

Stock : 1609

Ta Ya Electric Wire & Cable Co., Ltd.

General Shareholders Meeting 2021

Agenda

Time : 9:00 am, June 10, 2021

Place : No. 27, Zhengyi St., Guanmiao Dist., Tainan City, Taiwan

(Guanmiao Shanxi Temple Activity Center)

Ta Ya Electric Wire & Cable Co., Ltd.

2020 General Shareholders Meeting procedure

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Ta Ya Electric Wire & Cable Co., Ltd.

2020 General Shareholders Meeting procedure

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 - (5) Proposal to reelect the Board of directors
 - (6) Proposal to relieve a certain director from his non-competition obligations
6. Exempore motion(s)
7. Meeting Adjourned

Reports

1. 2020 Business Report

Unit : NT\$ thousand

(1) 2020 business report is as follows:

Items	2020	2019	Difference	Difference%
Net Revenue	18,300,805	18,153,101	147,704	0.81%
Income After tax	850,045	505,047	344,998	68.31%
Profit Rate	4.64%	2.78%	-	-

(2) Report of revenue and cost/expenditure

I. Report of Revenue

- a. In 2020, the net revenue was NT\$18,300,805 thousand, which was increased by NT\$147,704 thousand from 2019.
- b. In 2020 non-operating income was NT\$790,396 thousand which accounted for 4.32% of sales revenue.

II. Report of Cost/Expenditure

- a. In 2020, the cost was NT\$16,699,808 thousand, which accounted for 91.25% of sales revenue.
- b. In 2020, the expenditure was NT\$1,172,725 thousand, which accounted for 6.41% of sales revenue.
- c. In 2020 non-operating loss was NT\$216,664 thousand which accounted for 1.18% of sales revenue.

III. Report of Profit

The income after tax was NT\$850,045 thousand which increased by NT\$344,998 thousand from 2019.

(3) Financial performance and profitability in 2020

1. financial income and expenditure

Unit : NT\$ Thousand

Item	Amount
Sales Revenue	18,300,805
Gross Margin	1,600,997
Operating Income(Loss)	428,272
Non-Operating income	1,007,060
Non-Operating Loss	(216,664)
Income before Income Tax	1,218,668
Net Income	850,045
Earning Per share	1.45

2. Analysis of Profitability

Item	Ratio	
Return On Asset	5.24%	
Return on shareholders' equity	11.79%	
To capital(%)	operating profit margin	7.19%
	Pre-tax income	20.47%
Profit Margin	4.64%	
Earning Per share	1.45 元	

3. Business Plan and R&D Report:

- (1) To accommodate Government's policy to expand domestic demand, the Group will endeavour to provide what the country need for economy transportation development by supplying the best quality products and service of power cables and telecommunication wires.

- (2) With the group total support, the Group will consolidate domestic and overseas resource and strength to increase business performance.
- (3) To enhance market competitiveness, the Group will develop new market and satisfy the needs of market, launching new product and developing new products.
- (4) The Group ensures product's performance, safety and deliverable and free of toxic material to meet customer's requirements.
- (5) To promote the solar power generator system, the Group develop cable for solar power generator system, satisfying the requirements of green power environment.

(1) Inspection Report of Audit Committee

Ta Ya Electric Wire & Cable Co., Ltd.

Inspection Report of Audit Committee

The Audit Committee has duly inspected and approved the financial statements for 2020, the business report and financial statements proposed by the Board of Directors, with the financial statements having been audited and certified by Solomon & Co., CPAs 呂松裕 and 陳芋仔, hereby submit this report pursuant to Article 14 of Securities and Exchange Act and Article 219 of the Company Act.

To

General Shareholders Meeting 2020

Ta Ya Electric Wire & Cable Co., Ltd.

Audit Committee Convener : Chang Lee Chiou



Date: March 11th, 2021

(2) Proposed profit distribution Inspection Report of Audit Committee

Ta Ya Electric Wire & Cable Co., Ltd.

Inspection Report of Audit Committee

The Audit Committee has duly inspected and approved the profit distribution plan prepared and proposed by the Board of Directors and hereby submit this report pursuant to Article 14 of Securities and Exchange Act and Article 219 of the Company Act.

To

General Shareholders Meeting 2021

Ta Ya Electric Wire & Cable Co., Ltd.

Audit Committee Convener : Chang Lee Chiou



Date: April 22nd, 2021

2. Endorsement and Guarantee

- i. The endorsement and guarantee by the Company till the end of March, 2021 is as follows:

Unit : NT\$ Thousand

Guarantor	Guarantee	Endorsement and Guarantee Balance till end of 2020	The utilized amount	The limits to single company
TA YA	HENG YA ELECTRIC LTD.	1,560,591	1,069,875	3,106,364
TA YA	HENG YA ELECTRIC (KUNSHAN) LTD.	808,255	424,937	3,106,364
TA YA	HENG YA ELECTRIC (DONGGUAN) LTD.	903,260	807,068	3,106,364
TA YA	UNION STORAGE ENERGY SYSTEM LTD.	20,500	20,500	2,329,773
CUPRIME MATERIAL CO., LTD.	CUGREEN METAL TECH CO., LTD.	50,000	8,000	278,131
TA YI PLASTIC (H.K)	DONGGUAN HUI CHANG PLASTIC CO., LTD	95,043	62,174	146,102
HENG YA ELECTRIC LTD.	HENG YA ELECTRIC (DONGGUAN) LTD.	132,797	130,620	402,309
HENG YA ELECTRIC LTD.	HENG YA ELECTRIC (KUNSHAN) LTD.	132,797	130,620	402,309
TA YA GREEN ENERGY	SIN JHONG SOLAR POWER CO., LTD.	800,000	800,000	1,943,720
	Total	4,503,243	3,453,794	

- ii. 2. Based on the Company's "Procedures for Endorsement and Guarantee", the total amount of the endorsement and guarantee should not exceed 60% of the Company's net worth (NT\$4,659,547 thousand). the total amount of the endorsement and guarantee should not exceed 70% of the Company and subsidiaries' net worth (NT\$5,436,138 thousand).

3. Report of 2020 Remuneration to employees and directors

Explanatory note:

- i. The remuneration distribution was conducted pursuant to the Company's Article 26 of the Article of Incorporation which is 1% of profits earned of that year to the employees and no more than 3% for directors
- ii. In 2020, the remuneration for employees of the Company was 1% of profits, NT\$9,643,674, and 3%, NT\$ 28,931,022, for directors. The distribution amount was proposed by Payroll Committee and approved by the Board of Directors.

4. Report of 2020 issuance of general secured corporate bond

On the 2nd of December 2020, the Company issued general secured corporate bond to pay off debts, enhance financial structure and raise capital fund for the operation.

Type of Corporate Bonds	The first secured ordinary corporate bonds for 2020
Issuance date	December 2, 2020
Denomination	NT\$1,000,000
Issue Price	At face value
Total	NT\$1 billion in total
Interest rate	0.61% per annum
Period	5-year period, maturity date: December 2, 2025
Guarantee Organization	BANK SINOPAC CO. LTD.
Trustee	Taishin International Bank Co. Ltd.
Underwriting institution	SinoPac Securities Corporation
Reimbursement Method	Principal repayable in five equal payments in 2023~2026 ; interest payable semiannually
Outstanding principal amount	NT\$1,000,000,000

5. Report of corporate stock repurchase execution

Instance	16st Round
Purpose of the share repurchase	To transfer to employees
Scheduled period for the repurchase	2020.3.17~ 2020.5.15
Repurchase price range (NTD)	5.68~15.55
Executed volume (Shares)	5,500,000 Common shares
Executed amount (NTD)	54,141,308
Average purchase price per share (NTD)	9.84
Cancellation and transfer volume (Shares)	0
Cumulative holding (Shares)	0
Cumulative holding as a percentage of total issued shares (%)	0 %
Execution	All transfer completed

6. Distribution of 2020 cash dividends from profits

Explanatory note:

- i. The Board of Directors is authorized to decide the distribution of cash dividend and report the decision to the shareholders meeting in accordance with Article 26-1 of the Articles of Incorporation.
- ii. We plan to distribute NT\$208,273,808 of cash dividends, NT\$0.35 per share, to a dollar. The total amount of cash dividends less than NT\$1 was adjusted from greatest to smallest in accordance with the total amount of cash dividend.
- iii. The Board will be authorized to determine the ex-dividend date and adjust the payout ratio based on actual conditions. We hereby propose for acknowledgement to authorize the Chairman of the board to determine the payout ratio in case the number of share outstanding change.

Ratification:

Proposal 1: Proposed by the board of directors

Ratification of Business Report and Financial Statements for 2020

Explanatory note:

- i. The Company entrusted certified public accountants Sung-yu Liu and Zi-Yu Chen with Solomon & Co., CPAs to audit and certify the Business Report and Financial Statements (includes Consolidated Financial Statements) for 2020.
- ii. Please see pages 2-183 for the business report and pages 11-30 for the Auditors' Report and the Financial Statements.

Proposal 2: Proposed by the board of directors

Distribution of 2020 profits

Explanatory note:

- i. The net income was NT\$850,044,938. The Company proposed to distribute cash dividend of NT\$208,273,808, which is NT\$0.35 per share. The Company proposed to transferred 2020 earning, NT\$208,273,800 to common stocks, which is NT\$0.35 per share. The total amount of cash dividends less than NT\$1 was adjusted from greatest to smallest in accordance with the total amount of cash dividend. The rounding difference would be recognized as other income. The distribution of earning is on page 31.
- ii. The distribution was based on the outstanding common share 595,068,022. The proposal to authorize the Chairman to determine the payout ratio in case the outstanding share change from the Company repurchases its shares or other facts.
- iii. The proposal to authorize the Chairman to determine the ex-dividend date and adjust the payout ratio based on actual conditions.

Discussion and Voting

Proposal 1 : Proposed by the board of directors

Proposal for 2020 earning transferred to common stocks.

- i. The Company proposed to transfer 2020 earning NT\$208,273,800 to issue new shares 20,827,380 as stock dividend with face value of NT\$10 per share. It is proposed that stock dividends be calculated on the basis of outstanding shares, i.e., 35 shares for each 1,000 shares held. Regarding any amount less than one share, the shareholder may register with the Company's stock agency to request to combine as one share 5 days after the record date of dividends. After the combination request, the amount is still less than one share, the dividends will be distributed in cash with minimum calculation unit of one NT dollar according to Company Law Article 240.

The Chairman of the Board will be authorized to approach specific persons of the purchase of these shares based on the face value.
- ii. The distribution of the earning is based on the outstanding common share of 595,068,022. It is therefore proposed that the Board of Directors has full authority to adjust the ratio of shares for above mentioned amount and shares if the number of outstanding shares is affected by transfer or cancellation of treasury stocks or other issues.
- iii. The rights and obligations of the new shares are identical to those of the existing shares.
- iv. Upon the approval of 2021 Annual General Shareholders' Meeting and the Competent Authority, the Board Meeting is authorized to determine the distribution record date and the issuance process.
- v. It is proposed to authorize the board of directors to handle any revision from the authority or any change due to the response to the business environment.

Resolution:

Proposal 2 : Proposed by the board of directors

To approve the Amendment to "Articles of Incorporation"

The proposed Amendments "Articles of Incorporation" are attached hereto as Appendix (page 37-39).

Resolution:

Proposal 3 : Proposed by the board of directors

To approve the Amendment to “Rules of Governing Shareholders’ Meeting”

The proposed “Rules of Governing Shareholders’ Meeting” are attached hereto as Appendix (Page 40-45).

Resolution:

Proposal 4 : Proposed by the board of directors

To approve the Amendment to “Procedures for Endorsement and Guarantee”

The proposed “Procedures for Endorsement and Guarantee” are attached hereto as Appendix (Page 46-48).

Resolution:

Proposal 5 : Proposed by the board of directors

Proposal to reelect the Board of directors

- i. The tenure of current board is till June 4th, 2021. It is proposed to reelect all board members. The current board will extend their tenure till the re-elected board take office specified in Article 195 and 217 of the R.O.C. Company Law.
- ii. The Company’s Articles of Incorporation state that the Company’s Board of Directors shall have six to nine directors, of which at least three must be independent. It is proposed to reelect 9 directors of which at least 4 independent directors.
- iii. The term of office of the directors to be elected shall be 3 years, from June 10, 2021 to June 9, 2024.
- iv. The List of Director Candidates and the List of Independent Director Candidates are attached hereto as Appendix (Page 49-51).

Resolution:

Proposal 6 : Proposed by the board of directors

To propose to relieve a certain director from his non-competition obligations

- i. According to Article 209 of the Company Act, a director acting on behalf of himself (herself) or another in matters within the business scope of the Company shall obtain approval at the shareholders meeting.
- ii. It is proposed to release newly elected directors from the prohibition on the participation in competitive business or similar business scope to the Company in 2021 regular shareholders' meeting. For such relief shall not damage the Company's benefit.

Resolution:

Extraordinary Motions

Meeting Adjourned

INDEPENDENT AUDITORS' REPORT

English Translation of a Report Originally Issued in Chinese

The Board of Directors and Shareholders

TA YA ELECTRIC WIRE & CABLE CO., LTD.

Opinion

We have audited the accompanying consolidated financial statements of Ta Ya Electric Wire & Cable Co., Ltd and its subsidiaries (the Company), which comprise the consolidated financial balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the related notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (refer to the Other Matter section of this report), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and 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 audit of the financial statement as of and for the year ended December 31, 2020 in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants", and the auditing standards generally accepted in the Republic of China. Furthermore, we conducted our audit of the financial statements as of and for the year ended December 31, 2019 in accordance with the Regulation Governing

Auditing and Certification of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission, and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. 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.

Key audit matters for the Company's consolidated financial statements for the year ended December 31, 2020 are stated as follows:

Loss allowance of accounts receivable

The recognition of the loss allowance of accounts receivable is based on the customer's credit quality, situation of collecting payments, and future economic conditions. Since the expected credit loss ratio involves subjective judgments and significant estimates of managements, the loss allowance of accounts receivable is identified as a key audit matter.

The book value of accounts receivable please refer to Notes 10 to the parent company's financial statements.

Our audit procedures consisted of obtaining the management's assessment information of expected credit loss ratio and assess that whether such assumptions is reasonable; recalculating the appropriateness of the recognition of expected credit loss of accounts receivable based on the above expected credit loss ratio; and inspecting specific customers which amount is significant and the reason for not receiving payment. We use above procedures to confirm whether the expected credit loss of accounts receivable have recognized sufficiently.

Inventory evaluation

The company assesses impairment of material based on lower of cost or net realizable value evaluation, and valuation of the inventory is mainly affected by the international copper price, but the international copper market price fluctuations frequently. Since inventory evaluation involves the management's significant judgment, inventory evaluation its assessment is identified as a key audit matter.

The book value of Inventories please refer to Notes 11 to the parent company's financial statements.

Our audit procedures in response to the abovementioned key audit matter were obtaining information pertaining to the lower of cost or net realizable value (LCNRV), sampling projected pricing information and the most recent sales record to assess the reasonableness of the judgment on the LCNRV, and comparing the year-end quantity of inventory items with the inventory count reports to confirm the existence and completeness of the inventory. Moreover, by attending year-end inventory counting, we assessed the condition of inventory and evaluated the adequacy of inventory provisions for obsolete goods.

Other Matter

Certain investments which were accounted for under the equity method based on the financial statements of the investees were audited by other independent accountants. Our audit, insofar as it related to these companies' total assets were NT 2,686,935 thousands and NT 2,560,813 thousands, which represented 10.66% and 12.31% of the total consolidated assets as of December 31, 2020 and 2019, the related shares of net operating revenue from the associates in the amount of NT 2,811,886 thousands and NT 2,897,033 thousands, which represented 15.36% and 15.96% of the total consolidated net operating revenue for the years ended December 31, 2020 and 2019; The investments accounted for under the equity method balance of NT 831,370 thousands and NT 769,535 thousands, which represented 3.30% and 3.70% of the total consolidated assets as of December 31, 2020 and 2019, the related shares of profit of associates and joint ventures accounted for using equity method in the amount of NT 124,108 thousands and NT 35,725 thousands, which represented 11.93% and 6.51% of the consolidated

total comprehensive income (loss) for the years ended December 31, 2020 and 2019.

We have audited and expressed an unqualified opinion with other matter paragraph on the parent company only financial statements of the Company as of and for the years ended December 31, 2020 and 2019.

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

Management is responsible for preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including supervisors, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the 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 Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company 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, 2020 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 report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

March 23, 2021

Notice to Readers

For the convenience of readers, the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the R.O.C. 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 consolidated financial statements shall prevail.

TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in Thousands of New Taiwan Dollars)

ASSETS	December 31,2020		December 31,2019	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (notes 4 and 6)	\$ 2,906,624	11.5	\$ 2,452,870	11.8
Financial assets at fair value through profit or loss (notes 4, 7 and 35)	590,344	2.3	421,323	2.0
Financial assets at fair value through other comprehensive income (Notes 4 and 8)	26,065	0.1	5,348	—
Financial assets at amortized cost(notes 9)	333,031	1.3	252,933	1.2
Contract assets	49,772	0.2	172,886	0.8
Notes receivable, net (notes 4, 10 and 36)	156,484	0.7	152,666	0.7
Accounts receivable, net (notes 4, 10 and 36)	3,448,935	13.7	2,888,444	13.9
Other receivables (note 36)	51,430	0.2	84,285	0.4
Income tax receivable (note 26)	438	—	—	—
Inventories, net (notes 4 and 11)	2,935,739	11.6	3,429,976	16.5
Inventories (Construction),net (notes 4 and 11)	225,370	0.9	145,257	0.7
Prepayments	202,583	0.9	92,153	0.4
Other current assets	105,891	0.4	509,968	2.5
Total current assets	11,032,706	43.8	10,608,109	50.9
NONCURRENT ASSETS				
Financial assets at fair value through profit or loss (notes 4, 7 and 35)	2,232,668	8.9	1,497,990	7.3
Financial assets at fair value through other comprehensive income (notes 4, 8 and 35)	920,106	3.7	837,578	4.0
Investments accounted for using equity method (notes 4, 12 and 37)	884,224	3.5	796,332	3.8
Property, plant and equipment (notes 4, 13 and 37)	7,543,746	29.9	4,821,771	23.2
Right-of-use assets (notes 4 and 14)	487,434	1.9	467,550	2.2
Investment Property, net (notes 4 and 15)	1,150,406	4.6	1,104,437	5.3
Intangible assets(notes 16)	325	—	690	—
Deferred income tax assets (notes 2 and 26)	149,720	0.6	203,536	1.0
Prepayments for equipment	49,058	0.2	57,205	0.3
Refundable deposits (note 37)	101,659	0.4	117,611	0.6
Net defined benefit asset	6,227	—	4,263	—
Other non-current assets	645,924	2.5	283,944	1.4
Total noncurrent assets	14,171,497	56.2	10,192,907	49.1
TOTAL	\$ 25,204,203	100.0	\$ 20,801,016	100.0
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (note17)	\$ 4,522,706	17.9	\$ 3,550,418	17.1
Short-term notes and bills payable (note18)	454,930	1.8	754,741	3.6
Financial liabilities at fair value through profit or loss (notes 4, 7 and 35)	127,753	0.5	35,380	0.2
Contract liabilities	141,319	0.6	97,224	0.5
Notes payable	85,919	0.3	69,156	0.3
Accounts payable (note 36)	581,544	2.3	536,250	2.6
Other payables	725,608	2.9	549,611	2.6
Income tax payable (note 26)	91,081	0.4	52,068	0.2
Provisions (note 21)	100,000	0.4	102,281	0.5
Lease liabilities (notes 4 and 14)	19,302	0.1	19,293	0.1
Receipts in advance	923	—	8,440	—
Current portion of long-term loans (notes 19 and 20)	1,157,986	4.6	2,085,487	10.0
Other current liabilities	29,444	0.1	31,508	0.2
Total current liabilities	8,038,515	31.9	7,891,857	37.9
NONCURRENT LIABILITIES				
Bonds payable (note 19)	1,500,000	6.0	500,000	2.4
Long-term loans (note 20)	5,891,656	23.4	3,311,805	15.9
Provisions (note 21)	35,841	0.1	39,301	0.2
Deferred income tax liabilities (note 26)	268,665	1.1	265,900	1.3
Lease liabilities (notes 4 and 14)	242,796	1.0	231,034	1.1
Net defined benefit liability (note 22)	27,325	0.1	66,743	0.3
Guarantee deposits	29,785	0.1	42,071	0.2
Other noncurrent liabilities	39,576	0.1	58,123	0.3
Total noncurrent liabilities	8,035,644	31.9	4,514,977	21.7
Total liabilities	16,074,159	63.8	12,406,834	59.6
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT (note 23)				
Share capital	5,950,680	23.6	5,950,680	28.6
Capital surplus	602,220	2.4	531,117	2.6
Retained earnings				
Appropriated as legal capital reserve	137,749	0.5	87,245	0.4
Appropriated as special capital reserve	147,555	0.6	147,555	0.7
Unappropriated earnings (accumulated deficits)	1,088,298	4.3	556,359	2.7
Total retained earnings	1,373,602	5.4	791,159	3.8
Others	(125,666)	(0.5)	(146,288)	(0.7)
Treasury stock (notes 4 and 24)	(34,925)	(0.1)	(30,872)	(0.1)
Total equity attributable to owners of the parent	7,765,911	30.8	7,095,796	34.2
NON-CONTROLLING INTERESTS (notes 23)	1,364,133	5.4	1,298,386	6.2
Total equity	9,130,044	36.2	8,394,182	40.4
TOTAL	\$ 25,204,203	100.0	\$ 20,801,016	100.0

*The accompanying notes are an integral part of the consolidated financial statements
(With Solomon & Co., audit report dated March 23, 2021)*

TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	<u>2020</u>		<u>2019</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
NET REVENUE (notes 28)	\$ 18,300,805	100.0	\$ 18,153,101	100.0
COST OF REVENUE (notes 11, 22, 29, and 36)	16,699,808	91.3	16,847,531	92.8
GROSS PROFIT	<u>1,600,997</u>	<u>8.7</u>	<u>1,305,570</u>	<u>7.2</u>
OPERATING EXPENSES (notes 22, 25, 29, and 36)				
Sales and marketing	257,837	1.4	257,336	1.4
General and administrative	847,875	4.6	677,937	3.7
Research and development	67,013	0.4	64,375	0.4
Total Operating Expenses	<u>1,172,725</u>	<u>6.4</u>	<u>999,648</u>	<u>5.5</u>
INCOME FROM OPERATIONS	<u>428,272</u>	<u>2.3</u>	<u>305,922</u>	<u>1.7</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (note 30 and 36)	31,553	0.2	44,380	0.2
Other income (note 31 and 36)	125,332	0.7	112,854	0.6
Other gains and losses (note 32 and 36)	721,664	3.9	530,889	2.9
Finance costs (note 33)	(216,303)	(1.2)	(279,278)	(1.5)
Share of profit associates (note 12)	128,511	0.7	39,810	0.2
Impairment loss	(361)	—	(26,818)	(0.1)
Total non-operating Income and expenses	<u>790,396</u>	<u>4.3</u>	<u>421,837</u>	<u>2.3</u>
INCOME BEFORE INCOME TAX	1,218,668	6.6	727,759	4.0
INCOME TAX EXPENSE (notes 26)	(184,948)	(1.0)	(142,915)	(0.8)
NET INCOME	<u>1,033,720</u>	<u>5.6</u>	<u>584,844</u>	<u>3.2</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (note 22)	(5,997)	—	1,108	—
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	85,297	0.6	25,022	0.2
Share of other comprehensive income (loss) of associates	(295)	—	3,848	—
Income tax relating to items that will not be reclassified subsequently to profit or loss (notes 26)	(7,123)	—	(9,882)	(0.1)
	<u>71,882</u>	<u>0.6</u>	<u>20,096</u>	<u>0.1</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations	(74,417)	(0.4)	(37,430)	(0.2)
Share of the other comprehensive income of associates accounted for using the equity method	(901)	—	(26,553)	(0.1)
Income tax benefit related to items that will not be reclassified subsequently (notes 26)	9,711	0.1	8,166	—
	<u>(65,607)</u>	<u>(0.3)</u>	<u>(55,817)</u>	<u>(0.3)</u>
Other comprehensive income (loss) for the year, net of income tax	6,275	0.3	(35,721)	(0.2)
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ 1,039,995</u>	<u>5.7</u>	<u>\$ 549,123</u>	<u>3.0</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the parent	\$ 850,045	4.6	\$ 505,047	2.8
Non-controlling interests	183,675	1.0	79,797	0.4
	<u>\$ 1,033,720</u>	<u>5.6</u>	<u>\$ 584,844</u>	<u>3.2</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the parent	\$ 879,256	4.8	\$ 476,746	2.6
Non-controlling interests	160,739	0.9	72,377	0.4
	<u>\$ 1,039,995</u>	<u>5.7</u>	<u>\$ 549,123</u>	<u>3.0</u>
EARNINGS PER SHARE (NT\$, notes 27)				
Basic earnings per share	<u>\$ 1.45</u>		<u>\$ 0.86</u>	

*The accompanying notes are an integral part of the consolidated financial statements
(With Solomon & Co., audit report dated March 23, 2021)*

TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
(Expressed in Thousands of New Taiwan Dollars, Except for Share Data)

	<u>Capital Stock — Common Stock</u>		<u>Retained Earnings</u>				<u>Others</u>				
	<u>Shares</u>	<u>Amount</u>	<u>Capital Surplus</u>	<u>Legal Reserve</u>	<u>Special Reserve</u>	<u>Unappropriated Earnings (Accumulated Deficit)</u>	<u>Foreign Currency Translation Reserve</u>	<u>Unrealized Gain (Loss) on Assets at Fair Value Through Other Comprehensive Income</u>	<u>Treasury Stock</u>	<u>Non-controlling Interests</u>	<u>Total Equity</u>
BALANCE AT JANUARY 1, 2019 RESTATED	572,180,791	\$ 5,721,808	\$ 524,667	\$ 46,746	\$ 264,909	\$ 378,000	\$ (138,115)	\$ 20,508	\$ (20,770)	\$ 1,303,901	\$ 8,101,654
Appropriation of prior year's earnings:											
Legal and Special reserve used to offset accumulated deficit	—	—	—	40,499	—	(40,499)	—	—	—	—	—
Cash dividends to shareholders	—	—	—	—	—	(171,654)	—	—	—	—	(171,654)
Share dividends distributed by the Corporation	22,887,231	228,872	—	—	—	(228,872)	—	—	—	—	—
Reversal of special reserve	—	—	—	—	(117,354)	117,354	—	—	—	—	—
Adjustments to share of changes in equity of subsidiaries and associates	—	—	4,160	—	—	(4,325)	—	928	—	7,786	8,549
Treasury stock- sales of parent company stock held by subsidiaries	—	—	—	—	—	—	—	—	(10,102)	(12,237)	(22,339)
Adjustments for dividends subsidiaries received from parent company	—	—	2,290	—	—	—	—	—	—	—	2,290
Net income in 2019	—	—	—	—	—	505,047	—	—	—	79,797	584,844
Other comprehensive income in 2019, net of income tax	—	—	—	—	—	(7,154)	(44,948)	23,801	—	(7,420)	(35,721)
Disposed of investments in equity instruments at fair value through other comprehensive income	—	—	—	—	—	8,462	—	(8,462)	—	—	—
Changes in non-controlling interests	—	—	—	—	—	—	—	—	—	(73,441)	(73,441)
Balance at December 31, 2019	595,068,022	5,950,680	531,117	87,245	147,555	556,359	(183,063)	36,775	(30,872)	1,298,386	8,394,182
Appropriation of 2019 earnings											
Legal and Special reserve used to offset accumulated deficit	—	—	—	50,504	—	(50,504)	—	—	—	—	—
Cash dividends to shareholders	—	—	—	—	—	(178,521)	—	—	—	—	(178,521)
Adjustments to share of changes in equity of subsidiaries and associates	—	—	90	—	—	(500)	—	—	—	—	(410)
Net income in 2020	—	—	—	—	—	850,045	—	—	—	183,675	1,033,720
Other comprehensive income in 2020, net of income tax	—	—	—	—	—	(10,956)	(30,961)	71,128	—	(22,936)	6,275
Treasury stock repurchase	—	—	—	—	—	—	—	—	(54,141)	—	(54,141)
Disposal of the Company's shares held by subsidiaries	—	—	2,625	—	—	—	—	—	1,557	—	4,182
Adjustments for dividends subsidiaries received from parent company	—	—	2,404	—	—	—	—	—	—	—	2,404
The difference between the fair value of the consideration paid from acquiring subsidiaries and the carrying amounts of the subsidiaries	—	—	—	—	—	(97,100)	—	—	—	97,100	—
Changes in subsidiaries ownership	—	—	10,269	—	—	3,141	—	(3,211)	—	(6,429)	3,770
Share-based payments	—	—	55,715	—	—	—	—	—	54,141	—	109,856
Changes in non-controlling interests	—	—	—	—	—	—	—	—	—	(195,394)	(195,394)
Disposal of investments in equity instruments at fair value through other comprehensive income	—	—	—	—	—	16,334	—	(16,334)	—	—	—
Others	—	—	—	—	—	—	—	—	(5,610)	9,731	4,121
Balance at December 31, 2020	595,068,022	5,950,680	602,220	137,749	147,555	1,088,298	(214,024)	88,358	(34,925)	1,364,133	9,130,044

The accompanying notes are an integral part of the consolidated financial statements
(With Solomon & Co., audit report dated March 23, 2021)

TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Thousands of New Taiwan Dollars)

	<i>2020</i>	<i>2019</i>
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,218,668	\$ 727,759
Adjustments for :		
Depreciation expense	357,942	375,474
Amortization expense	408	449
Expected credit loss	23,085	4,417
Net gain of financial assets and liabilities at fair value through profit or loss	(547,337)	(400,921)
Finance costs	216,303	279,278
Interest income	(31,553)	(44,380)
Dividend income	(107,594)	(91,546)
Shared-based payment expenses recognized	55,681	—
Share of profits of associates	(128,511)	(39,810)
Gain on disposal of property, plant and equipment	(3,352)	(291)
Property, plant and equipment transferred to expenses	4,733	10,804
Gain on disposal of investment property	(301)	—
Gain on disposal of investments	(202,330)	(4,187)
Gains on disposal of associates	(2,155)	(1,616)
Impairment loss on non-financial assets	361	26,818
Income and expense adjustments	(364,620)	114,489
Changes in operating assets and liabilities:		
Financial assets and liabilities at fair value through profit or loss	(75,941)	(75,094)
Contract assets	123,114	(133,342)
Notes and accounts receivable	(589,385)	168,990
Other receivables	32,739	10,631
Inventories	416,324	(26,582)
Prepayments	(110,430)	240,670
Other current assets	(29,096)	9,210
Contract liabilities	44,095	2,211
Notes and accounts payable	62,057	(119,114)
Other payables	195,938	112,452
Provisions	(6,189)	8,887
Advance receipts	(7,517)	4,865
Other current liabilities	(2,064)	(13,098)
Net defined benefit liability	(47,379)	(74,901)
Total changes in operating assets and liabilities	6,266	115,785
Total adjustments	(358,354)	230,274
Cash generated from operations	860,314	958,033
Interest received	31,551	44,373
Interest paid	(215,396)	(276,628)
Income tax paid	(88,976)	(120,184)
Net cash generated from operating activities	587,493	605,594

(Continued)

TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Thousands of New Taiwan Dollars)

	<u>2020</u>	<u>2019</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial asset at fair value through other comprehensive income	(101,149)	(105,012)
Proceeds from disposal of financial asset at fair value through other comprehensive income	69,426	125,308
The capital reduction on financial asset at fair value through other comprehensive income	15,551	22,402
Financial assets at amortized cost	(80,098)	62,120
Purchase of associates under the equity method	—	(80,930)
Proceeds from disposal of associates under the equity method	4,570	9,626
Acquisition of property, plant and equipment (including prepayments for equipment)	(2,955,053)	(534,641)
Proceeds from disposal of property, plant and equipment	7,632	9,366
Decrease in refundable deposits	15,952	24,120
Acquisition of intangible assets	(56)	(130)
Payments for right-of-use assets	(19,374)	(13,544)
Acquisition of investment properties	(52,242)	(3,838)
Proceeds from disposal of investment properties	1,000	—
Increase in other non-current assets	(82,845)	(155,854)
Dividend received	135,798	137,693
Other investing activities	14,498	(154,199)
Net cash used in investing activities	<u>(3,026,390)</u>	<u>(657,513)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term loans	972,288	391,410
Decrease in short-term notes and bills payable	(299,811)	(4,995)
Issuance of bonds payable	1,000,000	—
Repayments of bonds payable	—	(200,000)
Proceeds from long-term bank loans	5,145,305	822,937
Repayment of long-term bank loans	(3,442,141)	(1,040,771)
Decrease in guarantee deposits	(12,286)	(7,244)
Repayment of principal of lease liabilities	(20,941)	(24,863)
Increase (decrease) in other noncurrent liabilities	(3,206)	2,875
Cash dividends	(176,117)	(169,364)
Increase in treasury stock	(54,141)	(22,339)
Proceeds from disposal of treasury shares	1,557	—
Treasury stock sold to employees	54,175	—
Decrease in non-controlling interests	(191,273)	(73,441)
Net cash generated (used) by financing activities	<u>2,973,409</u>	<u>(325,795)</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	<u>(80,758)</u>	<u>(37,375)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	453,754	(415,089)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>2,452,870</u>	<u>2,867,959</u>
CASH AND CASH EQUIVALENTS, ENDING OF YEAR	<u>\$ 2,906,624</u>	<u>\$ 2,452,870</u>

(Concluded)

*The accompanying notes are an integral part of the consolidated financial statements
(With Solomon & Co., audit report dated March 23, 2021)*

INDEPENDENT AUDITORS' REPORT

English Translation of a Report Originally Issued in Chinese

The Board of Directors and Shareholders

TA YA ELECTRIC WIRE & CABLE CO., LTD.

Opinion

We have audited the accompanying parent company only financial statements of Ta Ya Electric Wire & Cable Co., Ltd (the Company), which comprise the parent company only balance sheets as of December 31, 2020 and 2019, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (as set out in the Other Matter section of our report), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2020 and 2019, and its parent company only financial performance and its parent company only 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 audit of the financial statement as of and for the year ended December 31, 2020 in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants", and the auditing standards generally accepted in the Republic of China. Furthermore, we conducted our audit of the financial statements as of and for the year ended December 31, 2019 in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission, and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are

further described in the Auditors' Responsibilities for the Audit of Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2020 are stated as follows:

Loss allowance of accounts receivable

The recognition of the loss allowance of accounts receivable is based on the customer's credit quality, situation of collecting payments, and future economic conditions. Since the expected credit loss ratio involves subjective judgments and significant estimates of managements, the loss allowance of accounts receivable is identified as a key audit matter.

The book value of accounts receivable please refer to Notes 9 to the parent company's financial statements.

Our audit procedures consisted of obtaining the management's assessment information of expected credit loss ratio and assess that whether such assumptions is reasonable; recalculating the appropriateness of the recognition of expected credit loss of accounts receivable based on the above expected credit loss ratio; and inspecting specific customers which amount is significant and the reason for not receiving payment. We use above procedures to confirm whether the expected credit loss of accounts receivable have recognized sufficiently.

Inventory evaluation

The company assesses impairment of material based on lower of cost or net realizable value evaluation, and valuation of the inventory is mainly affected by the international copper price, but the international copper market price fluctuations frequently. Since inventory evaluation involves the management's significant judgment, inventory evaluation its assessment is identified as a key audit matter.

The book value of Inventories please refer to Notes 10 to the parent company's financial statements.

Our audit procedures in response to the abovementioned key audit matter were obtaining information pertaining to the lower of cost or net realizable value (LCNRV), sampling projected pricing information and the most recent sales record to assess the reasonableness of the judgment on the LCNRV, and comparing the year-end quantity of inventory items with the inventory count reports to confirm the existence and completeness of the inventory. Moreover, by attending year-end inventory counting, we assessed the condition of inventory and evaluated the adequacy of inventory provisions for obsolete goods.

Other Matter

We did not audit the financial statements of certain investments accounted for under the equity method that are included in the parent company only financial statements. Those financial statements were audited by other independent accountants whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the parent company only financial statements and the information, is based solely on the audit reports of other independent accountants. Total assets of these subsidiaries and investments amounted to NT\$1,895,740 thousand and NT\$1,706,239 thousand, representing 12.15% and 12.63% of the related totals, as of December 31, 2020 and 2019, respectively, and total operating revenues of NT\$261,128 thousand and NT\$135,004 thousand, constituting 29.70% and 28.32% of the related totals for the years then ended, respectively.

Responsibilities of Management and Those Charged with Governance for the Parent Company

Only Financial Statements

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

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

Those charged with governance, including supervisors, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

7. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive

to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

8. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
9. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
10. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
11. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the 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 parent company only financial statements for the year ended December 31, 2020 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 report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

March 23,2021

Notice to Readers

For the convenience of readers, the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the R.O.C. 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 parent company only financial statements shall prevail.

TA YA ELECTRIC WIRE & CABLE CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
(Expressed in Thousands of New Taiwan Dollars)

ASSETS	December 31, 2020		December 31, 2019	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (notes 4 and 6)	\$ 1,257,156	8.1	\$ 767,004	5.7
Financial assets at fair value through profit or loss (notes 4, 7 and 32)	577,080	3.7	407,957	3.0
Contract assets	42,718	0.3	166,304	1.2
Notes receivable, net (notes 4, 9 and 33)	84,351	0.5	98,246	0.7
Accounts receivable, net (notes 4, 9 and 33)	1,131,949	7.3	1,079,301	8.0
Other receivables (note 33)	120,216	0.8	46,819	0.3
Inventories, net (notes 4 and 10)	1,777,040	11.4	1,908,819	14.1
Inventories (Construction), net (notes 4 and 10)	225,370	1.4	145,257	1.1
Other current assets (note 33)	29,204	0.2	32,516	0.3
Total current assets	<u>5,245,084</u>	<u>33.7</u>	<u>4,652,223</u>	<u>34.4</u>
NONCURRENT ASSETS				
Financial assets at fair value through profit or loss (notes 4, 7 and 32)	405,378	2.6	28,744	0.2
Financial assets at fair value through other comprehensive income (notes 4, 8, 32 and 34)	811,528	5.2	707,471	5.2
Investments accounted for using equity method (notes 4, 11 and 34)	5,844,166	37.4	4,787,357	35.4
Property, plant and equipment (notes 4, 12 and 34)	2,285,519	14.6	2,301,157	17.0
Right-of-use assets (notes 4 and 13)	13,454	0.1	19,669	0.1
Investment Property, net (notes 4, 14 and 34)	899,918	5.8	903,248	6.7
Deferred income tax assets (notes 2 and 23)	7,562	—	65,102	0.6
Prepayments for equipment	9,292	0.1	14,844	0.1
Refundable deposits (note 34)	29,175	0.2	28,795	0.3
Net defined benefit asset	4,921	—	—	—
Other non-current assets	50,004	0.3	—	—
Total noncurrent assets	<u>10,360,917</u>	<u>66.3</u>	<u>8,856,387</u>	<u>65.6</u>
TOTAL	<u>\$ 15,606,001</u>	<u>100.0</u>	<u>\$ 13,508,610</u>	<u>100.0</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (note 15)	\$ 1,579,287	10.1	\$ 964,892	7.1
Short-term notes and bills payable (note 16)	400,000	2.6	600,000	4.4
Financial liabilities at fair value through profit or loss (notes 4 and 7)	112,388	0.7	24,364	0.2
Contract liabilities (note 33)	125,358	0.8	36,911	0.3
Notes payable	1,354	—	9,782	0.1
Accounts payable (note 33)	486,054	3.1	394,200	2.9
Other payables (note 33)	303,349	2.0	233,054	1.7
Income tax payable (note 23)	18,038	0.1	22,371	0.2
Lease liabilities (notes 4 and 12)	6,067	—	6,335	—
Receipts in advance (note 33)	1,110	—	3,905	—
Current portion of long-term loans (notes 17 and 18)	636,667	4.1	946,667	7.0
Other current liabilities	23,967	0.2	29,702	0.2
Total current liabilities	<u>3,693,639</u>	<u>23.7</u>	<u>3,272,183</u>	<u>24.1</u>
NONCURRENT LIABILITIES				
Bonds payable (note 17)	1,500,000	9.6	500,000	3.7
Long-term loans (note 18)	2,346,667	15.0	2,283,333	16.9
Deferred income tax liabilities (note 23)	264,486	1.7	264,486	2.0
Lease liabilities (notes 4 and 12)	7,323	—	13,391	0.1
Net defined benefit liability (note 19)	—	—	37,221	0.3
Guarantee deposits (note 33)	27,310	0.2	41,170	0.4
Other noncurrent liabilities	665	—	1,030	—
Total noncurrent liabilities	<u>4,146,451</u>	<u>26.5</u>	<u>3,140,631</u>	<u>23.4</u>
Total liabilities	<u>7,840,090</u>	<u>50.2</u>	<u>6,412,814</u>	<u>47.5</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT (note 20)				
Share capital	5,950,680	38.1	5,950,680	44.1
Capital surplus	602,220	3.9	531,117	3.9
Retained earnings				
Appropriated as legal capital reserve	137,749	0.9	87,245	0.6
Appropriated as special capital reserve	147,555	0.9	147,555	1.1
Unappropriated earnings (accumulated deficits)	1,088,298	7.0	556,359	4.1
Total retained earnings	<u>1,373,602</u>	<u>8.8</u>	<u>791,159</u>	<u>5.8</u>
Others	(125,666)	(0.8)	(146,288)	(1.1)
Treasury stock (notes 4 and 21)	(34,925)	(0.2)	(30,872)	(0.2)
Total equity	<u>7,765,911</u>	<u>49.8</u>	<u>7,095,796</u>	<u>52.5</u>
TOTAL	<u>\$ 15,606,001</u>	<u>100.0</u>	<u>\$ 13,508,610</u>	<u>100.0</u>

*The accompanying notes are an integral part of the parent company only financial statements
(With Solomon & Co., audit report dated March 23, 2021)*

TA YA ELECTRIC WIRE & CABLE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	<u>2020</u>		<u>2019</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
NET REVENUE (notes 25)	\$ 8,940,088	100.0	\$ 8,746,027	100.0
COST OF REVENUE (notes 10, 19, 26, and 33)	8,359,802	93.5	8,181,776	93.5
GROSS PROFIT	580,286	6.5	564,251	6.5
UNREALIZED GAIN ON THE TRANSACTIONS WITH SUBSIDIARIES	30,761	0.4	—	—
REALIZED GROSS PROFIT	549,525	6.1	564,251	6.5
OPERATING EXPENSES (notes 19, 26, and 33)				
Sales and marketing	117,605	1.3	119,516	1.4
General and administrative	417,692	4.7	341,564	3.9
Research and development	67,013	0.7	64,375	0.7
Total Operating Expenses	602,310	6.7	525,455	6.0
INCOME FROM OPERATIONS	(52,785)	(0.6)	38,796	0.5
NON-OPERATING INCOME AND EXPENSES				
Interest income (note 27 and 33)	2,212	—	9,112	0.1
Other income (note 28 and 33)	97,059	1.1	91,142	1.0
Other gains and losses (note 29 and 33)	342,492	3.8	78,834	0.9
Finance costs (note 30)	(73,796)	(0.8)	(85,466)	(1.0)
Share of profit associates (note 11)	610,611	6.8	453,409	5.2
Total non-operating Income and expenses	978,578	10.9	547,031	6.2
INCOME BEFORE INCOME TAX	925,793	10.3	585,827	6.7
INCOME TAX EXPENSE (notes 23)	(75,748)	(0.8)	(80,780)	(0.9)
NET INCOME	\$ 850,045	9.5	\$ 505,047	5.8
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (note 19)	2,469	—	(193)	—
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	68,417	0.7	22,873	0.3
Share of other comprehensive income (loss) of associates	(1,703)	—	3,849	—
Income tax relating to items that will not be reclassified subsequently to profit or loss (notes 23)	(9,011)	(0.1)	(9,882)	(0.1)
	60,172	0.6	16,647	0.2
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations	(28,490)	(0.3)	(26,561)	(0.3)
Share of the other comprehensive income of associates accounted for using the equity method	(8,169)	(0.1)	(26,553)	(0.3)
Income tax benefit related to items that will not be reclassified subsequently (notes 23)	5,698	0.1	8,166	0.1
	(30,961)	(0.3)	(44,948)	(0.5)
Other comprehensive income (loss) for the year , net of income tax	29,211	0.3	(28,301)	(0.3)
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	\$ 879,256	9.8	\$ 476,746	5.5
EARNINGS PER SHARE (NT\$,notes 24)				
Basic earnings per share	\$ 1.45		\$ 0.86	

*The accompanying notes are an integral part of the parent company only financial statements
(With Solomon & Co., audit report dated March 23, 2021)*

TA YA ELECTRIC WIRE & CABLE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
(Expressed in Thousands of New Taiwan Dollars, Except for Share Data)

	<i>Capital Stock — Common Stock</i>		<i>Retained Earnings</i>			<i>Others</i>				<i>Total Equity</i>
	<i>Shares</i>	<i>Amount</i>	<i>Capital Surplus</i>	<i>Legal Reserve</i>	<i>Special Reserve</i>	<i>Unappropriated Earnings (Accumulated Deficit)</i>	<i>Foreign Currency Translation Reserve</i>	<i>Unrealized Gain (Loss) on Assets at Fair Value Through Other Comprehensive Income</i>	<i>Treasury Stock</i>	
Balance at January 1, 2019	572,180,791	\$ 5,721,808	\$ 524,667	\$ 46,746	\$ 264,909	\$ 378,000	\$ (138,115)	\$ 20,508	\$ (20,770)	\$ 6,797,753
Appropriation of 2019 earnings										
Legal and Special reserve used to offset accumulated deficit	—	—	—	40,499	—	(40,499)	—	—	—	—
Cash dividends to shareholders	—	—	—	—	—	(171,654)	—	—	—	(171,654)
Share dividends distributed by the Corporation	22,887,231	228,872	—	—	—	(228,872)	—	—	—	—
Reversal of special reserve	—	—	—	—	(117,354)	117,354	—	—	—	—
Adjustments to share of changes in equity of subsidiaries and associates	—	—	4,160	—	—	(4,325)	—	928	—	763
Net income in 2019	—	—	—	—	—	505,047	—	—	—	505,047
Other comprehensive income in 2019, net of income tax	—	—	—	—	—	(7,154)	(44,948)	23,801	—	(28,301)
Treasury stock- sales of parent company stock held by subsidiaries	—	—	—	—	—	—	—	—	(10,102)	(10,102)
Adjustments for dividends subsidiaries received from parent company	—	—	2,290	—	—	—	—	—	—	2,290
Disposal of investments in equity instruments at fair value through other comprehensive income	—	—	—	—	—	8,462	—	(8,462)	—	—
Balance at December 31, 2019	595,068,022	5,950,680	531,117	87,245	147,555	556,359	(183,063)	36,775	(30,872)	7,095,796
Appropriation of 2020 earnings										
Legal reserve used to offset accumulated deficit	—	—	—	50,504	—	(50,504)	—	—	—	—
Cash dividends to shareholders	—	—	—	—	—	(178,521)	—	—	—	(178,521)
Share of changes in net assets of associates accounted for using equity method	—	—	90	—	—	(500)	—	—	—	(410)
Net income in 2020	—	—	—	—	—	850,045	—	—	—	850,045
Other comprehensive income in 2020, net of income tax	—	—	—	—	—	(10,956)	(30,961)	71,128	—	29,211
Treasury stock repurchase	—	—	—	—	—	—	—	—	(54,141)	(54,141)
Disposal of the Company's shares held by subsidiaries	—	—	2,625	—	—	—	—	—	1,557	4,182
Adjustments for dividends subsidiaries received from parent company	—	—	2,404	—	—	—	—	—	—	2,404
The difference between the fair value of the consideration paid from acquiring subsidiaries and the carrying amounts of the subsidiaries	—	—	—	—	—	(97,100)	—	—	—	(97,100)
Changes in subsidiaries ownership	—	—	10,269	—	—	3,141	—	(3,211)	—	10,199
Share-based payments	—	—	55,715	—	—	—	—	—	54,141	109,856
Disposal of investments in equity instruments at fair value through other comprehensive income	—	—	—	—	—	16,334	—	(16,334)	—	—
Others	—	—	—	—	—	—	—	—	(5,610)	(5,610)
Balance at December 31, 2020	595,068,022	\$ 5,950,680	\$ 602,220	\$ 137,749	\$ 147,555	\$ 1,088,298	\$ (214,024)	\$ 88,358	\$ (34,925)	\$ 7,765,911

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

(With Solomon & Co., audit report dated March 23, 2021)

TA YA ELECTRIC WIRE & CABLE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(Expressed in Thousands of New Taiwan Dollars)

	<u>2020</u>	<u>2019</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 925,793	\$ 585,827
Adjustments for :		
Depreciation expense	119,319	136,086
Expected credit loss	7,732	—
Net gain of financial assets and liabilities at fair value through profit or loss	(416,657)	(4,956)
Finance costs	73,796	85,466
Interest income	(2,212)	(9,112)
Dividend income	(77,550)	(67,445)
Shared-based payment expenses recognized	37,442	—
Share of profits of associates	(610,611)	(453,409)
Gain on disposal of property, plant and equipment	(925)	(1,236)
Property, plant and equipment transferred to expenses	3,749	6,322
Gain on disposal of investment property	(301)	—
Loss (gain) on disposal of investments	(9,385)	4,198
Impairment loss on non-financial assets	—	26,818
Unrealized gain on the transactions with subsidiaries	30,761	—
Income and expense adjustments	<u>(844,842)</u>	<u>(277,268)</u>
Changes in operating assets and liabilities:		
Financial assets and liabilities at fair value through profit or loss	(31,691)	(28,221)
Contract assets	123,586	(160,381)
Notes receivable	13,895	106,719
Accounts receivable	(60,431)	(102,082)
Other receivables	7,108	5,676
Inventories	53,866	(180,467)
Other current assets	1,977	266,852
Contract liabilities	88,447	(33,452)
Notes payable	(8,428)	9,444
Accounts payable	91,854	87,036
Other payables	69,836	11,740
Advance receipts	(2,795)	167
Other current liabilities	(5,684)	(12,053)
Net defined benefit liability	(39,673)	(61,813)
Total changes in operating assets and liabilities	<u>301,867</u>	<u>(90,835)</u>
Total adjustments	<u>(542,975)</u>	<u>(368,103)</u>
Cash generated from operations	382,818	222,724
Interest received	1,944	9,022
Interest paid	(73,337)	(87,918)
Income tax paid	<u>(25,220)</u>	<u>(27,333)</u>
Net cash generated from operating activities	<u>286,205</u>	<u>116,495</u>

(Continued)

TA YA ELECTRIC WIRE & CABLE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(Expressed in Thousands of New Taiwan Dollars)

	<i>2020</i>	<i>2019</i>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial asset at fair value through other comprehensive income	(83,535)	(87,691)
Proceeds from disposal of financial asset at fair value through other comprehensive income	47,895	71,704
Purchase of associates under the equity method	—	(25,508)
Proceeds from disposal of associates under the equity method	—	6,648
Acquisition of property, plant and equipment (including prepayments for equipment)	(95,022)	(138,830)
Proceeds from disposal of property, plant and equipment	1,416	1,478
Decrease (increase) in refundable deposits	(380)	29,742
Increase in other receivables	(80,000)	5,000
Proceeds from disposal of investment property	1,000	—
Dividend received	203,632	203,839
Other investing activities	(50,004)	—
Net cash used in investing activities	(54,998)	66,382
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term loans	614,395	30,647
Increase in short-term notes and bills payable	(200,000)	—
Issuance of bonds payable	1,000,000	—
Proceeds from long-term bank loans	1,100,000	600,000
Repayment of long-term bank loans	(1,346,666)	(1,007,200)
Increase (decrease) in guarantee deposits	(13,860)	(7,222)
Repayment of principal of lease liabilities	(6,336)	(6,559)
Decrease in other noncurrent liabilities	(331)	—
Cash dividends	(178,521)	(171,654)
Payments for buy-back of ordinary shares	(54,141)	—
Treasury stock sold to employees	54,175	—
Acquisition of subsidiaries	(709,770)	(112,000)
Net cash generated by financing activities	258,945	(673,988)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	490,152	(496,111)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	767,004	1,263,115
CASH AND CASH EQUIVALENTS, ENDING OF YEAR	\$ 1,257,156	\$ 767,004

(Concluded)

*The accompanying notes are an integral part of the parent company only financial statements
(With Solomon & Co., audit report dated March 23, 2021)*

Ta Ya Electric Wire & Cable Co., Ltd.

Earnings Distribution Proposal for 2020

Unit: NTD

Beginning of Period Retained Earnings	\$	327,333,457
Net Income		850,044,938
Retained Earnings Adjusted Due to Adoption of Equity Method in Investments		(94,458,758)
Remeasurements of Defined Benefit Plans Recognized in Retained Earnings		(10,956,259)
Cumulative Gains or Losses Directly Transferred to Retained Earnings by Disposal of Investments in Equity Instruments Measured at Fair Value through Other Comprehensive Income		<u>16,334,543</u>
After-tax net income for the period and other profit items adjusted to the current year's undistributed earnings other than after-tax net income for the period		790,964,464
Less: Legal Reserve		<u>(76,096,446) (Note 1)</u>
Retained earnings available for distribution as of 2020		1,012,201,475
Distribution item:		
1.Cash dividend (NT\$0.35/share)	(208,273,808)	(Note 2)
2.Stock dividends (NT\$0.35/share)	<u>(208,273,800)</u>	(Note 2)
Total Distribution		<u>(416,547,608)</u>
End of Period Retained Earnings	\$	<u>595,653,867</u>

NOTE : 1、In accordance with the Company's Articles of Incorporation.
2、The distribution of earnings was for the year 2020.

Chairperson of the Board: Shen,Shang-Hung Manager: Shen,San-Yi Chief Accountant: Hung, Chung-Ming

Taya Electric Wire & Cable Co., Ltd.

The Comparison Table of the Amended Articles of the Articles of Incorporation

After Amendment	Current Article	Notes
<p>Article 2: The company's business scope shall be defined as follows : Item 1 to Item 42 : Omitted 53 、IG03010 Energy Technical Services</p>	<p>Article 2: The company's business scope shall be defined as follows : Item 1 to Item 42 : Omitted</p>	<p>To include a new business scope</p>
<p>Article 5: The total capital of the Company is NT\$ 8 billion divided into 800 million shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion.</p>	<p>Article 5: The total capital of the Company is NT\$ 7 billion divided into 700 million shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion.</p>	<p>In reponse to the business operation</p>
<p>Article 13: These articles were formulated on October 30, 1962 They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2nd amendment), May 1, 1967 (3rd amendment), February 20, 1968 (4th amendment), August 2, 1968 (5th amendment), December 12, 1970 (6th amendment), December 4, 1971 (7th amendment), December 31, 1972 (8th amendment), December 27, 1973 (9th amendment), October 19, 1974 (10th amendment), October 18, 1975 (11th amendment), October 22, 1976 (12th amendment), October 31, 1977 (13th amendment), November 17, 1979 (14th</p>	<p>Article 13: These articles were formulated on October 30, 1962 They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2nd amendment), May 1, 1967 (3rd amendment), February 20, 1968 (4th amendment), August 2, 1968 (5th amendment), December 12, 1970 (6th amendment), December 4, 1971 (7th amendment), December 31, 1972 (8th amendment), December 27, 1973 (9th amendment), October 19, 1974 (10th amendment), October 18, 1975 (11th amendment), October 22, 1976 (12th amendment), October 31, 1977 (13th amendment), November 17, 1979 (14th</p>	<p>To list the date of current amendment</p>

<p>amendment), June 22, 1980 (15th amendment), January 20, 1981 (16th amendment), February 20, 1982 (17th amendment), May 20, 1984 (18th amendment), April 12, 1986 (19th amendment), May 14, 1986 (20th amendment), March 15, 1987 (21st amendment), June 15, 1987 (22nd amendment), November 7, 1987 (23rd amendment), May 2, 1988 (24th amendment), July 3, 1988 (25th amendment), May 20, 1989 (26th amendment), May 31, 1990 (27th amendment), May 31, 1991 (28th amendment), May 23, 1992 (29th amendment), June 4, 1993 (30th amendment), May 12, 1994 (31st amendment), May 25, 1995 (32nd amendment), May 23, 1996 (33rd amendment), June 3, 1997 (34th amendment), May 31st, 2000 (35th amendment), June 5, 2001 (36th amendment), June 14, 2002 (37th amendment), June 5, 2003 (38th amendment), June 9, 2006 (39th amendment), October 26, 2006 (40th amendment), June 13, 2007 (41st amendment), June 9, 2010 (42nd amendment), June 9, 2011 (43rd amendment), June 6, 2012 (44th amendment), June 6, 2014 (45th amendment), June 8, 2016 (46th amendment), June 5, 2018 (47th amendment) June 12, 2019 (48th amendment) , June 11, 2020 (49th amendment) , June 10, 2021 (50th amendment)</p>	<p>amendment), June 22, 1980 (15th amendment), January 20, 1981 (16th amendment), February 20, 1982 (17th amendment), May 20, 1984 (18th amendment), April 12, 1986 (19th amendment), May 14, 1986 (20th amendment), March 15, 1987 (21st amendment), June 15, 1987 (22nd amendment), November 7, 1987 (23rd amendment), May 2, 1988 (24th amendment), July 3, 1988 (25th amendment), May 20, 1989 (26th amendment), May 31, 1990 (27th amendment), May 31, 1991 (28th amendment), May 23, 1992 (29th amendment), June 4, 1993 (30th amendment), May 12, 1994 (31st amendment), May 25, 1995 (32nd amendment), May 23, 1996 (33rd amendment), June 3, 1997 (34th amendment), May 31st, 2000 (35th amendment), June 5, 2001 (36th amendment), June 14, 2002 (37th amendment), June 5, 2003 (38th amendment), June 9, 2006 (39th amendment), October 26, 2006 (40th amendment), June 13, 2007 (41st amendment), June 9, 2010 (42nd amendment), June 9, 2011 (43rd amendment), June 6, 2012 (44th amendment), June 6, 2014 (45th amendment), June 8, 2016 (46th amendment), June 5, 2018 (47th amendment) , June 12, 2019 (48th amendment) , June 11, 2020 (49th amendment) implemented subject to resolutions by</p>	
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implemented subject to resolutions by shareholders'	shareholders' meetings.	
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Taya Electric Wire & Cable Co., Ltd.
Rules of Governing Shareholders' Meeting

After Amendment	Current Article	Notes
<p>Article 3: Omitted</p> <p>Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or spin-offs of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the</p>	<p>Article 3: Omitted</p> <p>Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or spin-offs of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Such information should be displayed at the professional stock registrar or the Company designated Website.</p> <p>A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. Shareholder's constructive</p>	<p>In response to regulation revision</p>

<p>board of directors may exclude it from the agenda. Shareholder's constructive proposal to promote the Company's public interests and social responsibility may be included in the meeting based on Article 172-1, paragraph 4 of the Company Act but shall be limited to one proposal and any extra one shall be excluded from the agenda. Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At</p>	<p>proposal to promote the Company's public interests and social responsibility may be included in the meeting. But any proposal by shareholders related to Article 172-1, paragraph 4 of the Company Act may be excluded in the agenda by board of directors.</p> <p>rior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors</p>	
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<p>the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	<p>shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	
<p>Article 9: Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and announce the shares of non-voting shares and the shares of attendance. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. If the quorum is not met after two postponements as stipulated in the preceding paragraph, but the</p>	<p>Article 9: Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. If the quorum is not met after two postponements as stipulated in the preceding paragraph, but the attending shareholders represent one third or more of the total</p>	<p>In response to regulation revision</p>

<p>attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.</p> <p>Where, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	<p>number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.</p> <p>Where, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	
<p>Article 14: The election of directors shall be in accordance with the Company's relevant voting rules. The results of the election, including the elected names and the number of their voting shares, should be announced by the Chairman at the meeting. So are the names and the number of the voting shares of candidates who fail to be elected. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Taiwan Company Act, the ballots shall be retained until</p>	<p>Article 14: The election of directors shall be in accordance with the Company's relevant voting rules. The results of the election, including the elected names and the number of their voting shares, should be announced by the Chairman at the meeting. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Taiwan Company Act, the ballots shall be retained until the conclusion of the litigation.</p> <p>Shareholders meeting suggestions</p>	<p>In response to regulation revision</p>

<p>the conclusion of the litigation. Shareholders meeting suggestions shall be compiled into the meeting minutes which shall specify meeting dates, locations, number of shareholders in attendance, represented equity and voting rights, name of the chair, resolutions, and voting methods. The chair shall affix his/her seal and signature together with the attendance book and powers of attorney for proxies. Meeting minutes, attendance books, and powers of attorney shall be preserved in accordance with relevant regulations. The meeting minutes shall be distributed to shareholders within 20 days after meetings. Meetings minutes may also be distributed by public announcement.</p>	<p>shall be compiled into the meeting minutes which shall specify meeting dates, locations, number of shareholders in attendance, represented equity and voting rights, name of the chair, resolutions, and voting methods. The chair shall affix his/her seal and signature together with the attendance book and powers of attorney for proxies. Meeting minutes, attendance books, and powers of attorney shall be preserved in accordance with relevant regulations. The meeting minutes shall be distributed to shareholders within 20 days after meetings. Meetings minutes may also be distributed by public announcement.</p>	
<p>Article 19: The rule were approved by the Shareholders’ Meeting and the same as the revision.These Rules were drawn up on May 31, 1990. First amendment on May 25,1995. Second amendment on June 2,1998. Third amendment on June 9, 2006. The fourth amendment on June 6 2012. The fifth amendment on June 11, 2015. The sixth amendment on June 5, 2018. The seventh amendment on June 11, 2020. The 8th amendment on June</p>	<p>Article 19: The rule were approved by the Shareholders’ Meeting and the same as the revision.These Rules were drawn up on May 31, 1990. First amendment on May 25,1995. Second amendment on June 2,1998. Third amendment on June 9, 2006. The fourth amendment on June 6 2012. The fifth amendment on June 11, 2015. The sixth amendment on June 5, 2018. The seventh amendment on June 11, 2020.</p>	<p>To list the current revision date.</p>

10, 2021.		
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Taya Electric Wire & Cable Co., Ltd.

Comparison Table of the Procedures for Endorsements and Guarantees

After Amendment	Current Article	Notes
<p>Article 4: Ceiling amount for endorsement/guarantee</p> <p>1. The total amount of endorsement/guarantee to others by the Company shall not exceed 60 percent of the current net value, and the limit of an endorsement/guarantee made to a single business, except an associate which the Company directly or indirectly holds more than 90 percent of its shares may make an endorsement/guarantee not exceeding 40 percent of the current net value, an associate which the Company directly or indirectly holds up to 50 percent to 90 percent of its shares may make an endorsement/guarantee not exceeding 30 percent of the current net value. The net values are as stated in the latest financial statements audited and certified, or reviewed, by certified public accountants.</p> <p>2. Where an endorsement/guarantee is made due to needs arising from business dealings, the amount of endorsement/guarantee shall not exceed the total transaction amount between both parties for the latest one year. The “ total transaction amount ” refers to the amount of sales or purchases</p>	<p>Article 4: Ceiling amount for endorsement/guarantee</p> <p>1. The total amount of endorsement/guarantee to others by the Company shall not exceed 60 percent of the current net value, and the limit of an endorsement/guarantee made to a single business, except an associate which the Company directly or indirectly holds more than 90 percent of its shares may make an endorsement/guarantee not exceeding 40 percent of the current net value, an associate which the Company directly or indirectly holds up to 50 percent to 90 percent of its shares may make an endorsement/guarantee not exceeding 30 percent of the current net value. The net values are as stated in the latest financial statements audited and certified, or reviewed, by certified public accountants.</p> <p>2. Where an endorsement/guarantee is made due to needs arising from business dealings, the amount of endorsement/guarantee shall not exceed the total transaction amount between both parties for the latest one year. The “ total transaction amount ” refers to the amount of sales or purchases</p>	<p>In reponse to the business operation</p>

<p>between both parties, whichever is higher.</p> <p>3. Total amount of endorsement/guarantee by the Company and subsidiaries shall be restricted to 100 percent of the current net value of the Company, and the limit of an endorsement/guarantee made to a single business shall not exceeded 60 percent of the current net value.</p> <p>4. If the total amount of endorsements/guarantee by the Company and subsidiaries reaches 50% or more of the current net value of the Company, an explanation of the necessity and reasonableness thereof shall be given at the shareholders' meeting.</p>	<p>between both parties, whichever is higher.</p> <p>3. Total amount of endorsement/guarantee by the Company and subsidiaries shall be restricted to 70 percent of the current net value of the Company, and the limit of an endorsement/guarantee made to a single business shall not exceeded 60 percent of the current net value.</p> <p>4. If the total amount of endorsements/guarantee by the Company and subsidiaries reaches 50% or more of the current net value of the Company, an explanation of the necessity and reasonableness thereof shall be given at the shareholders' meeting.</p>	
<p>Article 13: These Procedures shall be approved by at least one half of all the audit committee members and then submitted to the Board of Directors for resolution. After approved by the Board of Directors, these procedures shall be submitted to the shareholders' meeting for approval; where any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinion to the audit committee and for discussion by the shareholders' meeting. The same</p>	<p>Article 13: These Procedures shall be approved by at least one half of all the audit committee members and then submitted to the Board of Directors for resolution. After approved by the Board of Directors, these procedures shall be submitted to the shareholders' meeting for approval; where any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinion to the audit committee and for discussion by the shareholders' meeting. The same</p>	<p>To list the current revision date.</p>

<p>shall apply to any amendment to the Procedures.</p> <p>If approval of the majority of all audit committee members as required in the preceding paragraph is not obtained, these Procedures or amendments thereto may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors. The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</p> <p>These articles were formulated on July 3, 1988</p> <p>They were first amended on April 6, 1995 and subsequently amended on April 9, 1997 (2nd amendment), March 17, 2003 (3rd amendment), March 18, 2005 (4th amendment), April 12, 2006 (5th amendment), March 24, 2008 (6th amendment), March 16, 2009 (7th amendment), April 16, 2010 (8th amendment), December 20, 2012 (9th amendment), December 16, 2013 (10th amendment), March 15, 2016 (11th amendment), March 15, 2018 (12th amendment), March 21, 2019 (13th amendment), April 22, 2021 (14th amendment) implemented subject to resolutions by shareholders' meetings.</p>	<p>shall apply to any amendment to the Procedures.</p> <p>If approval of the majority of all audit committee members as required in the preceding paragraph is not obtained, these Procedures or amendments thereto may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors. The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</p> <p>These articles were formulated on July 3, 1988</p> <p>They were first amended on April 6, 1995 and subsequently amended on April 9, 1997 (2nd amendment), March 17, 2003 (3rd amendment), March 18, 2005 (4th amendment), April 12, 2006 (5th amendment), March 24, 2008 (6th amendment), March 16, 2009 (7th amendment), April 16, 2010 (8th amendment), December 20, 2012 (9th amendment), December 16, 2013 (10th amendment), March 15, 2016 (11th amendment), March 15, 2018 (12th amendment), March 21, 2019 (13th amendment), April 22, 2021 (14th amendment) implemented subject to resolutions by shareholders' meetings.</p>	
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Taya Electric Wire & Cable Co., Ltd.
2021

List of Director Candidates

Candidates	1	2	3	4	5
Name	Shen, Shang-Hung	Shen, Shang-Pang	Shen, San-Yi	Shen, Shang-Tao	Horng, Lan-Horng
Shareholdings (shares)	5,289,313	9,083,376	14,379,266	2,911,624	210,464
Education	Electrical Engineering Department, National Taiwan University, MBA at College of Emory University	Chienkuo Industrial Commercial Vocational High School	Electrical Engineering Department, Kun Shan University	Electrical and Computer Engineering Department, University of Southern California	Business Administration Department, National Cheng Kung University
Major Past Positions	President, Director, Chairman and Chief Executive Officer of TA YA ELECTRIC WIRE & CABLE CO., LTD.	Vice President, Director and Vice Chairman of TA YA ELECTRIC WIRE & CABLE CO., LTD.	President and Director of TA YA ELECTRIC WIRE & CABLE CO., LTD.	Vice President, Executive Vice President and Director of Ta Ya Electric Wire & Cable Co., Ltd.	Director and President of the General Administrative Office of Ta Ya Electric Wire & Cable Co., Ltd. Supervisor of CUPRIME MATERIAL CO., LTD.
Current Positions	Chairman and CEO of Ta Ya Electric Wire & Cable Co., Ltd. Chairman of TA YA GREEN ENERGY TECHNOLOGY CO., LTD. Independent Director of MERCURIUS DATA SYSTEMS LTD. , ASIA POLYMER CORPORATION, Partner Tech Corp.	Vice Chairman of Ta Ya Electric Wire & Cable Co., Ltd. Chairman of TA YA (Vietnam) ELECTRIC WIRE & CABLE JOINT STOCK COMPANY	Director and General Manager of Ta Ya Electric Wire & Cable Co., Ltd. Chairman of TA HENG ELECTRIC WIRE & CABLE CO., LTD.	Director and Executive Vice President of Ta Ya Electric Wire & Cable Co., Ltd.	Director of Ta Ya Electric Wire & Cable Co., Ltd Supervisor of CUPRIME MATERIAL CO., LTD.

Taya Electric Wire & Cable Co., Ltd.
2021
List of Independent Director Candidates

Independent Director Candidates	1	2	3	4
Name	Wei, Chun-Hsien	CHOU,WEN-CHING	HO, CHUN-HUEI	Yu,Kuang-Hsun
Shareholdings (shares)	0	0	0	0
Education	University of Chicago MBA National Taiwan University. Bachelor of Science in Engineering	Northwestern University Pritzker School Master of Laws National Taiwan University.EMBA Master of Science in Finance National Taiwan University Master of Laws	University of Pittsburgh Doctor of Philosophy	Chung Yuan Christian University Bachelor of Science in Engineering
Major Past Positions	President of Avon Asia Pacific Procter & Gamble Chairman and General Manager Procter & Gamble Greater China Beauty personal products General Manager of Business Group Beiersdorf AG group Global Executive Director CVC Capital Senior Advisor Beiersdorf AG Senior Advisor LI NING COMPANY LIMITED Non-executive director Tingyi (Cayman Islands)	Russin & Vecchi CHONG HONG CONSTRUCTION CO., LTD. Legal counsel	Director of CDIB Capital Group Managing Director of China Development Industrial Bank Chairman of PHARMAENGINE INC.	ASIA CEMENT CORPORATION Hualien cement plant engineer YFY Inc. Director of Engineering TAIWAN COGENERATION CORPORATION. General manager

	Food Holding Corp.CEO 、 ingyi (Cayman Islands) Holding Corp.CEO			
Current Positions	Independent Director of Taya Electric Wire & Cable Co., Ltd. Chairman of DaChan Food (Asia) Limited Director of Shamrock Cayman Islands, ShyaHsin Packaging (China) Co., Ltd.	Chairman of Sunhong TECH CORP. , EVERNATURE DEVELOPER LTD. , JA CHANG CO., LTD. ,	CDIB Capital Healthcare Ventures II Limited Partnership person in charge Chairman of CDIB Capital Healthcare Ventures., Director of ABLEREX ELECTRONICS CO., LTD. , Andes Technology Corporation, ChenYing International Development Co., Ltd 、 Independent Director of AMPACS CORPORATION. 、 Chairman of HuaSheng Asset Management Consultant Co., Ltd.	N/A

Appendix 1

Taya Electric Wire & Cable Co., Ltd. Shareholdings of All Directors

- A. Paid in Capital NT\$ 5,950,680,220 with total common shares 595,068,022.
- B. Based on Securities and Exchange Act Article 26, the minimum shareholding requirements for all directors should be 19,042,176 common shares.
- C. Total common shares held by each director as of Period of suspension of share transfer, April 12ns 2021, are as follows:

Title	Name	Date Elected	Term of office	Number of shares held recorded in the shareholders roster as of the date of suspension of share transfer	
				Current Shareholding (Shares)	Percentage
Chairman	Shen, Shang-Hung	2018.06.05	3 years	5,289,313	0.89
Director	Shen, Shang-Pang	2018.06.05	3 years	9,083,376	1.53
Director	Shen, San-Yi	2018.06.05	3 years	14,379,266	2.42
Director	Shen, Shang-Tao	2018.06.05	3 years	2,911,624	0.49
Director	Hong, Lan-Hong	2018.06.05	3 years	210,464	0.04
Independent Director	Chang, Lee-Chiou	2018.06.05	3 years	0	0
Independent Director	Wei, Chun-Hsien	2018.06.05	3 years	0	0
Independent Director	Cheng, Duen-Chian	2018.06.05	3 years	0	0
Total number of shares held by all Directors				31,874,043	5.36

Appendix 2

Taya Electric Wire & Cable Co., Ltd.

Rules of Governing Shareholders' Meeting

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

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

Article 3 (Convening shareholders meetings and shareholders meeting notices)
Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.
This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders meeting or at least 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplementary meeting materials and upload them to the MOPS at least 21 days before the date of the regular shareholders meeting or at least 15 days before the date of the special shareholders meeting. In addition, at least 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplementary meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplementary materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or spin-offs of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Shareholder's constructive proposal to promote the Company's public interests and social responsibility may be included in the meeting based on Article 172-1, paragraph 4 of the Company Act but shall be limited to one proposal and any extra one shall be excluded from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days.

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

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 (Attendance by proxy and authorization)

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

A shareholder may issue only one power of attorney and appoint only one proxy for any given shareholders meeting, and shall deliver the power of attorney to this Corporation at least 5 days before the date of the shareholders meeting. When duplicate powers of attorney are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a power of attorney has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation at least 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles determining the time and place of a shareholders meeting)

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

Article 6 (Preparation of documents such as the attendance book)

This Corporation shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

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

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors of powers of attorney shall also bring identification documents for verification.

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

card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

Where the shareholder is the government or a juristic person, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7 (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

Where a director serves as chair, as stipulated in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8 (Documentation of a shareholders meeting by audio or video)

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall create an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9 (Calculation of shares in attendance and meeting conditions)

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and announce the shares of non-voting shares and the shares of attendance.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as stipulated in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

Where, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10(Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

Article 11(Shareholder speech)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak shall be determined by the chair.

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

Article 12(Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of

shares.

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

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

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13(Voting procedures, monitoring, and vote counting)

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or

electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, at least 2 days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

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

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14(Election of directors)

The election of directors shall be in accordance with the Company's relevant voting rules. The results of the election, including the elected names and the number of their voting shares, should be announced by the Chairman at the meeting. So are the names and the number of the voting shares of

candidates who fail to be elected.

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

Article 15(Meeting minutes and signature procedures)

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of this Corporation.

Article 16(Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17(Maintaining order at the meeting place)

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

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

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

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

Article 18 (Recess and resumption of a shareholders meeting)

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

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

These rules and all amendments thereof shall take effect upon ratification by a shareholders meeting. These rules were formulated on May 31, 1990. Six amendments were made on May 25, 1995, June 2, 1998, June 9, 2006, June 6, 2012, June 11, 2015, and June 5, 2018, respectively.

Appendix 3

Taya Electric Wire & Cable Co., Ltd. Articles of Incorporation

Chapter 1 General Provisions

Article 1 : This Company has been organized pursuant to the regulations governing Companies Limited by Shares set forth in the Company Act under the name of Taya Electric Wire & Cable Co., Ltd.

Article 2 : The company's business scope shall be defined as follows :

1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
2. CC01020 Electric Wires and Cables Manufacturing
3. CC01060 Wired Communication Equipment and Apparatus Manufacturing
4. CC01070 Telecommunication Equipment and Apparatus Manufacturing
5. CC01080 Electronic Parts and Components Manufacturing
6. CD01020 Tramway Cars Manufacturing
7. E599010 Pipe Lines Construction
8. E601010 Electric Appliance Construction
9. E603010C Cables Construction
10. E603040 Fire Fighting Equipment Construction
11. E603080 Traffic Signals Construction
12. E605010 Computing Equipment Installation Construction
13. E701020 Channel KU and C of Satellite TV Equipment and Materials Construction
14. E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction
15. EZ99990 Other Construction
16. C801060 Synthetic Rubber Manufacturing
17. C801100 Synthetic Resin & Plastic Manufacturing

18. C801990 Other Chemical Materials Manufacturing
19. C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing
20. C802990 Other Chemical Products Manufacturing
21. C804020 Industrial Rubber Products Manufacturing
22. C804990 Other Rubber Products Manufacturing
23. C805010 Plastic Sheets, Pipes and Tubes Manufacturing
24. C805020 Plastic Sheets & Bags Manufacturing
25. C805030 Plastic Made Grocery Manufacturing
26. C805050 Industrial Plastic Products Manufacturing
27. C805060 Plastic Leathers Manufacturing
28. C805070 Strengthened Plastic Products Manufacturing
29. C805990 Other Plastic Products Manufacturing
30. CA01060 Steel Wires and Cables Manufacturing
31. CA01090 Aluminum Casting Manufacturing
32. CA01100 Aluminum Material Rolls over Extends and Crowding
33. CA01120 Copper Casting
34. CA01130 Copper Material Rolls over Extends and Crowding
35. CA01990 Other Non-ferrous Metal Basic Industries
36. CA02010 Metal Architectural Components Manufacturing
37. F106010 Wholesale of Ironware
38. F107170 Wholesale of Industrial Catalyst
39. F113010 Wholesale of Machinery
40. F113070 Wholesale of Telecom Instruments
41. F113090 Wholesale of Traffic Signal Equipment and Materials
42. F119010 Wholesale of Electronic Materials
43. F206010 Retail Sale of Ironware
44. F207170 Retail Sale of Industrial Catalyst
45. F219010 Retail Sale of Electronic Materials
46. F401010 International Trade
47. H701010 Residence and Buildings Lease Construction and Development
48. H701040 Specialized Field Construction and Development
49. H701060 New County and Community Construction and Investment
50. H703100 Real Estate Rental and Leasing
51. IF02010 Electricity Equipment Checking and Maintenance
52. ZZ99999 All business items that are not prohibited or restricted by

law, except those that are subject to special approval.
53. IG03010 Energy Technical Services

Article 2-1 : In accordance with actual needs, the reinvested capital may exceed 40% of the paid-up capital.

Article 3 : Company HQ has been set up in Tainan City. Subsidiaries may be established domestically or internationally subject to board resolution if deemed necessary.

Article 4 : Public announcements shall be made pursuant to the regulations set forth in the Company Act and other relevant laws.

Chapter 2 Shares

Article 5 : The total capital of the Company is NT\$ 8 billion divided into 800 million shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion.

Article 6 : The Company's share certificates shall all be in non-bear form and shall be issued only after they have been signed and sealed by at the directors representing the Company, and affixed with the Company's seal, and duly certified by the competent authorities or its authorized registration institution.

Article 7 : Shareholders shall register their names, designations, legal residences, seal specimens, and changes thereof on the Shareholders List of the Company. Where a name change is requested due to inheritance, the heir shall present legal documentation. Where shareholders acquire dividends or exercise their shareholder rights in writing, the company shall conduct verification based on the retained specimens. Stock transfer registration shall be suspended within 60 days prior to regular shareholders meetings, within 30 days prior to extraordinary shareholders meetings, or within 5 days prior to the base date of dividend, bonus, or profit distribution decided by the Company.

Article 8 : Where stock is lost or damaged, the shareholder shall notify the Company in writing. Stock may be reissued upon proper handling pursuant to the regulations set forth in the Company Act and relevant laws.

Article 9 : In case of share transfer or pledge setting, the transferor and transferee

or pledger and pledgee shall submit a joint application form with affixed seals and signatures to the Company or a registrar agency designated by the Company to request transfer registration. Prior to transfer registration, transfer of shares shall not be contestable.

The Company shall be authorized to charge a processing fee for reissue or issue of new shares in case of transfer or loss/damage.

Article 9-1 : Taiwan Depository & Clearing Corporation may request joint reissue of securities of a high par value and coordinated operations to facilitate stock handling.

Chapter 3 Shareholders Meeting

Article 10 : The Company may convene regular and extraordinary shareholders meetings :

(a) Regular shareholders meetings shall be convened by the board within 6 months after the end of fiscal years.

(b) Extraordinary shareholders meetings may be convened as required in accordance with relevant laws.

Article 11 : Where shareholders are unable to attend shareholders meetings, they may commission a proxy to attend the meeting on their behalf by issuing a power of attorney printed by the Company with the affixed Company seal. Every shareholder may only issue one power of attorney and commission only one proxy. Powers of attorney shall be sent to the Company or a shareholder services agent at least 5 days prior to the meeting. Where the same person is commissioned by two or more shareholders, the voting rights represented by that person shall not exceed 3% of the voting rights for all issued shares. Voting rights in excess of this prescribed quota shall not be counted.

Article 12 : Shareholders shall have one vote for each share held.

Article 13 : Shareholders meetings shall be chaired by the Chairperson of the Board. Where the Chairperson is absent, the Vice Chairperson shall act in lieu of him/her. Where the Chairperson and Vice Chairperson are both absent, they shall designate a director to act in lieu of them. Where no acting chair has been designated, the directors shall elect a suitable candidate from among themselves.

Shareholders shall be notified of regular and extraordinary shareholders meetings 30 days and 15 days in advance, respectively. Notices shall specify meetings dates, locations, and reasons for convening.

Shareholders meeting resolutions require attendance of shareholders representing a majority of the issued shares unless stipulated otherwise in relevant laws. Resolutions shall be subject to approval by a majority of the voting rights in attendance.

Article 14 : Shareholders meeting resolutions shall be compiled into the meeting minutes which shall specify meeting dates, locations, number of shareholders in attendance, represented equity and voting rights, name of the chair, resolutions, and voting methods. The chair shall affix his/her seal or signature Meeting minutes attendance books, and powers of attorney shall be preserved in accordance with relevant regulations. The meeting minutes shall be distributed to shareholders within 20 days after meetings. Meetings minutes may also be distributed by public announcement.

Chapter 4 Directors and Audit Committee

Article 15 : The Company shall appoint 6-9 directors elected by a shareholders meeting from candidates with legal capacity. At least three of the aforementioned directors shall be independent directors.

The total amount of registered stock held by directors shall meet the criteria set forth in regulations of competent authorities.

A candidate nomination system shall be adopted pursuant to the regulations set forth in Article 192-1 of the Company Act. Matters pertaining to the handling and public announcement of candidate nominations shall be handled pursuant to relevant regulations set forth in the Company Act and Securities and Exchange Act. Elections for independent and non-independent directors shall be held together and quotas shall be calculated separately.

Article 15-1 : The Company shall establish an Audit Committee pursuant to the regulations set forth in Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of independent directors. Exercise of powers and other matters pertaining to the Audit Committee shall be handled pursuant to regulations and laws enacted by competent authorities.

Article 16 : Directors shall serve for a term of three years and may be reelected. Vacancies shall be filled through by-elections. Directors elected in by-elections shall serve until the term of the originally elected director expires.

Article 17 : The directors shall elect a Chairperson and Vice Chairperson from among

themselves. The directors constitute the board which shall have the following functions and powers:

- (a) Formulation of business plans.
- (b) Formulation of earnings distribution or loss-makeup proposals.
- (c) Formulation of capital increase/decrease proposals.
- (d) Review and approval of key rules and contracts.
- (e) Appointment/dismissal of executives of the rank of Assistant Vice President and above.
- (f) Subsidiary establishment and dissolution of subsidiaries.
- (g) Review of budgets and final accounts.
- (h) Decisions on other key matters.

Article 18 : The Chairperson shall represent the Company and preside over all services assisted by the directors.

Article 19 : The Chairperson shall chair the board. Where the Chairperson is on leave or unable to exercise his/her powers, the Vice Chairperson shall act in lieu of him/her. Where the Chairperson and Vice Chairperson are both unable to exercise their powers, they shall designate a director to act in lieu of them. Where no acting chair has been designated, the directors shall elect a suitable candidate from among themselves. Convening notices shall be sent out by e-mail or fax.

Article 20 : Performance of services shall be subject to board resolution except matters prescribed by the Company Act or the Articles of Incorporation which shall be subject to resolution by shareholders meetings.

Article 21 : Board resolutions require attendance of a majority of the board members and approval by a majority of the board members in attendance unless stipulated otherwise in the Company Act. The chair shall affix seal and signature to the board meeting minutes shall. Board members may commission other members to attend board meetings on their behalf.

Article 22 : The Audit Committee shall have the following functions and powers :

- (a) Auditing of account tables, books, and reports submitted to shareholders meetings by the board
- (b) Auditing of budgets and final accounts
- (c) Verification of ledgers, documents, expenditures, revenues, and all assets
- (d) Inspection of Company services
- (e) Other functions and powers bestowed by the Company Act

Article 23 : Directors shall be entitled to compensation and reimbursement of travel

expenses for performance of their duties in accordance with industry standards.

Article 24: The Company shall appoint a President and several managers. Their appointment, dismissal, and compensation shall be approved by a majority of directors in board meetings attended by a majority of board members.

Chapter 5 Accounting

Article 25 : The fiscal year shall begin on January 1 and end on December 31. Accounts shall be settled once a year. Upon final settlement, the board shall compile a business report, financial report, and earnings distribution and loss-makeup proposal submitted to a Shareholders meeting for ratification.

Article 26: Where the Company earns an annual profit, 1% shall be allocated as employee compensation and no more than 3% shall be allocated as director compensation. Where the Company has accumulated losses, an amount sufficient to make up losses shall be retained prior to allocation of compensations.

Employee dividend or cash compensation shall be approved by two thirds of the Board of Directors attendance and over one and half of such attendance to agree upon the compensation. The compensation shall be Reported to the shareholders' meeting. The above mentioned compensation shall be provided to the employees in affiliated companies with specified conditions. (Employees may have compensation from parent company and its affiliates).

Article 26-1: Where the Company records a surplus upon final settlement of accounts, a sufficient amount shall be allocated for payment of income taxes and making up of accumulated losses, followed by allocation of 10% as a legal reserve. This regulation shall not apply where the legal reserve has already reached the amount set forth in relevant laws and regulations. This shall be followed by appropriation of special reserves pursuant to relevant laws or regulations of competent authorities. The board shall then formulate a distribution proposal for the remaining surplus and non-distributed earnings of the preceding year subject to shareholders meeting resolution. If the distribution of dividends or bonus dividend is paid by cash, it is authorized to the resolution of the board by two thirds attendance and over one half of the attendance and the resolution shall be

reported to the shareholders' meeting.

In line with current and future development plans, investment environment considerations, capital demands, mid- and long-term financial planning, and consideration of shareholder rights and interests, 20% to 90% of the Company's earnings may be allocated as dividends every year. Cash dividends shall make up a minimum 10% of total dividends. The remainder may be issued as stock dividends.

to the shareholders' meeting.

In line with current and future development plans, investment environment considerations, capital demands, mid- and long-term financial planning, and consideration of shareholder rights and interests, 20% to 90% of the Company's earnings may be allocated as dividends every year. Cash dividends shall make up a minimum 10% of total dividends. The remainder may be issued as stock dividends.

Chapter 6 Guarantees

Article 27 : The Company shall be authorized to grant guarantees to same-industry/ businesses.

Chapter 7 Supplementary Provisions

Article 28 : Organizational rules and detailed provisions for this company shall be formulated separately by board resolution

Article 29 : Matters not specifically covered in these articles shall be handled pursuant to regulations set forth in the Company Act and other relevant laws.

Article 30 : These articles were formulated on October 30, 1962
They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2nd amendment), May 1, 1967 (3rd amendment), February 20, 1968 (4th amendment), August 2, 1968 (5th amendment), December 12, 1970 (6th amendment), December 4, 1971 (7th amendment), December 31, 1972 (8th amendment), December 27, 1973 (9th amendment), October 19, 1974 (10th amendment), October 18, 1975 (11th amendment), October 22, 1976 (12th amendment), October 31, 1977 (13th amendment), November 17, 1979 (14th amendment), June 22, 1980 (15th amendment), January 20, 1981 (16th amendment), February 20, 1982 (17th

amendment), May 20, 1984 (18th amendment), April 12, 1986 (19th amendment), May 14, 1986 (20th amendment), March 15, 1987 (21st amendment), June 15, 1987 (22nd amendment), November 7, 1987 (23rd amendment), May 2, 1988 (24th amendment), July 3, 1988 (25th amendment), May 20, 1989 (26th amendment), May 31, 1990 (27th amendment), May 31, 1991 (28th amendment), May 23, 1992 (29th amendment), June 4, 1993 (30th amendment), May 12, 1994 (31st amendment), May 25, 1995 (32nd amendment), May 23, 1996 (33rd amendment), June 3, 1997 (34th amendment), May 31st, 2000 (35th amendment), June 5, 2001 (36th amendment), June 14, 2002 (37th amendment), June 5, 2003 (38th amendment), June 9, 2006 (39th amendment), October 26, 2006 (40th amendment), June 13, 2007 (41st amendment), June 9, 2010 (42nd amendment), June 9, 2011 (43rd amendment), June 6, 2012 (44th amendment), June 6, 2014 (45th amendment), June 8, 2016 (46th amendment), June 5, 2018 (47th amendment), June 12, 2019 (48th amendment), June 11, 2020 (49th amendment) , June 10, 2021 (50th amendment) implemented subject to resolutions by shareholders' meetings.

Taya Electric Wire & Cable Co., Ltd.

Chairman Shen, Shang-Hung

Appendix 4

Taya Electric Wire & Cable Co., Ltd.

Rules for Election of Directors

- Article 1 :Unless otherwise provided in the Company Law or the Articles of Incorporation of this Company, the directors of this Company shall be elected in accordance with the rules specified herein.
- Article 2 :The Company's director election adopts registered ballot Cumulative Voting System. The Company's directors shall be elected by adopting the candidate nomination system specified in Article 192-1 and Article 216-1 of the ROC Company Law.
- Article 3 :In the election of directors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons.
- Article 4: In the election of directors of this Company, candidates who acquire more votes should win the seats of directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.
- Article 5: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots and sealed on the Company's chop, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 6: At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots may be appointed from among the shareholders present.
- Article 7: The ballot box used for voting shall be prepared by this Company and checked in public by the person to check the ballots before voting.
- Article 8: If the candidate is a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number, and the number of votes cast for such candidate. If the candidate is not a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name, the candidate's ID number, and the number of votes cast for such candidate. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their

representative(s) should be filled in the column.

Article 9: Ballots shall be deemed void under the following conditions:

- (1) The ballot was not prepared by the board of directors;
- (2) A blank ballot is placed in the ballot box A blank ballot is placed in the ballot box;
- (3) The writing is unclear and indecipherable or has been altered;
- (4) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match;
- (5) Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate;
- (6) The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them;
- (7) The ballot is not filled in based on the instructions in the ballot.

Article 10: The ballot boxes shall be prepared. After voting, the ballot boxes shall be opened by the vote monitoring personnel.

Article 11: The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.:

Article 12: This Company shall issue notifications to the directors elected

Article 13: These Rules and any revision thereof shall become effective after approval at the shareholders' meeting.