible Oil
63. F102040 Wholesale of Nonalcoholic Beverages

64. F102050 Wholesale of Tea
65. F102180 Wholesale of Ethanol
66. F103010 Wholesale of Animal Feeds
67. F106010 Wholesale of Ironware
68. F106020 Wholesale of Articles for Daily Use
69. F107030 Wholesale of Cleaning Preparations
70. F107070 Wholesale of Animal Medicines
71. F108040 Wholesale of Cosmetics
72. F110010 Wholesale of Clocks and Watches
73. F110020 Wholesale of Spectacles
74. F114030 Wholesale of Motor Vehicle Parts and Supplies
75. F116010 Wholesale of Photographic Equipment
76. F117010 Wholesale of Fire Fighting Equipment
77. F203030 Retail Sale of Ethanol
78. F206010 Retail Sale of Ironware
79. F206020 Retail Sale of Articles for Daily Use
80. F206050 Retail of pet food and appliances
81. F207030 Retail Sale of Cleaning Preparations
82. F207070 Retail Sale of Animal Medicine
83. F208040 Retail Sale of Cosmetics
84. F210010 Retail Sale of Watches and Clocks
85. F210020 Retail Sale of Spectacles
86. F213010 Retail Sale of Household Appliance
87. F213110 Retail Sale of Batteries
88. F216010 Retail Sale of Photographic Equipment
89. F219010 Retail Sale of Electronic Materials
90. F301010 Department Stores
91. IZ04010 Translation
92. IZ09010 Management System Certification
93. IZ12010 Manpower Dispatched
94. J202010 Industry Innovation and Incubation Services
95. J399990 Other Publishing
96. ZZ99999 All business items that are not prohibited or restricted by law,
except those that are subject to special approval.

Article 2-1: The Company may provide external guarantees.

Article 2-2: The Company's total external investment may exceed forty percent (40%) of its paid-in capital.

Article 3: The Company's head office is established in Taipei City. Where necessary the Company may establish branch companies domestically or overseas subject to the resolution by its Board of Directors and the approval of the competent

authority.

Chapter II Shares

Article 4: The total capital of the Company shall be in the amount of NT\$4 billion divided into 400 million shares to be raised in multiple issues at NT\$10 per share.

An additional NT\$200 million shall be reserved from the total capital as specified in Paragraph 1 for the issuance of employee stock options issuable in 20 million shares at NT\$10 per share over multiple installments in accordance with the Board of Directors resolution.

Before issuing any employee stock options at a strike price lower than the closing price of the Company's stocks on the date of issuance, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the shareholders' meeting attended by shareholders representing a majority of total issued shares, and may issue the stock options in installments within a year of the date of resolution in the shareholders' meeting. Other conditions or restrictions on employee stock options issued in accordance with the provisions described above shall be processed in accordance with related laws and regulations.

Before transferring shares to employees at a price lower than the average of the actual repurchase price, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.

The qualification requirements of the Company's issuance of restricted stock for employees may include employees of parents or subsidiaries companies meeting certain specific requirements.

Article 5: Stocks of the Company shall be with serial numbers, be affixed with the signatures or personal seals of the director representing the company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. Stocks issued by the Company are not required to be printed. The Company, however, shall contact the centralized securities depository enterprise institution for registration or depository of the share certificates for the stocks or shares issued in accordance with this Paragraph.

Article 6: The Company shall administer all the stock-related operations in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority. The competent authority may request consolidated issuance of securities with large nominal value.

Chapter III Shareholders' Meeting

Article 7: Registration for the transfer of shares shall be suspended for 60 days before a general shareholders' meeting, for 30 days before an extraordinary shareholders'

meeting, and for 5 days before the baseline date for distributing dividends, bonus or other benefits. The above periods shall be calculated from the date of the meeting or the baseline date.

Article 8: The Company holds general and provisional shareholders' meetings. A general meeting is convened once a year within six months after the end of a fiscal year. Extraordinary meetings are convened when necessary in accordance with the law. The shareholders' meeting shall be held in accordance with the Company's "Rules and Procedures for Shareholders' Meetings."

When the Company holds a shareholders' meeting, the meeting may be held by means of visual communication network, or other methods promulgated by the central competent authority.

Article 9: All shareholders shall be informed of the meeting and agenda 30 days before a general meeting or 15 days before an extraordinary meeting is convened.

Article 10: A shareholder, if unable to attend the shareholders' meeting, may appoint a proxy to attend on the shareholder's behalf by executing a power of attorney and stating therein the scope of power authorized to the proxy. The authorization shall be processed in accordance with Article 177 of the Company Act.

Article 11: A shareholders' meeting convened by the Board of Directors shall be chaired by the Chairman. If the Chairman is on leave or unable to exercise powers, the acting chair shall be selected in accordance with Article 208, Paragraph 3 of the Company Act. If a shareholders' meeting is convened by an individual with the right to convene a meeting but who is not a member of the Board of Directors, the said individual shall chair the meeting. If two or more individuals have the right to convene the meeting, one shall be elected from those eligible to chair the meeting.

Article 12: Unless otherwise regulated by the Company Act, a shareholders' meeting resolution shall be passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 12-1: A proposal to cancel the public issuance of the Company's shares shall be filed for a resolution in the shareholders' meeting.

Article 13: Each shareholder of the Company shall be entitled to one vote for each share. No voting power shall be granted, however, to Company shares prescribed in Article 179 of the Company Act.

Article 14: Shareholders' meeting resolutions shall be compiled into minutes with details including the date and place of the meeting, the name of Chairman, method of resolution, and a summary of the essential points of meeting proceedings and results. The minutes shall be signed or sealed by the Chair. The minutes described in the previous paragraph shall be retained by the Company along with

the attendance cards and power of attorney letters for proxies of shareholders in attendance. The minutes shall be distributed to each shareholder within 20 days of the meeting. The minutes may be distributed in announcements.

Chapter IV Directors

Article 15: The Company shall appoint nine to thirteen Directors who shall be elected from among the shareholders with capacity at the shareholders' meeting in accordance with the provisions stipulated in Articles 198 and 227 of the Company Act to serve terms of three years each; directors may serve consecutive terms. The election of Directors is held by nomination in accordance with Article 192-1 of the Company Act, and the shareholders shall vote on the list of candidates. Unless otherwise approved by the competent authority, the following relations may not exist among more than half of the directors of the Company.

I. A spousal relationship.

II. Familial relationship within the second degree of kinship.

Article 15-1: The Company shall appoint at least three Independent Directors among the Directors of the Board in accordance with Article 14-2 of the Securities and Exchange Act and in compliance with Article 183 of the Securities and Exchange Act. The selection of Independent Directors shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act.

The Company shall assemble an Audit Committee in accordance with Article 14-4 and Article 183 of the Securities and Exchange Act. The Committee shall be solely composed of Independent Directors.

Article 16: The Directors shall form a Board of Directors, under which functional committees with various duties and purposes may be established. The Chairman of the Board shall be elected from among those present by a majority vote at a Board meeting with more than two-thirds of the directors present. A Vice Chairman may be elected to assist the Chairman. The Chairman is the Chair of the Board of Directors and represents the Company in conducting all affairs. If the Chairman is on leave or unable to exercise his/her duties for whatever reason, a proxy shall be selected in accordance with Article 208, Paragraph 3 of the Company Act.

Article 17: A Board meeting may be convened through written, email or facsimile notification that states the reason for the meeting to each Director and Supervisor at least seven days before the meeting date. A meeting of the Board of Directors may be convened at any time in the event of an emergency. Directors who participate in meetings via video conferencing shall be deemed to have personally attended the meeting. The Board of Directors meeting shall be held in accordance with the Company's "Rules and Procedures for Board of Directors Meetings." If a Director

is unable to attend a Board meeting, he/she may appoint a proxy to attend the meeting by completing the Company's proxy form and specifying the scope of delegation. Any proxy prescribed in the preceding paragraph, however, shall only represent one Director in the meeting.

Article 18: Unless otherwise provided for under the Company Act, resolutions of the Board of Directors shall be approved by majority vote at a meeting attended by a majority of the Directors.

Article 19: Remuneration for the Chairman and Directors shall be determined by their level of participation in the Company's operations and the value of their contribution as well as their personal performance and the Company's long-term operating performance while taking into account the Company's operating risks and the industry's prevailing rates in the domestic and international markets.

The Board of Directors is authorized to determine the remuneration. The Company may purchase liability insurance for Directors.

Chapter V Managers

Article 20: The Company may appoint a Chief Executive Officer following a resolution in the Board of Directors meeting to oversee the business operations and strategies of the Company and its subsidiaries. The Company shall also appoint a President whose appointment, dismissal, and remuneration shall be governed by Article 29 of the Company Act.

Chapter VI Accounting

Article 21: The Company's fiscal year begins on January 1 and ends on December 31 of every year. The fiscal year shall end on the last day of the Gregorian calendar and the Board shall prepare the following documents and submit them to the Audit Committee for review before ratification in the General Shareholders' Meeting.

(I) Business report.

(II) Financial Statements.

(III) Distribution of earnings or loss offsetting proposals.

Article 22: In response to the overall economy and the characteristics of industry growth and in compliance with the Company's long-term financial plans for sustainable operations and stable development, the Company adopts a residual dividend policy. The policy mainly assesses the annual funding requirements based on the Company's future capital budget plans and retains required funding from earnings before distributing remaining earnings as dividend. The distribution procedures are as follows:

(I) The optimal capital budget is determined.

(II) The amount of capital required to satisfy the capital budget in paragraph (I) is determined.

(III) The amount of funding required for financing to be supported by the retained earnings (the remaining can be supported through cash capital increase or corporate bonds etc.) is determined.

(IV) An appropriate amount of the remaining earnings shall be retained in accordance with operational requirements before distributing dividends to shareholders.

The Company distributes dividends through cash or stocks and cash dividends are prioritized. If dividends are distributed in stocks, the stock dividends shall not exceed 50% of the total dividends issued in the current year. The distribution of dividends may be dependent on the Company's current and future investment environment, funding requirements, domestic and foreign competition, and capital budgets while taking into consideration shareholder interests, balanced dividends, and the Company's long-term financial plans. Where a plan to distribute stock dividends is in place, the Board of Directors shall formulate relevant proposals in accordance with the law and report to the shareholders' meeting for discussion and resolution.

For the distribution of the preceding surplus, if the distribution is in cash, the Board of Directors shall be authorized to resolve the proposal by at least half of the directors, provided the number of directors present shall be at least two-thirds of the entire Board of Directors, and report to the shareholders' meeting of the distribution.

The company may distribute all or part of the reserve in accordance with laws or the regulations of the competent authority. If it is distributed in cash, it authorizes the board of directors to make resolutions in accordance with Article 241 of the Company Act and report to the shareholders' meeting.

Article 23: In the event the Company makes a profit during the fiscal year it shall set aside no less than 0.1% of the profits for employee remuneration. The remuneration for Directors shall be no higher than 2%. However, priority shall be given to reservation of funds for compensation of cumulative losses, if any.

The preceding employee remuneration may be paid in cash or shares, and shall be payable to employees of subsidiary companies who meet the requirements stipulated by the Board of Directors. Remuneration of directors as specified above may be distributed in cash only.

The procedures in the two preceding paragraphs shall be approved by the Board of Directors and reported to the shareholders' meeting.

Article 23-1: Any net income after taxes at final accounting of the current period shall be used to compensate cumulative losses while 10% of net income after taxes shall be allocated as statutory reserve according to the law, except when the cumulative statutory reserve has reached the Company's paid-in capital. The

balance shall then be allocated or reversed as special reserve in accordance with regulatory requirements, it shall be handled in accordance with relevant regulations.

Chapter VII Supplementary Provisions

Article 24: Matters not addressed in these Articles shall be governed by the Company Act and other relevant laws and regulations.

Article 25: The Articles of Incorporation were established on Dec. 26, 1996.

The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019, the 20th Amendment on June 18, 2020, the 21st Amendment on May 27, 2021, the 22nd Amendment on May 26, 2022, and the 23rd Amendment on May 29, 2024. The Articles of Incorporation were implemented after approval in accordance with laws and regulations.

Attachment 7

Systex Corporation

Table of Comparison of Amendments to The Employee Restricted Stock Awards Rules for Year 2022

Before Amendments	After Amendments	Remark
<p>Article 5: Terms and conditions of issuance (Omitted above.) (III)Vesting conditions: 1.Omitted 2.Criteria for recognizing SYSTEX's operating goals and personal performance: The Company's operating goal is to reach NT\$<u>2.0</u> billion in net profit before tax for its core business within three years. In the three-year period starting from 2022, the operating performance in each year shall be calculated separately, and the target for each year is as follows: The net profit before tax of SYSTEX's core business in 2022 aims at NT\$1.5 billion. The net profit before tax of SYSTEX's core business in 2023 aims at NT\$1.7 billion. The net profit before tax of SYSTEX's core business in 2024 aims at NT\$<u>2.0</u> billion. If the operating performance in each year reaches its target, the vesting percentage will be 100%; if it</p>	<p>Article 5: Terms and conditions of issuance (Omitted above.) (III)Vesting conditions: 1.Omitted 2.Criteria for recognizing SYSTEX's operating goals and personal performance: The Company's operating goal is to reach NT\$<u>1.8</u> billion in net profit before tax for its core business within three years. In the three-year period starting from 2022, the operating performance in each year shall be calculated separately, and the target for each year is as follows: The net profit before tax of SYSTEX's core business in 2022 aims at NT\$1.5 billion. The net profit before tax of SYSTEX's core business in 2023 aims at NT\$1.7billion. The net profit before tax of SYSTEX's core business in 2024 aims at NT\$<u>1.8</u> billion. If the operating performance in each year reaches its target, the vesting percentage will be 100%; if it</p>	<p>To motivate employees to achieve the Company's overall performance goals in the future, so as to jointly generate interest for the Company and shareholders, after consider the overall economic and environmental variables of the market, amend the vesting conditions.</p>

Before Amendments	After Amendments	Remark
reaches 90%-100% of the target, the vesting percentage will be calculated on progressive increase starting from 20% (see the table below); if it does not reach 90%, the vesting percentage will be 0%. (Omitted below)	reaches 90%-100% of the target, the vesting percentage will be calculated on progressive increase starting from 20% (see the table below); if it does not reach 90%, the vesting percentage will be 0%. (Omitted below)	
Article 9: Other important matters (I)~ (III) Omitted (IV) The Procedures was established in May 26, 2022. The 1st Amendment was approved by the shareholders' meeting on May 25, 2023.	Article 9: Other important matters [(I)~ (III) Omitted (IV) The Procedures was established in May 26, 2022. The 1st Amendment was approved by the shareholders' meeting on May 25, 2023 , <u>and the 2nd Amendment on May 29, 2024.</u>	Addition of revision dates.

SYSTEX Corporation
Employee Restricted Stock Awards Rules for Year 2022 (Amended)

Article 1: Purposes of issuance

To attract and retain professionals for the Company, and motivate employees to achieve the Company's overall performance goals in the future, so as to jointly generate interest for the Company and shareholders, the Company' Regulations for First Issuance of New Restricted Employee Shares (hereinafter referred to as "the Regulations") is established in accordance with Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers published by the Financial Supervisory Commission (FSC).

Article 2: Issue period

According to actual circumstances, issuance in lump sum or by installments is allowed within one year after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date and relevant operations shall be determined by the Chairman as authorized by the Board of Directors.

Article 3: Qualifications and conditions for employees and numbers of shares distributable

- (I) This incentive scheme is restricted to full-time executive managers who are serving in the Company or its affiliated companies on the issuance date of new restricted employee shares and meet certain performance standards. Eligible executive managers must also be (1) those who have material influences on the Company's operating strategies or (2) essential workforce for developing the Company's future core technologies and strategies. An "affiliated company" shall be recognized in accordance with the standards specified in Articles 369-2, 369-3, Paragraph 2 of Article 369-9, and Article 369-11.
- (II) Eligible executive managers' number of shares distributable shall be determined with reference to the Company's operating results, as well as their individual job positions, work performance, overall contributions or special achievements. Following the Chairman's approval, the decisions shall be submitted to the Remuneration Committee for review and are subject to the resolution by the Board of Directors.
- (III) The Company complies with Article 56-1, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, which stipulates that where an issuer issues employee stock warrants, the

cumulative number of shares subscribed by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single warrant holder, may not exceed 0.3% of the issuer's total issued shares; furthermore, the Company also comply with Article 56, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, which stipulates that where an issuer issues employee stock warrants, the cumulative number of shares subscribed by a single warrant holder of the employee stock warrants may not exceed 1% of the issuer's total issued shares. However, in individual cases that obtain the approval from central competent authorities of relevant industries, the total of stock warrants and number of new restricted employee shares issued to a single employee is not subject to the aforementioned restrictions. Any updates of relevant laws and regulations by the competent authority shall be duly complied with.

Article 4: Total issue

3,000,000 common shares at par value of NT\$10 per share, with a total value of NT\$30,000,000.

Article 5: Terms and conditions of issuance

- (I) Issue price: Complimentary, or NT\$0 per share.
- (II) Class of issued shares: Common shares of the Company.
- (III) Vesting conditions:
 - 1. Executive managers must still serve in the Company on each of the vesting day after they are allotted with new restricted employee shares. In addition, they must also meet the Company's operating goals and personal performance standards, without violating the Company's (or an affiliated company's) labor contract or receiving major demerit or severer disciplinary actions in accordance with the Company's (or an affiliated company's) regulations of employee rewards and penalties during the period of performance assessment. The maximum vesting percentages of shares for each year are: 33% for one year after issuance; 33% for two years after issuance; 34% for three years after issuance. In other words, the maximum total vesting percentage for the three-year period from 2022 to 2024 is 100%. However, the actual vested percentage and number of shares must be calculated based on the accomplishment of the Company's operating goals and personal performance. The calculation result shall be rounded down to zero decimals.
 - 2. Criteria for recognizing SYSTEX's operating goals and personal performance:
The Company's operating goal is to reach NT\$1.8 billion in net profit before

tax for its core business within three years. In the three-year period starting from 2022, the operating performance in each year shall be calculated separately, and the target for each year is as follows:

The net profit before tax of SYSTEX's core business in 2022 aims at NT\$1.5 billion.

The net profit before tax of SYSTEX's core business in 2023 aims at NT\$1.7 billion.

The net profit before tax of SYSTEX's core business in 2024 aims at NT\$1.8 billion.

If the operating performance in each year reaches its target, the vesting percentage will be 100%; if it reaches 90%-100% of the target, the vesting percentage will be calculated on progressive increase starting from 20% (see the table below); if it does not reach 90%, the vesting percentage will be 0%.

Percentage achieved	90%	91%	92%	93%	94%	95%	96%	97%	98%	99%	100%
Vesting percentage	20%	28%	36%	44%	52%	60%	68%	76%	84%	92%	100%

In addition, if SYSTEX's operating performance in 2022 and 2023 does not each reach 100% of its target, the percentage of shares that are yet to be vested (which must meet individual performance standards) will not be redeemed and canceled for the time being. If SYSTEX's operating goals reaches its target in 2024, then the percentage of shares to be vested in 2024 and the aforementioned percentage yet to be vested will be issued in lump sum in 2024.

If individual performance is rated tier-3 or higher in the most recent annual performance assessment after the vesting period ends, the vesting percentage will be 100%; if it is rated tier-2 or lower, the vesting percentage will be 0%.

Note: the net profit before tax of SYSTEX's core business is defined as the profit items of core business specified in internal management reports, verified by the Board of Directors. Profit from core business refers to profit related to the operation of core business and investments in other businesses, but does not include profit from financial investments and impairments of investment premiums, disposal of real estates, disposal of equities of other companies SYSTEX (exclude subsidiaries) invests in, and other profits, as well as expenses related to new restricted employee shares.

(IV) Method for handling failure to meet vesting conditions:

1. After being allotted the Company's new restricted employee shares, and if the employee fails to meet the vesting conditions as specified in Paragraph

III of this Article, the Company shall redeem the shares without consideration and cancel them.

2. Resignation, retirement, lay-off, termination of employment, and job transfer

(1) For employees who resign, retire, are laid-off, terminate their employment, or no longer serve in the executive management due to transfer for certain reasons, if there are new restricted employee shares where vesting conditions are yet to be met, the date of their departure or transfer shall be deemed to be the date where the qualifications for vesting conditions are not met, and the Company shall redeem the shares without consideration and cancel them.

(2) However, in extraordinary circumstances such as when an employee retires (including age-mandated retirement, compulsive retirement, and voluntary retirement) and has made excellent contributions to the Company, his/her new restricted employee shares that do not meet the vesting conditions shall be disposed at the discretion of the Board of Directors.

(3) When an employee is transferred by the Company to an affiliated company, where the employee serves as executive managers to meet the Company's operating needs, the vesting conditions of their new restricted employee shares that have yet to be met will not be affected by the transfer. However, such employee is still subject to the vesting conditions as specified in Paragraph 3 of this Article and must continue to serve in the affiliated companies to which the employee is transferred.

3. Extended unpaid leave

If the effective date of the extend unpaid leave falls within the performance measurement period of the current year, the vested conditions will be deemed to not be met in the current year, and the shares shall be redeemed without consideration and canceled by the Company. The rights and interests of new restricted employee shares yet to be vested may be restored following the employee's reinstatement. However, the vesting period of the allotted new restricted employee shares shall be deferred according to the extended unpaid leave period. If there are new restricted employee shares that have met the vesting conditions in the current year, the Company shall redeem the shares in the ratio of the unpaid leave period to the current vesting period without consideration and cancel them in accordance with the law. However, if the employee is not restated after the extended unpaid leave is complete, he/she shall be deemed to voluntarily resign and his/her shares shall be handled accordingly.

4. General death and disability or death resulting from occupational accidents
In the event of an employee's general death or disability or death resulting from occupational accidents, the vested percentage may be determined based on the achievement of the SYSTEX's operational goals and the ratio of the employee's actual working months during the performance assessment period, regardless of whether the vested conditions of personal performance have been met. Subsequently, the employee or his/her heir-at-law shall receive the shares by completing the necessary legal procedures and providing relevant documentary proofs. The remaining new restricted employee shares that do not meet the vested conditions shall be deemed to not meet the vested conditions starting from the effective date of resignation (or the effective date of death), and the Company shall redeem the shares without consideration and cancel them in accordance with the law. However, the heir-at-law must cooperate with procedures related to the receipt of shares within one year following the date the Company notify him/her to receive the shares. If the heir-at-law fails to complete the procedures in time, he/she will be deemed to forfeit the shares, and the Company shall have the right to redeem the shares without consideration and cancel them.
5. If any employees voluntarily waive the new restricted employee shares allotted to them by the Company through written statements, the Company shall redeem the shares without consideration and cancel them in accordance with the law.

Article 6: Restricted rights of new shares allotted prior to meeting the vesting conditions

- (I) New restricted employee shares issued in accordance with the Regulations shall be placed in trust in the employees' names. The restricted rights of new shares allotted to employees prior to meeting the vesting conditions are as follows:
 1. According to the trust agreement, employees who are allotted with new shares but have not met the vesting conditions may not sell, mortgage, transfer, gift, or pledge the new restricted employee shares, or request the right to buy back the shares without objection, or dispose them in any other ways.
 2. Attendance, proposal, speech, and voting rights in shareholders' meeting are to be conducted in accordance with the trust agreement.
 3. Issued new restricted employee shares shall be immediately placed in trust, and employees may not request return of new restricted employee shares for any reasons or by any means before the vesting conditions are met.

4.If, before meeting the vesting conditions, an employee violates Article 9, Paragraph 2 by terminating or rescinding the authorization of the Company or the Company's designated individual to implement trust matters on his/her behalf, the Company shall redeem the shares without consideration and cancel them in accordance with the law.

5.In the vesting period, if the Company conducts cash capital reduction or other non-statutory capital reductions, the new restricted employee shares shall be canceled in proportion to the reduced capital. If the capital is reduced through cash capital reduction, the cash thus returned must be placed in trust, and be delivered to employees after the vesting conditions are met. However, if the vesting conditions are not met, the Company shall redeem the cash.

(II) Apart from the aforementioned restrictions, for new restricted employee shares allotted to employees in accordance with the Regulations, and have not met the vesting conditions, the other rights include but are not limited to: the allotment rights of stock dividends, bonuses, and capital surplus, and the stock warrants of cash capital increase. Related operations shall be implemented in accordance with relevant trust/custody contracts, as shall the common shares issued by the Company.

(III) Handling of merger and acquisition

The rights and obligations of new restricted employee shares that are yet to be vested will not be affected, or may be changed through contracts related merger and acquisition or project agreements.

Article 7: Entering into contract and confidentiality

Employees allotted with new restricted employee shares must sign the Agreement on Receipt of New Restricted Employee Shares and implement relevant trust/custody procedures. Those who fail to sign relevant documents as required shall be deemed to forfeit new restricted employee shares.

After signing the Agreement on Receipt of New Restricted Employee Shares, employees shall strictly comply with confidentiality requirements, and may not inquire about others' shares or disclose the quantity and other relevant information except as required by law or competent authorities. In the event of any violations of the aforementioned rules, the proportion of the shares that has yet to be vested shall be deemed to not meet the vesting conditions, and the Company shall redeem the shares without consideration and cancel them in accordance with the law.

Any employees who obtain new restricted employee shares in accordance with the Regulations must comply with the rules specified in these Regulations. In the event of any violations of these rules, the proportion of the shares that are yet to

be vested shall be deemed to not meet the vesting conditions, and the Company shall redeem the shares without consideration and cancel them in accordance with the law.

Article 8: Tax

Employees' tax matters as a result of their new restricted employee shares allotted in accordance with the Regulations shall be handled in accordance with the applicable laws and regulations of the Republic of China at that time.

Article 9: Other important matters

- (I) The Regulations shall come into effect upon approval from the Remuneration Committee and a majority of the directors present at a Board of Directors meeting attended by two-thirds or more of directors, as well as approval granted by the competent authority upon submission. If it later becomes necessary to amend the Regulations due to amendments of applicable laws or requirements of review by the competent authority, the Chairman shall be authorized to amend the Regulations, followed by submission to the Remuneration Committee and the recognition of the Board of Directors before issuance.
- (II) The Company shall issue new restricted employee shares by means of stock trust, and the agent shall be the Company or the Company's designated individuals, who will sign and revise trust-related contracts on behalf of employees allotted with the shares.
- (III) Any other matters not set forth in the Regulations shall be dealt with in accordance with applicable laws and regulations.
- (IV) The Procedures was established in May 26, 2022.
The 1st Amendment was approved by the shareholders' meeting on May 25, 2023 ,and the 2nd Amendment on May 29, 2024.