

Stock code: 6442



EZconn Corporation

2021 Annual General Shareholders' Meeting Meeting Handbook (Translation)

Notice to readers

This English version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Date: June 29, 2021 (Tuesday)

Location: Chientan Youth Activity Center

No. 16, Sec. 4, Zhongshan N. Rd., Shilin Dist.,

Taipei City 11166, Taiwan (R.O.C.)

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EZconn Corporation
Procedures
of
2021 Annual General Shareholders' Meeting

I. Opening Address

II. Chairman Address

III. Reporting Items

IV. Items for Acknowledgment

V. Items for Discussion

VI. Ad Hoc Motion

VII. Adjournment

EZconn Corporation

Agenda

of

2021 Annual General Shareholders' Meeting

Meeting time: At 9:00 am, June 29, 2021 (Tuesday)
Meeting venue: Chientan Youth Activity Center (No. 16, Sec. 4, Zhongshan N. Rd., Shilin Dist., Taipei City 11166, Taiwan (R.O.C.))

- I. Opening Address (report the attending number of shares)
- II. Chairman Address
- III. Reports Items
 - (I) 2020 Business Report.
 - (II) 2020 Audit Committee's Audit Report.
 - (III) 2020 Surplus Distribution in Cash Dividends Report.
- IV. Items for Acknowledgment
 - (I) 2020 Business Report, Individual Financial Statement, and Consolidated Financial Statement.
 - (II) 2020 Surplus Distribution.
- V. Items for Discussion and Election
 - (I) Amendments to the "Articles of Association."
 - (II) Amendments to the "Rules of Procedure for Shareholders' Meetings."
 - (III) Proposal for a private placement of ordinary shares to increase cash capital
- VI. Ad Hoc Motion
- VII. Adjournment

Reports Items

(I) 2020 Business Report.

Explanation: Please refer to page 15 to 18 (Attachment 1) of this handbook for the 2020 Business Report.

(II) 2020 Audit Committee's Audit Report.

Explanation: Please refer to page 20 (Attachment 2) of this handbook for the 2020 Audit Committee's Audit Report.

(III) 2020 Surplus Distribution in Cash Dividends Report.

Explanation:

1. According to Articles 24 under the Articles of Association of the Company, the Board of Directors is authorized to pay the entire or partial dividends and bonus to be distributed in the form of cash by a resolution and shall report the same to the Shareholders' Meeting.
2. The Company has allocated a Shareholders' bonus of NT\$66,300,000 for the distribution of cash dividends of NT\$1.00 per share. The cash dividend is calculated up to one New Taiwan Dollar (digits after the decimal point to be ignored) according to the distribution proportion, and for the total number of fractional amounts less than one New Taiwan Dollar, numbers after the decimal point will be adjusted in descending order, and the account number will be adjusted from the former to the later, until meeting the total distribution amount of cash dividend.
3. The surplus distribution of the Company has been passed by the resolution of the Board of Directors, and the Chairman is authorized to otherwise determine matters related to the ex-dividend base date. The surplus distribution is calculated based on 66,300,000 shares in the issue of the Company on the date of passing the resolution by the Board of Directors. Subsequently, in case of changes in the share capital of the Company and causing impacts on the number of outstanding shares, and thereby causing changes in yields of Shareholders that require amendments, the Chairman is fully authorized for such matters.

Items for Acknowledgment

The first case (Proposed by the Board of Directors)

Cause: 2020 Business Report, Individual Financial Statement, and Consolidated Financial Statement.

Explanation:

1. The 2020 individual financial statement and consolidated financial statement of the Company have been audited by JEFF CHEN and HUANG, HSIU-CHUN, accountants from Deloitte & Touche, and an unqualified opinion report has been issued for the record. And after the business report has also been audited by the supervisor, the written audit report has been issued.
2. Please refer to page 15 to 18 (Attachment 1), page 20 to 39 (Attachment 3) of this manual for the business report, accountant's audit report, and above financial statements.
3. It is hereby proposed to shareholders for acknowledgment.

Resolution:

The second case (Proposed by the Board of Directors)

Cause: 2020 surplus distribution.

Explanation:

1. The 2020 surplus distribution of the Company has been passed by the resolution of the Board of Directors and audited by the supervisors; please refer to page 40 (Attachment 4) of this manual.
2. It is hereby proposed to shareholders for acknowledgment.
3. Resolution:

Items for Discussion

The first case (Proposed by the Board of Directors)

Cause: Amendments to the “Articles of Association.”

Explanation:

1. It is planned to make amendments to partial provisions of the “Articles of Association” of the Company due to the added scope of business of the Company.
2. Please refer to page 41 to 45 (Attachment 5) for the comparison table on amendments to the Articles of Association.
3. It is hereby proposed to shareholders_for making the decision.

Resolution:

The second case (Proposed by the Board of Directors)

Cause: Amendments to the “Rules of Procedure for Shareholders' Meetings.”

Explanation:

1. It is planned to make amendments to partial provisions of the “Rules of Procedure for Shareholders' Meetings” of the Company due to the amendments to laws and regulations.
2. Please refer to page 49 to 53 (Attachment 7) for the comparison table on amendments to the “Rules of Procedure for Shareholders' Meetings.”
3. It is hereby proposed to shareholders_for making the decision.

Resolution:

The third case (Proposed by the Board of Directors)

Cause: Proposal for a capital increase in cash by a private placement of ordinary shares.

Explanation:

1. In response to the intense competition within the industry and to the Company's future development, the Company intends to improve the Company's operating performance and increase our working capital for the capital on a timely basis. The Company intends to propose at the shareholders' meeting to authorize the Board of Directors to carry out the capital increase in cash by way of a private placement of ordinary shares in due course subject to the market condition and the actual capital and operating requirements of the Company according to Article 43-6 of the Securities and Exchange Act and the "Directions for Public Companies Conducting Private Placements of Securities." The explanations are as follows.
2. The basis and rationality of the pricing for the ordinary shares under the private placement
 - (1) The reference price shall be no less than the higher of the two following calculation bases:
 - (a) The simple average closing price of the ordinary shares for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - (b) The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - (2) The issue price per share for the private placement shall be no less than 80% of the reference price. Upon the approval of the shareholders' meeting, the Board of Directors will be authorized to determine the actual price for the private placement, which shall be no less than 80% of the reference price.
 - (3) Rationality of the pricing: Except for considering the three-year transfer restriction for private placement under the Securities and Exchange Act, the determination of the abovementioned issue price is determined according to relevant laws and regulations and the closing price for ordinary shares, which shall be reasonable.
 - (4) The actual pricing date Upon the approval of the shareholders' meeting, the Directors are authorized to determine the actual pricing date, subject to the status of communication with specific persons in the future.
3. The method for selecting specific persons:
 - (1) The targets for the private placement and the selection of specific persons shall comply with Article 43-6 of the Securities and Exchange Act and the requirements under Letter (91) Tai-Cai-Zheng-(Yi)-Zi No. 0910003455 issued by the former Securities and Futures Supervisory Commission, Ministry of Finance issued on June 13, 2002.
 - (2) Selecting method and purpose for places, the necessity, and estimated effect:

- (a) Selecting method and purpose for places: The private placement of the resolution may introduce private funds to strengthen our capital structure. The introduction of strategic investors may help the Company to conduct diversified operations and may improve shareholders' interests effectively. Therefore, the introduction of strategic investors will help the Company reinforce its competitive strength or create shareholders' interests as the priority.
 - (b) Necessity: To take the initiative for creating profiting sources and competitive niche, the Company intends to proactively seek proper strategic investors to help the Company expand its existing product lines, develop new product lines, and conduct diversified operations. Therefore, for the benefit of the Company's sustainable operations and development, the private placement of the resolution for the introduction of strategic investors is necessary.
 - (c) Estimated effects: The Company intends to introduce strategic investors through the private placement, which facilitates the securing of long-term, stable funds, expansion of existing product lines, development of new product lines, and conducting diversified operations, and may effectively increase shareholders' interests. Therefore, helping the Company in reinforcing its competitive strength is the priority for introducing strategic investors. It is expected that, the experiences, technologies, knowledge, or channels of such investors, either individuals or legal persons, will help the Company in improving its technologies and quality, cost reduction, efficiency increase, market expansion, by way of vertical integration or horizontal integration within the industry, or cooperation in R&D for commodities or development of markets, so as to improve our shareholders' interests.
 - (d) Currently, there is no confirmed strategic investor.
4. The necessary reasons for conducting private placement:
- (1) Reasons for not adopting a public offering:

Considering the timeliness, convenience, issuing costs, feasibility, stability of equity, and uncertainties of the capital market, it may be difficult to obtain the required capital within a short period for fundraising by way of a public offering; therefore, the Company decided to conduct the capital increase in cash by way of a private placement of ordinary shares.
 - (2) Limit on private placement:

The private placement for ordinary shares shall be conducted with a limit of up to 20,000,000 ordinary shares within one year from the day of resolution made at the shareholders' meeting in one to three batches.
 - (3) Use of the funds raised by the private placement and the anticipated benefits:

The use of funds raised in batches and the anticipated benefits are for increasing the working capital and the repayment of bank borrowings, so as to respond to the changes in the industry and strengthen the operating condition and competitiveness of the

Company. It is estimated to improve our financial structure and allow the Company to record stable growth in its operations, rendering positive benefits on shareholders' interests.

5. The Company estimates the cap for the private placement shall be 20,000,000 ordinary shares. It is proposed to the shareholders' meeting to authorize the Board for conducting the private placement within one year from the day of resolution made at the shareholders' meeting in one to three batches, which will also improve the mobility and flexibility for the fundraising of the Company effectively. Currently, the management team of the Company is holding the majority of its shares; therefore, the shareholding ratio of places after the private placement shall not cause any change in the right of management.
6. The rights and obligations of ordinary shares under the private placement shall be the same as the issued ordinary shares of the Company; however, according to the Securities and Exchange Act, apart from the transfer condition set out in Article 43-8 of the Securities and Exchange Act, within three years from the delivery date of the Company's share certificate for the private placement, the share certificate may not be re-sold. After three years from the delivery date of the Company's share certificate, the Board of Directors is authorized to determine whether to obtain a letter issued by the stock exchange acknowledging that the securities meet the standards for listing before it may file with the FSC for retroactive handling of public issuance procedures, and apply for the listing and dealings subject to the condition thereof.
7. For the primary content of the private placement, except for the pricing ratio of the private placement, it is proposed to the shareholders to authorize the Board of Directors to determine the number of shares issued under the private placement, the issue price, the issue conditions, the fundraising amount, or other unaddressed matters subject to the market conditions and the operating requirements of the Company according to relevant requirements of the competent authority. Subsequently, where any amendment is required due to the changes in laws and regulations, opinions from the competent authority, or the changes in the objective environment, it is proposed to the shareholders' meeting to authorize the Board of Directors the full discretion.
8. To accord with the private placement of ordinary shares, upon passing the proposal for the private placement, it is proposed to the shareholders' meeting to authorize the Chairman of the Company or personnel designated by the Chairman to manage matters related to the private placement of ordinary shares.
9. It is hereby proposed to shareholders for making the decision.

Resolution:

Ad Hoc Motion

Adjournment

Attachment 1

Business Report

I. Business conditions in 2020

(I) Results of implementing the business plan

In 2020, the consolidated net operating income is NT\$2,413,548 thousand, representing a year-on-year decrease of 0.44%, and the consolidated operating margin is 16.88%, representing a year-on-year decrease of 18%, the consolidated net operating loss is NT\$27,283 thousand, the consolidated net loss after tax is NT\$38,051 thousand, the consolidated losses per share after tax is NT\$0.57. The net value per share is NT\$25.78.

(II) Financial revenue and expenditure and profitability analysis

1. Financial revenue and expenditure

In 2020, the consolidated net operating income was NT\$2,413,548 thousand, reduced by NT\$10,610 thousand compared with the NT\$2,424,158 thousand in 2019. In the aspect of earnings, in 2020, the consolidated net loss after tax is NT\$38,051 thousand, reduced by NT\$18,773 thousand compared with the NT\$19,278 thousand in 2019.

2. Profitability analysis

Analysis item		2019	2020	
Profitability analysis	Return on assets (%)	-0.52%	-1.13%	
	Return on equity (%)	-0.95%	-2.08%	
	Proportion in paid-up capital (%)	Operating profit	-2.81%	3.94%
		Net profit before tax	-0.90%	-6.59%
	Net profit ratio (%)	-0.8%	-1.58%	
	Basic earnings per share (NT\$)	(0.28)	(0.57)	

Notes: It is calculated according to the consolidated financial statement in 2020.

(III) R&D status

A. 1.High-frequency connector product lines

Products researched, developed, and manufactured by the Company are mostly high-frequency connectors, and we have strict requirements on both stability and reliability of products. All kinds of products are mainly applied in cable TV and cable broadband industries, in responding to rapid industry development, apart from continuously improving the capability of product design and development by making the best of own resources and actively participating in the technical research with research institutions, the technology R&D team of the Company also actively joins product standards associations, masters the latest product standard specification, develops and renovates all kinds of products by planning, and acquires certifications from safety specification units of various countries and customers, so as to take a

leading role in the industry and keep in line with product requirements of global customers.

In the aspect of product expansion, increase the product's layout in the new compressed coaxial connector, optoelectronic integrated products, high-frequency isolator, coaxial filter, high shielding jumper wire and new base station high-frequency connector; in the aspect of improving production efficiency, promote lean plan throughout the plant and introduce intelligent production and assembly manner, effectively improve production efficiency and yield; and in the aspect of talent training, continue to implement educational training in each department to strengthen the centripetal force of employees and training on multi-skilled workers.

B. Optical Communications Business Group

Research and development of the Company mainly aim at three application markets, namely applications in fixed broadband, data center, and 5G forward and afterward network. In fixed broadband application, the products developed include the XG-PON BOSA onboard solution, the XGS-PON ONU transceiver under mass production, and the 10G-EPON/XGS-PON OLT optical transceiver module that has completed sample presentation. Products planned to be newly developed include the combo PON that is capable of coexisting with GPON /XG-PON for flexible upgrading and application to fiber-to-the-home, in industrial network connection, there are also many XGS-PON ONU mini sticks with extensive application scenarios.

In the data center application, there are QSFP-SR4 AOC and transceiver modules that have been developed and introduced in production, aiming at the requirements of improving Ethernet interface from 25Gps to the new standard 50Gps, and upgrading the data center from 100Gbps to 400Gbps. Besides, R&D projects under planning include 400G QSFP-DD SR8, SFP28-SR, and QSFP56-SR AOC optical transceiver module. In a single long-distance mode optical fiber transmission scheme, what is expected to be finished is the DML QSFP28-LR4 product solution; its price is more competitive than the traditional EML QSFP28-LR4.

In 5G forward and afterward network application, products under development and related to forward network include SFP28-LR and SFP28-BiDi optical transceiver module, for afterward network, it is the XGS-PON mini ONU stick can be applied to small cell afterward transmission, allowing the small cell to utilize the existing passive fiber network for afterward transmission.

Furthermore, in order to accelerate the development of aforesaid products, the R&D team continues to improve the reinforcement in high-frequency circuit design, integration of software and hardware, packaging, and testing capacity and manpower.

II. Summary of 2021 business plan

(I) Business policy

1. Stabilize existing customer base and develop new customers in target industries, and expand market share.

2. Continuously promote standardized products and enhance the commonality of each product to provide customers the design of cost-effectiveness and convenience.
3. Strengthen human resources cultivation and implement performance appraisal.
4. At the stage of new product research and development, integrate the customer requirements and manufacturing technology of key component suppliers to shorten the time of research and development, and effectively reduce the cost.
5. Ensure product quality and improve customer satisfaction.
6. Continuously introduce the production of automation equipment to increase production efficiency and reduce labor costs.

(II) Business target

1. High-frequency Connector Business Group

The target of the expected business sales volume is 151,966,078 items.

2. Optical Communications Business Group

The target of the expected business sales volume is 34,629,913 items.

(III) Important production and sales policies

1. Production policy: continuous optimization of the production process, improvement of production yield, and shortening product delivery, forming the production system of economic scale and cost rationality by vertical integration.
2. Sales policy: actively establish marketing strategic alliance or partnership with key customers, spare no effort to promote core products, and carry out marketing project management with the orientation of customer requirements. Besides, fully master the market trend and consumption trend, so as to promptly respond to diversified product requirements of customers.

III. Future development strategy of the Company

(I) High-frequency Connector Business Group

It is set with a development unit for professional precision mold and automated assembly equipment, responsible for the design and manufacturing of precision mold and automated assembly equipment, and introduces mass production. Regarding the time of product research and development and the degree of self-control of key technologies, the Company has been taking a leading position in the industry domestically.

(II) Optical Communications Business Group

In the long-term development strategy, the Company will improve internal technical competence towards the extension of vertical integration and develop products towards market diversification according to market and technology trends. The Company will keep up with the driving factors for the market, such as the effect of the application of 5G wireless internet, data center, cloud, and edge computing on demand for high-speed transceivers. Furthermore, the Company would extend the opportunities of photoelectric fabrication technologies in other application markets, such as laser scanning and medical fields. The cultivation and acquisition of new technologies will be made through technical cooperation with domestic and overseas customers and domestic research institutions in relevant industries. The Company will establish stable and competitive product technologies. Regarding

In the aspect of technical R&D personnel and organization, apart from recruiting senior R&D personnel continuously, the Company will also provide professional in-service training to strengthen the professional skill and project management capability of existing R&D personnel.

IV. Impact of the external competitive environment, regulatory environment, and overall operation environment

Due to the trade war between China and the US and COVID-19 impact, the global consumer market undergoes tremendous changes. The original supply chain also reconstruct because the countries exclude foreign contact and aquarantine policies. The vertical integration of certain competitors, the low price competition has become increasingly competitive, and the Company will also continuously face the severe challenges in the acquisition cost of key materials, inventory control and production efficiency, but the management team and all employees of the Company will adhere to the spirit of relentless fighting to break through the steep difficulty and adversity, spare no effort to accomplish the annual growth mission and target of the company, creating the maximum profits for all shareholders and the company.

Chairman CHEN, STEVE

President CHANG, YING-HUA

Accounting Supervisor CHUANG, KUO-AN

Attachment 2

EZconn Corporation 2020 Audit Committee's Audit Report

Among the 2020 business report, financial statement, , and surplus distribution, etc. of the Company prepared and submitted by Board of Directors, the financial statement has been jointly audited by JEFF CHEN and HUANG, HSIU-CHUN, accountants from Deloitte & Touche, and audit report has been issued, after we have examined the aforesaid business report, financial statement, and surplus distribution etc., we have found no discrepancy, it is hereby issued this report pursuant to Article 219 of Company Act for Audit Committee.

Sincerely submitted to

EZconn Corporation 2021 General Meeting

Audit Committee's chairman:

PENG, XIE-RU (Signature)

March 18, 2021

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
EZconn Corporation

Opinion

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

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and its financial performance and its cash flows for the 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 statements for the year ended December 31, 2020 in accordance with the Regulations Governing Auditing, and Attestation of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission of the Republic of China on February 25, 2020, and auditing standards generally accepted in the Republic of China. We conducted our audit of the financial statements for the year ended December 31, 2020 in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Existence of Sales Revenue from Specific Products

The main products of Ezconn Corporation are comprised of optical fiber components and radio frequency connectors. The sales revenue of 2020 declined slightly compared to that of 2019, however, sales revenue from specific products grew against the trend. Since the existence of sales revenue from specific products had a significant impact on sales revenue and financial performance, it was identified as one of the key audit matters for the year ended December 31, 2020.

Please refer to Notes 4 and 21 to the financial statements for the accounting policies, critical accounting estimates and judgments, and other details on trade receivables.

The main audit procedures we performed in response to the above-mentioned key audit matter are as follows:

1. We obtained an understanding of the design of the key controls over sales transactions and we tested the operating effectiveness of such controls on a sample basis.
2. We obtained the transaction details of the specific products and examined the related transaction documents of selected samples to check if the sales policies had been violated.
3. We obtained the transaction details of specific products and conducted test of details on the products.
4. We sent confirmation requests to customers of the specific products to check the existence of the transactions.
5. We checked for significant sales returns and discounts and for any abnormalities in payments after the reporting period.

Impairment of Inventory

As of December 31, 2020, the Company's inventories amounted to NT\$367,173 thousand (net of provision for inventory value decline of NT\$105,436 thousand). Please refer to Notes 4, 5 and 10 to the financial statements for the details of the information.

The Company's inventories are stated at the lower of cost or net realizable value and estimation of net realizable value is affected by management's subjective judgement. In addition, due to fluctuating demand and rapid changes in technology, inventories may become slow-moving or obsolete. Therefore, it has been identified as a key audit matter.

The audit procedures we performed in response to the above key audit matter included the following:

1. We obtained an understanding of the reasonableness of the accounting policy on inventory write-downs, and tested the aging of inventory and verified that the valuation of inventory confirmed with the Company's policy.
2. We compared the carrying values to the latest sales invoices of sample items to assess whether they were measured at the lower of cost or net realizable value.

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

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

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

Those charged with governance, including members of the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 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 our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chun-Hung Chen and Hsiu-Chun Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 18, 2021

Notice to Readers

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

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

EZCONN CORPORATION

BALANCE SHEETS

DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars)

ASSETS	2020		2019	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 461,056	16	\$ 745,091	25
Financial assets at amortized cost - current (Notes 4 and 8)	13,094	-	12,892	1
Notes receivable from unrelated parties (Notes 4 and 9)	1,912	-	1,455	-
Trade receivables from unrelated parties (Notes 4 and 9)	471,378	16	392,086	13
Trade receivables from related parties (Notes 4, 9 and 27)	-	-	57	-
Other receivables (Notes 4 and 9)	16,148	1	12,323	-
Current tax assets (Notes 4 and 23)	336	-	-	-
Inventories (Notes 4, 5 and 10)	367,173	13	309,682	10
Prepayments and other current assets	5,883	-	2,786	-
Total current assets	<u>1,336,980</u>	<u>46</u>	<u>1,476,372</u>	<u>49</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 7)	53,002	2	37,715	1
Financial assets at amortized cost - non-current (Notes 4, 8 and 28)	2,248	-	2,225	-
Investments accounted for using the equity method (Notes 4 and 11)	953,408	33	941,519	32
Property, plant and equipment (Notes 4, 12, 27 and 28)	398,572	14	393,593	13
Right-of-use assets (Notes 3, 4 and 13)	32,098	1	43,036	2
Intangible assets (Notes 4 and 14)	2,420	-	4,035	-
Deferred tax assets (Notes 4 and 23)	101,238	4	89,804	3
Prepayments for equipment	1,507	-	9,596	-
Refundable deposits	2,281	-	3,206	-
Total non-current assets	<u>1,546,774</u>	<u>54</u>	<u>1,524,729</u>	<u>51</u>
TOTAL	<u>\$ 2,883,754</u>	<u>100</u>	<u>\$ 3,001,101</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 15)	\$ 264,000	9	\$ 390,000	13
Notes payable (Note 16)	1,040	-	324	-
Trade payables to unrelated parties (Note 16)	219,397	8	183,575	6
Trade payables to related parties (Notes 16 and 27)	144,856	5	158,912	5
Other payables (Note 17)	111,111	4	79,329	3
Current tax liabilities (Notes 4 and 23)	-	-	16,741	1
Provisions - current (Notes 4 and 18)	8,055	-	8,055	-
Lease liabilities - current (Notes 3, 4, 13 and 27)	10,960	-	11,424	-
Other current liabilities (Notes 4 and 21)	48,784	2	56,618	2
Total current liabilities	<u>808,203</u>	<u>28</u>	<u>904,978</u>	<u>30</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 15 and 28)	236,000	8	-	-
Deferred tax liabilities (Notes 4 and 23)	48,075	2	47,604	2
Lease liabilities - non-current (Notes 3, 4, 13 and 27)	21,725	1	31,783	1
Net defined benefit liabilities (Notes 4 and 19)	60,318	2	61,411	2
Guarantee deposits received	400	-	400	-
Total non-current liabilities	<u>366,518</u>	<u>13</u>	<u>141,198</u>	<u>5</u>
Total liabilities	<u>1,174,721</u>	<u>41</u>	<u>1,046,176</u>	<u>35</u>
EQUITY (Notes 4 and 20)				
Ordinary shares	693,000	24	693,000	23
Capital surplus	234,872	8	234,872	8
Legal reserve	233,370	8	233,370	8
Special reserve	102,980	4	64,280	2
Unappropriated earnings	662,305	23	832,383	28
Other equity	(106,641)	(4)	(102,980)	(4)
Treasury shares	(110,853)	(4)	-	-
Total equity	<u>1,709,033</u>	<u>59</u>	<u>1,954,925</u>	<u>65</u>
TOTAL	<u>\$ 2,883,754</u>	<u>100</u>	<u>\$ 3,001,101</u>	<u>100</u>

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

EZCONN CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2020		2019	
	Amount	%	Amount	%
NET REVENUE (Notes 4, 21 and 27)	\$ 2,148,131	100	\$ 2,173,335	100
COST OF REVENUE (Notes 10, 19, 22 and 27)	<u>1,860,994</u>	<u>87</u>	<u>1,941,986</u>	<u>89</u>
GROSS PROFIT	<u>287,137</u>	<u>13</u>	<u>231,349</u>	<u>11</u>
OPERATING EXPENSES (Notes 9, 19, 22 and 27)				
Selling and marketing expenses	82,082	4	58,452	3
General and administrative expenses	108,093	5	92,104	4
Research and development expenses	<u>95,730</u>	<u>4</u>	<u>108,161</u>	<u>5</u>
Total operating expenses	<u>285,905</u>	<u>13</u>	<u>258,717</u>	<u>12</u>
PROFIT/(LOSS) FROM OPERATIONS	<u>1,232</u>	<u>-</u>	<u>(27,368)</u>	<u>(1)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 11 and 22)				
Interest income	3,464	-	11,091	-
Other income	376	-	72	-
Other gains and losses	(47,526)	(2)	(11,091)	(1)
Share of profit or loss of subsidiaries	1,753	-	18,695	1
Finance costs	<u>(5,622)</u>	<u>-</u>	<u>(3,586)</u>	<u>-</u>
Total non-operating income and expenses	<u>(47,555)</u>	<u>(2)</u>	<u>15,181</u>	<u>-</u>
LOSS BEFORE INCOME TAX	(46,323)	(2)	(12,187)	(1)
INCOME TAX (BENEFIT) EXPENSE (Notes 4 and 23)	<u>(8,272)</u>	<u>-</u>	<u>7,091</u>	<u>-</u>
NET LOSS FOR THE YEAR	<u>(38,051)</u>	<u>(2)</u>	<u>(19,278)</u>	<u>(1)</u>
OTHER COMPREHENSIVE LOSS (Notes 4, 7, 19 and 23)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(3,948)	-	(8,080)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(14,713)	(1)	(4,303)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>3,732</u>	<u>-</u>	<u>2,476</u>	<u>-</u>
	<u>(14,929)</u>	<u>(1)</u>	<u>(9,907)</u>	<u>-</u>

(Continued)

EZCONN CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2020		2019	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	\$ 10,136	1	\$ (44,072)	(2)
Income tax relating to items that may be reclassified subsequently to profit or loss	<u>(2,027)</u>	<u>-</u>	<u>8,815</u>	<u>-</u>
	<u>8,109</u>	<u>1</u>	<u>(35,257)</u>	<u>(2)</u>
Other comprehensive loss for the year, net of income tax	<u>(6,820)</u>	<u>-</u>	<u>(45,164)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ (44,871)</u>	<u>(2)</u>	<u>\$ (64,442)</u>	<u>(3)</u>
LOSS PER SHARE (Note 24)				
Basic	<u>\$ (0.57)</u>		<u>\$ (0.28)</u>	

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

(Concluded)

EZCONN CORPORATION

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(In Thousands of New Taiwan Dollars)**

	Share Capital (Note 20)		Capital Surplus (Note 20)	Retained Earnings (Note 20)				Other Equity (Notes 4 and 20)			Treasury Shares (Note 20)	Total Equity
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total		
BALANCE AT JANUARY 1, 2019	66,000	\$ 660,000	\$ 234,872	\$ 217,931	\$ 50,573	\$ 1,019,271	\$ 1,287,775	\$ (67,324)	\$ 3,044	\$ (64,280)	\$ -	\$ 2,118,367
Appropriation of 2018 earnings												
Legal reserve	-	-	-	15,439	-	(15,439)	-	-	-	-	-	-
Special reserve	-	-	-	-	13,707	(13,707)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(99,000)	(99,000)	-	-	-	-	(99,000)
Share distributed by the Company	3,300	33,000	-	-	-	(33,000)	(33,000)	-	-	-	-	-
Net loss for the year ended December 31, 2019	-	-	-	-	-	(19,278)	(19,278)	-	-	-	-	(19,278)
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	(6,464)	(6,464)	(35,257)	(3,443)	(38,700)	-	(45,164)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	(25,742)	(25,742)	(35,257)	(3,443)	(38,700)	-	(64,442)
BALANCE AT DECEMBER 31, 2019	69,300	693,000	234,872	233,370	64,280	832,383	1,130,033	(102,581)	(399)	(102,980)	-	1,954,925
Appropriation of 2019 earnings												
Special reserve	-	-	-	-	38,700	(38,700)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(90,168)	(90,168)	-	-	-	-	(90,168)
Net loss for the year ended December 31, 2020	-	-	-	-	-	(38,051)	(38,051)	-	-	-	-	(38,051)
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	-	(3,159)	(3,159)	8,109	(11,770)	(3,661)	-	(6,820)
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	(41,210)	(41,210)	8,109	(11,770)	(3,661)	-	(44,871)
Buy-back of ordinary shares	-	-	-	-	-	-	-	-	-	-	(110,853)	(110,853)
BALANCE AT DECEMBER 31, 2020	69,300	\$ 693,000	\$ 234,872	\$ 233,370	\$ 102,980	\$ 662,305	\$ 998,655	\$ (94,472)	\$ (12,169)	\$ (106,641)	\$ (110,853)	\$ 1,709,033

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

EZCONN CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (46,323)	\$ (12,187)
Adjustments for:		
Depreciation expenses	48,955	50,175
Amortization expenses	2,373	5,239
Expected credit loss recognized (reversed) on trade receivables	94	(949)
Finance costs	5,622	3,586
Interest income	(3,464)	(11,091)
Share of profit of subsidiaries	(1,753)	(18,695)
Loss/(gain) on disposal of property, plant and equipment	4,557	(115)
Gain on lease modification	(4)	-
Write-downs of inventories	10,541	2,912
Changes in operating assets and liabilities		
Notes receivable	(457)	654
Trade receivables from unrelated parties	(79,386)	165,878
Trade receivables from related parties	57	(50)
Other receivables	(3,978)	887
Inventories	(68,032)	94,696
Prepayments and other current assets	(935)	(972)
Other current assets	(2,162)	-
Notes payable	716	(55)
Trade payables to unrelated parties	35,822	(158,547)
Trade payables to related parties	(14,056)	(132,243)
Other payables	32,442	(38,955)
Other current liabilities	(7,835)	11,808
Net defined benefit liability	(5,041)	(18,235)
Cash used in operations	(92,247)	(56,259)
Interest received	3,617	11,802
Interest paid	(5,403)	(3,512)
Income tax paid	(18,063)	(26,174)
Net cash used in operating activities	<u>(112,096)</u>	<u>(74,143)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(30,000)	-
Purchase of financial assets at amortized cost	(16,130)	(16,298)
Proceeds from sale of financial assets at amortized cost	15,905	16,809
Payments for property, plant and equipment	(39,544)	(316,744)
Proceeds from disposal of property, plant and equipment	333	13
Decrease/(increase) in refundable deposits	925	(168)
Payments for intangible assets	(758)	(2,037)
Dividends received from subsidiaries	-	200,302
Net cash used in investing activities	<u>(69,269)</u>	<u>(118,123)</u>

(Continued)

EZCONN CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	\$ 4,228,000	\$ 2,500,000
Repayments of short-term borrowings	(4,354,000)	(2,330,000)
Proceeds from long-term borrowings	236,000	-
Repayment of the principal of lease liabilities	(11,649)	(14,235)
Dividends paid to owners of the Company	(90,168)	(99,000)
Payments for buy-back of ordinary shares	<u>(110,853)</u>	<u>-</u>
Net cash (used in) generated from financing activities	<u>(102,670)</u>	<u>56,765</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(284,035)	(135,501)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>745,091</u>	<u>880,592</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 461,056</u>	<u>\$ 745,091</u>

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

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
EZconn Corporation

Opinion

We have audited the accompanying consolidated financial statements of EZconn Corporation and its subsidiaries (collectively, the “Group”), which comprise the consolidated 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 notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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 consolidated financial statements for the year ended December 31, 2020 in accordance with the Regulations Governing Auditing, and Attestation of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission of the Republic of China on February 25, 2020, and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

The key audit matters of the Group's consolidated financial statements for the year ended December 31, 2020 are described as follows:

Existence of Sales Revenue from Specific Products

The main products of Ezconn Corporation are optical fiber components and radio frequency connectors. The sales revenue of 2020 declined slightly compared to that of 2019, however, sales revenue from specific products grew against the trend. Since the existence of sales revenue from specific products had a significant impact on sales revenue and financial performance, it was identified as one of the key audit matters for the year ended December 31, 2020.

Please refer to Notes 4 and 31 to the consolidated financial statements for the accounting policies, critical accounting estimates and judgments, and other details on the information about sales revenue.

The main audit procedures we performed in response to the above-mentioned key audit matter are as follows:

1. We obtained an understanding of the design of the key controls over sales transactions and tested the operating effectiveness of such controls on a sample basis.
2. We obtained the transaction details of the specific products and examined the related transaction documents of selected samples to check if the sales policies had been violated.
3. We obtained the transaction details of specific products and conducted test of details on the products.
4. We sent confirmation requests to customers of the specific products to check the existence of transactions.
5. We checked for significant sales returns and discounts and for any abnormalities in payments after the reporting period.

Impairment of Inventory

As of December 31, 2020, the Group's inventories amounted to NT\$537,354 thousand (net of provision for inventory value decline of NT\$144,192 thousand). Please refer to Notes 4, 5 and 10 to the consolidated financial statements for the details of the information.

The Group's inventories are stated at the lower of cost or net realizable value and estimation of net realizable value is affected by management's subjective judgement. In addition, due to fluctuating demand and rapid changes in technology, inventories may become slow-moving or obsolete. Therefore, it has been identified as a key audit matter.

The audit procedures we performed in response to the above key audit matter included the following:

1. We obtained an understanding of the reasonableness of the accounting policy on inventory write-downs, and tested the aging of inventory and verified that the valuation of inventory conformed with the Group's policy.
2. We compared the carrying values to the latest sales invoices of sample items to assess whether they were measured at the lower of cost or net realizable value.

Other Matter

We have also audited the parent company only financial statements of EZconn Corporation as of and for the years ended December 31, 2020 and 2019 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports

by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including members of the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 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 our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chun-Hung Chen and Hsiu-Chun Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 18, 2021

Notice to Readers

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

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars)

ASSETS	2020		2019	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 835,870	29	\$ 1,095,468	37
Financial assets at amortized cost - current (Notes 4 and 8)	61,457	2	59,606	2
Notes receivable (Notes 4 and 9)	5,827	-	11,248	-
Trade receivables from unrelated parties (Notes 4 and 9)	548,907	19	456,436	15
Trade receivables from related parties (Notes 4, 9 and 27)	-	-	57	-
Other receivables (Notes 4 and 9)	19,853	1	16,154	1
Current tax assets (Notes 4 and 23)	336	-	3,893	-
Inventories (Notes 4, 5 and 10)	537,354	18	460,526	15
Prepayments and other current assets (Notes 3 and 13)	<u>26,473</u>	<u>1</u>	<u>12,201</u>	<u>1</u>
Total current assets	<u>2,036,077</u>	<u>70</u>	<u>2,115,589</u>	<u>71</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 7)	53,002	2	37,715	1
Financial assets at amortized cost - non-current (Notes 4, 8 and 28)	2,248	-	2,225	-
Property, plant and equipment (Notes 4, 12 and 28)	628,372	22	637,785	21
Right-of-use assets (Notes 3, 4 and 13)	54,620	2	66,809	2
Intangible assets (Notes 4 and 14)	8,637	-	8,743	-
Deferred tax assets (Notes 4, 5 and 23)	117,880	4	103,585	4
Prepayments for equipment	2,784	-	13,305	1
Refundable deposits	<u>2,404</u>	<u>-</u>	<u>3,326</u>	<u>-</u>
Total non-current assets	<u>869,947</u>	<u>30</u>	<u>873,493</u>	<u>29</u>
TOTAL	<u>\$ 2,906,024</u>	<u>100</u>	<u>\$ 2,989,082</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 15)	\$ 264,000	9	\$ 390,000	13
Notes payable (Note 16)	1,040	-	324	-
Trade payables (Note 16)	306,260	11	252,267	9
Other payables (Note 17)	171,947	6	135,814	5
Current tax liabilities (Notes 4 and 23)	-	-	17,519	1
Provisions - current (Notes 4 and 18)	8,055	-	8,055	-
Lease liabilities - current (Notes 3, 4, 13 and 27)	11,396	-	12,364	-
Other current liabilities (Notes 4 and 21)	<u>56,662</u>	<u>2</u>	<u>68,668</u>	<u>2</u>
Total current liabilities	<u>819,360</u>	<u>28</u>	<u>885,011</u>	<u>30</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 15 and 28)	236,000	8	-	-
Deferred tax liabilities (Notes 4 and 23)	48,075	2	47,604	2
Lease liabilities - non-current (Notes 3, 4 and 13)	21,725	1	32,215	1
Net defined benefit liabilities (Notes 4 and 19)	60,318	2	61,411	2
Other non-current liabilities	<u>11,513</u>	<u>-</u>	<u>7,916</u>	<u>-</u>
Total non-current liabilities	<u>377,631</u>	<u>13</u>	<u>149,146</u>	<u>5</u>
Total liabilities	<u>1,196,991</u>	<u>41</u>	<u>1,034,157</u>	<u>35</u>
EQUITY (Notes 4 and 20)				
Ordinary shares	693,000	24	693,000	23
Capital surplus	234,872	8	234,872	8
Legal reserve	233,370	8	233,370	8
Special reserve	102,980	4	64,280	2
Unappropriated earnings	662,305	23	832,383	28
Other equity	(106,641)	(4)	(102,980)	(4)
Treasury shares	<u>(110,853)</u>	<u>(4)</u>	<u>-</u>	<u>-</u>
Total equity	<u>1,709,033</u>	<u>59</u>	<u>1,954,925</u>	<u>65</u>
TOTAL	<u>\$ 2,906,024</u>	<u>100</u>	<u>\$ 2,989,082</u>	<u>100</u>

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2020		2019	
	Amount	%	Amount	%
NET REVENUE (Notes 4, 21 and 27)	\$ 2,413,548	100	\$ 2,424,158	100
COST OF REVENUE (Notes 10, 19 and 22)	<u>2,006,106</u>	<u>83</u>	<u>2,076,513</u>	<u>86</u>
GROSS PROFIT	<u>407,442</u>	<u>17</u>	<u>347,645</u>	<u>14</u>
OPERATING EXPENSES (Notes 9, 19, 22 and 27)				
Selling and marketing expenses	92,478	4	73,467	3
General and administrative expenses	174,492	7	167,725	7
Research and development expenses	<u>113,189</u>	<u>5</u>	<u>125,938</u>	<u>5</u>
Total operating expenses	<u>380,159</u>	<u>16</u>	<u>367,130</u>	<u>15</u>
PROFIT/(LOSS) FROM OPERATIONS	<u>27,283</u>	<u>1</u>	<u>(19,485)</u>	<u>(1)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 13 and 22)				
Interest income	6,153	-	16,701	1
Other income	2,140	-	1,603	-
Other gains and losses	(75,504)	(3)	(1,295)	-
Finance costs	<u>(5,758)</u>	<u>-</u>	<u>(3,738)</u>	<u>-</u>
Total non-operating income and expenses	<u>(72,969)</u>	<u>(3)</u>	<u>13,271</u>	<u>1</u>
LOSS BEFORE INCOME TAX	(45,686)	(2)	(6,214)	-
INCOME TAX (BENEFIT) EXPENSE (Notes 4 and 23)	<u>(7,635)</u>	<u>-</u>	<u>13,064</u>	<u>1</u>
NET LOSS FOR THE YEAR	<u>(38,051)</u>	<u>(2)</u>	<u>(19,278)</u>	<u>(1)</u>
OTHER COMPREHENSIVE LOSS (Notes 4, 7, 19 and 23)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(3,948)	-	(8,080)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(14,713)	-	(4,303)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>3,732</u>	<u>-</u>	<u>2,476</u>	<u>-</u>
	<u>(14,929)</u>	<u>-</u>	<u>(9,907)</u>	<u>-</u>

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2020		2019	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	\$ 10,136	-	\$ (44,072)	(2)
Income tax relating to items that may be reclassified subsequently to profit or loss	<u>(2,027)</u>	<u>-</u>	<u>8,815</u>	<u>-</u>
	<u>8,109</u>	<u>-</u>	<u>(35,257)</u>	<u>(2)</u>
Other comprehensive loss for the year, net of income tax	<u>(6,820)</u>	<u>-</u>	<u>(45,164)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ (44,871)</u>	<u>(2)</u>	<u>\$ (64,442)</u>	<u>(3)</u>
LOSS PER SHARE (Note 24)				
Basic	<u>\$ (0.57)</u>		<u>\$ (0.28)</u>	

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

EZCONN CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(In Thousands of New Taiwan Dollars)**

	Share Capital (Note 20)		Capital Surplus (Note 20)	Retained Earnings (Note 20)			Other Equity (Notes 4 and 20)			Treasury Shares (Note 20)	Total Equity	
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Comprehensive Income			Total
BALANCE AT JANUARY 1, 2019	66,000	\$ 660,000	\$ 234,872	\$ 217,931	\$ 50,573	\$ 1,019,271	\$ 1,287,775	\$ (67,324)	\$ 3,044	\$ (64,280)	\$ -	\$ 2,118,367
Appropriation of 2018 earnings												
Legal reserve	-	-	-	15,439	-	(15,439)	-	-	-	-	-	-
Special reserve	-	-	-	-	13,707	(13,707)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(99,000)	(99,000)	-	-	-	-	(99,000)
Share dividends distributed by the Company	3,300	33,000	-	-	-	(33,000)	(33,000)	-	-	-	-	-
Net loss for the year ended December 31, 2019	-	-	-	-	-	(19,278)	(19,278)	-	-	-	-	(19,278)
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	(6,464)	(6,464)	(35,257)	(3,443)	(38,700)	-	(45,164)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	(25,742)	(25,742)	(35,257)	(3,443)	(38,700)	-	(64,442)
BALANCE AT DECEMBER 31, 2019	69,300	693,000	234,872	233,370	64,280	832,383	1,130,033	(102,581)	(399)	(102,980)	-	1,954,925
Appropriation of 2019 earnings												
Special reserve	-	-	-	-	38,700	(38,700)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(90,168)	(90,168)	-	-	-	-	(90,168)
Net loss for the year ended December 31, 2020	-	-	-	-	-	(38,051)	(38,051)	-	-	-	-	(38,051)
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	-	(3,159)	(3,159)	8,109	(11,770)	(3,661)	-	(6,820)
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	(41,210)	(41,210)	8,109	(11,770)	(3,661)	-	(44,871)
Buy-back of ordinary shares	-	-	-	-	-	-	-	-	-	-	(110,853)	(110,853)
BALANCE AT DECEMBER 31, 2020	69,300	\$ 693,000	\$ 234,872	\$ 233,370	\$ 102,980	\$ 662,305	\$ 998,655	\$ (94,472)	\$ (12,169)	\$ (106,641)	\$ (110,853)	\$ 1,709,033

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (45,686)	\$ (6,214)
Adjustments for:		
Depreciation expenses	85,397	87,789
Amortization expenses	2,742	5,658
Expected credit loss recognized (reversed) on trade receivables	94	(949)
Finance costs	5,758	3,738
Interest income	(6,153)	(16,701)
Loss on disposal of property, plant and equipment	4,851	195
Gain on lease modification	(4)	-
Write-downs of inventories	1,669	14,053
Changes in operating assets and liabilities		
Notes receivable	5,421	5,631
Trade receivables from unrelated parties	(85,923)	180,474
Trade receivables from related parties	57	(50)
Other receivables	(4,412)	2,182
Inventories	(78,977)	222,607
Prepayments and other current assets	(14,272)	6,245
Notes payable	716	(55)
Trade payables	53,993	(231,278)
Other payables	35,599	(46,919)
Other current liabilities	(12,006)	12,117
Net defined benefit liability	(5,041)	(18,235)
Cash (used in) generated from operations	(56,177)	220,288
Interest received	6,866	16,881
Interest paid	(5,539)	(3,664)
Income tax paid	(18,184)	(44,284)
Net cash (used in) generated from operating activities	<u>(73,034)</u>	<u>189,221</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets a fair value through other comprehensive income	(30,000)	-
Purchase of financial assets at amortized cost	(75,728)	(79,686)
Proceeds from sale of financial assets at amortized cost	75,948	79,873
Payments for property, plant and equipment	(54,558)	(334,749)
Proceeds from disposal of property, plant and equipment	1,568	13
Decrease/(increase) in refundable deposits	923	(168)
Proceeds from disposal of intangible assets	2,212	-
Payments for intangible assets	(4,871)	(3,753)
Net cash used in investing activities	<u>(84,506)</u>	<u>(338,470)</u>

(Continued)

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	\$ 4,228,000	\$ 2,500,000
Repayments of short-term borrowings	(4,354,000)	(2,330,000)
Proceeds from long-term borrowings	236,000	-
Repayment of the principal portion of lease liabilities	(12,609)	(15,177)
Increase/(decrease) in other non-current liabilities	3,597	(543)
Payments for buy-back of ordinary shares	(110,853)	-
Dividends paid to owners of the Company	<u>(90,168)</u>	<u>(99,000)</u>
Net cash (used in) generated from financing activities	<u>(100,033)</u>	<u>55,280</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(2,025)</u>	<u>(35,923)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(259,598)	(129,892)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,095,468</u>	<u>1,225,360</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 835,870</u>	<u>\$ 1,095,468</u>

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

Attachment 4

EZconn Corporation /with stamp/ Surplus Distribution Statement 2020

Opening undistributed surplus	703,513,384
Actuarial gains (losses) listed into reserved surplus	(3,158,698)
Undistributed surplus after adjustment	<hr/> 700,354,686
Net loss of the term	(38,050,877)
Allocation of special surplus reserve pursuant to law	(3,661,128)
Distributable surplus of the term	<hr/> 658,642,681
Distribution item	
Cash dividend	(66,300,000)
Ending undistributed surplus	<hr/> <hr/> 592,342,681

Chairman: CHEN, STEVE
(seal)

Managerial officer: ZHANG,
YING-HUA (seal)

Accounting Supervisor:
CHUANG, KUO-AN (seal)

Attachment 5

EZconn Corporation Comparison Table on Amendments to the “Articles of Association”

	Before amendment	After amendment	Basis of amendment
Article 2	<p>Businesses operated by the Company are as follows:</p> <ol style="list-style-type: none"> 1. Manufacturing, assembly, processing and buying and selling of all kinds of optical fibers, optical fiber lead, jumper wire, fiber optic connector, socket, optical fiber splice closure and distribution cabinet. 2. Processing and assembly businesses of communication optoelectronic interface products and communication network equipment. 3. Processing, manufacturing and assembly of precision metal parts and electronic products for use as electronic components 4. Processing of all kinds of electronic, plastic parts, automobile parts and motorcycle parts. 5. Buying and selling, import and export of all kinds of telecommunications (electronic) equipment (including radio transceiver and the motor with launching performance). 6. Import and export trading businesses regarding the products in preceding paragraphs. 7. Import and export trading businesses of direct broadcast satellite television receiver. 8. CC01080 Electronic Parts and Components Manufacturing. 9. F119010 Wholesale of Electronic Materials. 10. F219010 Retail Sale of Electronic Materials. 11. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval. 	<p>Businesses operated by the Company are as follows:</p> <ol style="list-style-type: none"> 1. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing 2. CC01060 Wired Communication Mechanical Equipment Manufacturing 3. CC01070 Wireless Communication Mechanical Equipment Manufacturing 4. CC01080 Electronics Components Manufacturing 5. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing 6. CC01110 Computer and Peripheral Equipment Manufacturing 7. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing 8. CD01030 Motor Vehicles and Parts Manufacturing 9. CD01040 Motorcycles and Parts Manufacturing 10. CF01011 Medical Devices Manufacturing 11. CQ01010 Mold and Die Manufacturing 12. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified 13. F106030 Wholesale of Molds 14. F108031 Wholesale of Medical Devices 15. F113020 Wholesale of Electrical Appliances 16. F113030 Wholesale of Precision Instruments 17. F113070 Wholesale of Telecommunication Apparatus 18. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories 19. F119010 Wholesale of Electronic Materials 20. F206030 Retail Sale of Molds 21. F208031 Retail Sale of Medical Apparatus 22. F213060 Retail Sale of Telecommunication Apparatus 	<p>According to the reallocation of the parent company.</p>

	Before amendment	After amendment	Basis of amendment
		23. F219010 Retail Sale of Electronic Materials 24. F401010 International Trade 25. F601010 Intellectual Property Rights 26. I501010 Product Designing 27. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.	
Article 28	<p>These Articles of Association was concluded on August 21, 1996.</p> <p>The first amendment was made on December 9, 2002.</p> <p>The second amendment was made on December 24, 2002.</p> <p>The third amendment was made on June 30, 2003.</p> <p>The fourth amendment was made on June 30, 2004.</p> <p>The fifth amendment was made on August 1, 2005.</p> <p>The sixth amendment was made on September 3, 2007.</p> <p>The seventh amendment was made on November 15, 2012.</p> <p>The eighth amendment was made on December 7, 2012.</p> <p>The ninth amendment was made on May 13, 2013.</p> <p>The tenth amendment was made on May 15, 2015.</p> <p>The eleventh amendment was made on June 21, 2016.</p> <p>The twelfth amendment was made on June 10, 2019.</p> <p>The thirteenth amendment was made on June 24, 2020..</p>	<p>These Articles of Association was concluded on August 21, 1996.</p> <p>The first amendment was made on December 9, 2002.</p> <p>The second amendment was made on December 24, 2002.</p> <p>The third amendment was made on June 30, 2003.</p> <p>The fourth amendment was made on June 30, 2004.</p> <p>The fifth amendment was made on August 1, 2005.</p> <p>The sixth amendment was made on September 3, 2007.</p> <p>The seventh amendment was made on November 15, 2012.</p> <p>The eighth amendment was made on December 7, 2012.</p> <p>The ninth amendment was made on May 13, 2013.</p> <p>The tenth amendment was made on May 15, 2015.</p> <p>The eleventh amendment was made on June 21, 2016.</p> <p>The twelfth amendment was made on June 10, 2019.</p> <p>The thirteenth amendment was made on June 24, 2020.</p> <p>The fourteenth amendment was made on June 29, 2021</p>	Added the date and times of amendment.

Attachment 6

EZconn Corporation

Comparison Table on Amendments to the “Rules of Procedure for Shareholders' Meetings”

Before amendment	After amendment	Basis of amendment
<p>Article 3 Paragraphs 1, 2, and 3 are omitted.</p> <p>Appointment or dismissal of a director or supervisor; amendment to Articles of Association; capital decrease; application for the suspension of the public offering; permission for the competition in the business of Directors; surplus capitalization, reserve capitalization; company dissolution, merge or division; or matters prescribed in each subparagraph of Paragraph 1, Article 185 of Company Act; matters in Article 26-1, Article 43-6 of Securities Exchange Act shall be listed in the subject of convocation; a summary shall be provided; and shall not be proposed as an Ad Hoc Motion. The summary may be uploaded to the websites designated by the competent authority for securities affairs or by the Company, and the link to the website shall be set out in the notice.</p> <p>Paragraph 5 is omitted.</p> <p>Shareholders holding more than one percent of the total outstanding shares of the limited liability company may propose a General Meeting motion to the Company in writing. But the motion is limited to one, if there is more than one motion, all of them will not be included in the proposal. However, where the recommendation provided by the shareholder is to promote the public benefits or fulfill the social responsibility, the Board of Directors may include the recommendation in the proposal. Besides, if the motion proposed by a shareholder has any one of the circumstances as prescribed in Paragraph 4, 1 of Article 172 of Company Act, the Board of Directors will not include it in the proposal.</p>	<p>Article 3 Paragraphs 1, 2, and 3 are omitted.</p> <p>Appointment or dismissal of a Director or supervisor; amendment to Articles of Association; capital decrease; application for the suspension of the public offering; permission for the competition in the business of Directors; surplus capitalization, reserve capitalization; company dissolution, merge or division; matters prescribed in Paragraph 1, Article 185 of the Company Act; matters in Article 26-1 and Article 43-6 of the Securities Exchange Act; and matters prescribed in Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the subject of convocation; a summary shall be provided; and shall not be proposed as an Ad Hoc Motion. The summary shall be uploaded to the websites designated by the competent authority for securities affairs or by the Company, and the link to the website shall be set out in the notice.</p> <p>Paragraph 5 is omitted.</p> <p>Shareholders holding more than one percent of the total outstanding shares may propose a General Meeting motion to the Company. But the motion is limited to one, if there is more than one motion, all of them will not be included in the proposal. Besides, if the motion proposed by a shareholder has any one of the circumstances as prescribed in each subparagraph of Paragraph 4, 1 of Article 172 of the Company Act, the Board of Directors will not include it in the proposal. Shareholders may submit proposals to urge the Company to facilitate the public interests or fulfill its social responsibilities. The procedure shall be subject to the relevant requirements under Article 172-1 of the Company Act; the motion is limited to one, if there is more than one motion, all of them will not be included in the</p>	

<p>The below is omitted</p>	<p>proposal.</p> <p>The below is omitted.</p>	
<p>Article 20: Amendment dates of these Rules of Procedure: These Rules of Procedure were formulated on June 24, 2012. The first amendment was made on June 30, 2014. The second amendment was made on June 22, 2017. The third amendment was made on June 24, 2020.</p>	<p>Article 20: Amendment dates of these Rules of Procedure: These Rules of Procedure were formulated on June 24, 2012. The first amendment was made on June 30, 2014. The second amendment was made on June 22, 2017. The third amendment was made on June 24, 2020. The forth amendment was made on June 29, 2021.</p>	<p>Added the date and times of amendment.</p>

Appendix 1

Articles of Association of EZconn Corporation

Chapter 1: General Principles

Article 1: The Company is incorporated pursuant to the regulations of Company Act and is named as EZconn Corporation.

Article 2: Businesses operated by the Company are as follows:

1. Manufacturing, assembly, processing and buying and selling of all kinds of optical fibers, optical fiber lead, jumper wire, fiber optic connector, socket, optical fiber splice closure and distribution cabinet.
2. Processing and assembly businesses of communication optoelectronic interface products and communication network equipment.
3. Processing, manufacturing and assembly of precision metal parts and electronic products for use as electronic components
4. Processing of all kinds of electronic, plastic parts, automobile parts and motorcycle parts.
5. Buying and selling, import and export of all kinds of telecommunications (electronic) equipment (including radio transceiver and the motor with launching performance).
6. Import and export trading businesses regarding the products in preceding paragraphs.
7. Import and export trading businesses of direct broadcast satellite television receiver.
8. CC01080 Electronic Parts and Components Manufacturing.
9. F119010 Wholesale of Electronic Materials.
10. F219010 Retail Sale of Electronic Materials.
11. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The company sets the parent company in New Taipei City, when necessary; the branch may be incorporated both at home and abroad with the board resolution and approval of the competent authority.

Article 4: The Company may provide guarantee externally according to business needs.

Article 5: The Company may make foreign reinvestment according to business necessity, and may become the limited partner of other companies per board resolution, and the total investment amount thereof may not be restricted by

relevant reinvestment quotas as provided in Article 13 of Company Act.

Chapter 2 Shares

Article 6: The capital on stock of the Company is NT\$1 billion in 100 million shares with nominal amount par value of NT\$10 per share. The Board of Directors is authorized to issue them in batches.

NT\$100 million is reserved from the total capital on stock in preceding paragraph for the exercise of stock option when issuing the stock option certificate, warrant bond and preferred shares with warrants etc., totally ten million shares with NT\$10 per share, and it may be issued in bathes.

Article 7: Where the Company plans to transfer the shares bought back pursuant to law to the employees, and it is planned to transfer them to employees at the price lower than the average price in actual shares buyback pursuant to relevant laws and decrees, then it shall only be handled after the resolution by the last Shareholders' Meeting.

Pursuant to Article 56-1 of "Guidelines for Issuer to Raise and Issue Negotiable Securities", when the issuing subscription price of the Company is not restricted by the employee stock option certificate as stipulated in Article 53 of "Guidelines for Issuer to Raise and Issue Negotiable Securities", it shall only be handled after the resolution by the last Shareholders' Meeting.

The objects of transferring the shares bought back by the Company pursuant to law, objects of issuing employee stock option certificate and restricted employee stock awards, and objects for subscribing the new shares issued may include the employees of affiliated companies who have met certain conditions, and the Board of Directors may be authorized to resolve the conditions and distribution methods thereof.

The shares of the Company are registered shares signed or sealed by the director representing the company, and they will be issued after certification by the bank may act as the stock issue certifier pursuant to law. The shares issued by the Company may be exempted from printing share certificate, but they shall be registered in centralized securities depository enterprise.

Provisions in preceding paragraph are applicable to the production and issue of corporate bonds.

Measures for handling stock affairs of the Company are subject to relevant laws and decrees and the regulations of competent authority.

Article 8: The registration of share transfer shall not be carried out within thirty sixty days before General Meeting, within fifteen thirty days before Interim Shareholders' Meeting, or within five days before the base date on which the Company decides to distribute dividend and bonus or other benefits.

Chapter 3 Shareholders' Meeting

Article 9: Shareholders' Meeting is divided into general meeting and interim meeting, the general meeting shall be convened once a year and convened within six months after the end of every accounting year; and the interim meeting may be convened pursuant to relevant laws and decrees when necessary.

After public offering, the date, location and subject of convocation of the meeting shall be notified to each shareholder thirty days before convening General Meeting and fifteen days before convening Interim Shareholders' Meeting of the Company.

Article 10: When a shareholder cannot attend the Shareholders' Meeting for a reason, such shareholder may issue the power of attorney printed by the Company to specify the scope of authorization to appoint the proxy to attend.

Article 11: Apart from the shares without voting right as prescribed in Article 179 Company Act, shareholders of the Company have one voting right for each share.

Article 12: Unless otherwise prescribed by relevant laws and decrees, the resolution of Shareholders' Meeting shall be agreed by more than half of the voting rights of the shareholders attending in person or by proxy and representing more than half of the total shares issued.

According to the regulations of competent authority, shareholders of the Company may also exercise the voting right electronically, shareholders exercising the voting right electronically will be deemed as attending in person, and relevant matters thereof shall be carrying out self-assessment pursuant to laws and decrees.

Article 13: The Shareholders' Meeting shall be convened by the Chairman and the Chairman is the chairperson, when the Chairman is absent, the Chairman may designate one director as the proxy, if not, directors may elect one person as the proxy; if the Shareholders' Meeting is convened by other entitled convenor other than the Board of Directors, such entitled convenor shall act as the chairperson, when there are more than two entitled convenors, one of them shall be mutually designated to preside.

Article 14: All resolutions of a Shareholders' Meeting shall be recorded in the minutes signed or sealed by the chairperson of Shareholders' Meeting, and the minutes shall be distributed to the shareholders within twenty days after the meeting. The distribution of minutes in preceding paragraph may be made by announcement.

Chapter 4 Directors and the Audit Committee

Article 15: The Company sets five to nine directors with three years of the term of office, they will be elected by the Shareholders' Meeting from the persons with disposing capacity, and reappointment is acceptable if re-elected.

Among the aforesaid seats of directors, the number of independent directors shall be at least two and no less than one-fifth of the total seats of directors. The candidate nomination system as prescribed in 1 of Article 192 of Company Act will be adopted for the election of independent directors. Relevant matters regarding the acceptance and announcement etc. of the nomination of independent director candidates shall be handled pursuant to the Company Act, Securities Exchange Act and relevant laws and decrees. Independent directors and non-independent directors shall be elected concurrently, and election quota will be calculated separately.

The total shareholding ratio of all directors of the Company are subject to the regulations of securities regulatory authority.

Article 15-1: For the election of directors every share shall have the right to vote equivalent to the number of directors should be elected, it may elect one person intensively or elect several persons respectively, and the ones representing votes will be elected.

Article 16: When the director's number of vacancies reaches to one-third of the total number or all independent directors are removed, the Board of Directors shall convene the Interim Shareholders' Meeting within thirty days for the by-election, and the term of office thereof is limited to make up the term of office of the original directors or supervisors. After public offering by the Company, the Board of Directors shall convene the Interim Shareholders' Meeting within sixty days for the by-election.

The Company may buy liability insurance for the directors within their term of office for the compensation liability shall be borne within their scopes of business execution.

When the term of the directors expire and by-election may be arranged in time, extend the directors' term of office until the assuming of office by the re-elected directors.

Article 17: Directors may establish the Board of Directors, and one Chairman and one Deputy Chairman may be mutually elected with the consent of the majority of attending directors in the meeting attended by more than two-thirds of the directors, and the Chairman acts on behalf of the Company externally. When the Chairman cannot exercise its function and power when on leave or for a reason, its proxy shall be handled pursuant to Article 208 of Company Act.

Each director may be notified in writing, by email or fax when convening the Board of Directors Meeting.

When a director cannot attend the Board of Directors Meeting for some reason,

he/she may issue the proxy statement and list the authorization scope in the subject of convocation to appoint other directors to attend, but one director can only represent one other director.

If a director attends the meeting via video, it shall be deemed as attending in person.

Article 18: Unless otherwise prescribed by Company Act, the resolution of Board of Directors shall be agreed by the majority of attending shareholders in a meeting attended by the majority of shareholders.

Article 19: The Company established its Audit Committee according to Article 14-4 of the Securities and Exchange Act, which comprised of all Independent Directors. The Committee is responsible for executing the function of supervisors required by the Company Act, the Securities and Exchange Act, and other laws and regulations. Members, the exercise of functions, and other matters of the Audit Committee to be observed shall comply with relevant laws and regulations, and the organization regulation shall be otherwise formulated by the Board of Directors.

To strengthen the supervisory function and reinforce the management mechanisms, other functional committees may be established in due course according to the requirements of the Company.

Article 20: For the execution of duties of the Company by directors of the Company, regardless of operating profit or loss, the Company shall pay regular compensations such as transportation allowance and remuneration, etc., and Board of Directors is authorized to determine their remuneration based on their degree of participation in and value of the contribution to the company operation and by referring to the normal standard of the industry. When surplus is available, compensation will be otherwise distributed according to the provisions of Article 24 hereof.

Chapter 5 Managerial Officer

Article 21: The company may set the managerial officer, whose appointment, dismissal and remuneration will be subject to the regulations of Article 29 of Company Act.

Article 22: The Company may employ a consultant through board resolution.

Chapter 6 Accounting

Article 23: At the close of each fiscal year, the Board of Directors of the Company shall prepare the following book of tables or forms, and submit the same to the General Meeting for acknowledgment according to the legal process.

- (1) Business report;
- (2) Financial statements; and
- (3) Surplus distribution or loss off-setting.

Article 24:

I If profits are available upon final settlement every year, the Company shall allocate no less than five percent as employee's compensation and no more than five percent as director's compensation, after distribution per resolution of the Board of Directors, taxes shall be paid pursuant to law, and then ten percent shall be allocated as the statutory surplus reserve, but it may be exempted if the statutory surplus reserve has already reached the total paid-up capital of the company; after the balance thereof has been allocated or revolved as special surplus reserve pursuant to laws and decrees or regulations of the competent authority, then it will be accumulated into the undistributed surplus, and Board of Directors may prepare surplus distribution proposal to propose to Shareholders' Meeting for distribution of reservation per resolution.

If the Company had accumulated losses in the previous year, if profits are available in the current year and before allocating employee's compensation and director's compensation, the losses shall be covered first, and the balance thereof will be allocated according to the proportions mentioned in preceding paragraph; besides, when employee's compensation is distributed by stock or in cash, the objects of distribution include the employees of affiliated companies meeting certain conditions.

Chapter 7 Supplemental Provisions

Article 25: The articles of organization and working rules of the Company shall be otherwise formulated by Board of Directors.

Article 26: Matters not covered herein shall be handled pursuant to the Company Act and relevant laws and decrees.

Article 27: The conclusion or amendment of these Articles of Association shall be carried out with the approval of competent authority.

Article 28: These Articles of Association was concluded on August 21, 1996.

The first amendment was made on December 9, 2002.

The second amendment was made on December 24, 2002.

The third amendment was made on June 30, 2003.

The fourth amendment was made on June 30, 2004.

The fifth amendment was made on August 1, 2005.

The sixth amendment was made on September 3, 2007.
The seventh amendment was made on November 15, 2012.
The eighth amendment was made on December 7, 2012.
The ninth amendment was made on May 13, 2013.
The tenth amendment was made on May 15, 2015.
The eleventh amendment was made on June 21, 2016.
The twelfth amendment was made on June 10, 2019.
The thirteenth amendment was made on June 24, 2020.

EZconn Corporation
Chairman: Chen, Steve

Appendix 2

EZconn Corporation

Rules of Procedure for Shareholders' Meetings

Article 1: In order to establish good Shareholders' Meeting governance system and sound supervision function of the Company, and strengthen management function, it is hereby formulated these Rules pursuant to Article 5 of Listed Company Governance Best Practice Principles of the Republic of China to comply with. The laws and decrees mentioned in these Rules are the laws and decrees of the Republic of China.

Article 2: Unless otherwise prescribed by laws and decrees or regulations, the rules of procedure for Shareholders' Meetings of the Company shall be formulated according to these Rules.

Article 3: Unless otherwise prescribed by laws and decrees, Shareholders' Meeting of the Company shall be convened by the Board of Directors.

Upon convening the General Meeting, meeting handbook shall be prepared and each shareholder shall be informed thirty days in advance, shareholders holding less than one thousand registered shares may be informed by inputting the announcement at mops.twse.com.tw thirty days in advance; upon convening Interim Shareholders' Meeting, each shareholder shall be informed fifteen days in advance, and shareholders holding less than one thousand registered shares may be informed by inputting the announcement at mops.twse.com.tw fifteen days in advance.

Notice and announcement shall specify the subject of convocation; if agreed by the counterpart, the notice may be served in electronic way.

Appointment or dismissal of a director or supervisor; amendment to Articles of Association; capital decrease; application for the suspension of the public offering; permission for the competition in the business of Directors; surplus capitalization, reserve capitalization; company dissolution, merge or division; or matters prescribed in each subparagraph of Paragraph 1, Article 185 of Company Act; matters in Article 26-1, Article 43-6 of Securities Exchange Act shall be listed in the subject of convocation; a summary shall be provided; and shall not be proposed as an Ad Hoc Motion. The summary may be uploaded to the websites designated by the competent authority for securities affairs or by the Company, and the link to the website shall be set out in the notice. The reason for convening the shareholders' meeting has set out the full re-election of Directors and the date of assuming office. After the completion of re-election at the shareholders' meeting, the date of assuming office may not be changed through Ad Hoc Motion or in other manners at the same meeting.

Shareholders holding more than one percent of the total outstanding shares of the limited liability company may propose a General Meeting motion to the Company in writing. But the motion is limited to one, if there is more than one motion, all of them will not be included in the proposal. However, where the recommendation provided by the shareholder is to promote the public benefits or fulfill the social responsibility, the Board of Directors may include the recommendation in the proposal. Besides, if the motion proposed by a shareholder has any one of the circumstances as prescribed in Paragraph 4, 1 of Article 172 of Company Act, the Board of Directors will not include it in the proposal.

The Company shall announce the accepted motion of shareholders, acceptance manner in writing or electronically, acceptance place and acceptance period before the book closure day before convening General Meeting; and the acceptance period thereof shall not be less than ten days. The motion proposed by a shareholder is limited to three hundred words, those exceeding three hundred words will not be included in proposal; the proposing shareholder shall personally or appoint other person to attend the General Meeting, and participate in the discussion of such

motion.

The Company shall notify the proposing shareholder the handling results before the notice day of convening Shareholders' Meeting, and list the motion conforming to the provisions of this article in the meeting notice. For the shareholder's motion not listed in the proposal, the Board of Directors shall describe the reasons therefor in the Shareholders' Meeting.

Article 4: Upon every General Meeting, a shareholder may issue the proxy statement printed by the Company to specify the scope of authorization, so as to entrust the proxy to attend the General Meeting.

A shareholder is limited to issue one proxy statement to appoint one proxy, and the proxy statement shall be served to the Company five days before convening Shareholders' Meeting, in case of repeated proxy statement, the one served first shall prevail, except for announcing the cancellation of previous appointment.

After the proxy statement has been served to the Company, if a shareholder intends to attend the Shareholders' Meeting in person, such shareholder shall serve written notice on canceling the proxy statement to the Company one day before convening the Shareholders' Meeting; or voting right exercised by the attending entrusted proxy shall prevail.

Article 5: The convening place of Shareholders' Meeting shall be at the place where the Company locates in or convenient for shareholders to attend and suitable for convening Shareholders' Meeting, and the meeting start time shall not be earlier than 9:00am in the morning, nor later than 3:00pm in the afternoon; full consideration shall be given to the opinions of independent director regarding the convening place and time.

Article 6: The Company shall set an autograph book for attending shareholder or the agent entrusted by shareholders (hereinafter referred to as shareholder) to sign in, or the attending shareholder may submit the sign card instead of sign in. The attending shares shall be calculated according to the autograph book or the sign card submitted, plus the shares exercising the voting right in writing or electronic way.

The Company shall set out the time for accepting sign-in for shareholders, venue for sign-in, and other matters for notice in the meeting notice. The accepted shareholder's reporting time in the previous paragraph shall be at least thirty minutes before meeting start; the registration location shall be marked explicitly, and sufficient competent personnel shall be assigned for handling.

The Company shall deliver meeting handbook, annual report, certificate of attendance, speech note, vote and other meeting materials to the shareholders attending Shareholders' Meeting; in case of director or supervisor election, the ballot shall be attached otherwise.

Shareholders shall attend the Shareholders' Meeting with certificate of attendance, attendance sign card or other attendance certificates; solicitor of proxy solicitation shall bring identity supporting document for checking.

When a shareholder is the government or legal person, representative attending Shareholders' Meeting is not limited to one person.

When a legal person is entrusted to attend Shareholders' Meeting, it may only assign one representative to attend.

Article 7: If the Shareholders' Meeting is convened by Board of Directors, the Chairman shall preside the meeting, and the Deputy Chairman shall preside the meeting when the Chairman is on leave or unable to preside. If there is no Deputy Chairman or the Deputy Chairman also is on leave or unable to preside, the Chairman shall designate one managing director to preside; if the managing director is not available, designate one director to preside, if the Chairman fails to designate the agent, the managing director or directors will mutually designate one person to preside.

If the chairperson mentioned in preceding paragraph is a managing director or director, such managing director or director shall have taken office for over six months and understand the financial and business condition of the company. The same shall apply if the chairperson is the representative of juridical person director.

It is better that the Shareholders' Meeting convened by the Board of Directors is attended by the majority of directors. If the Shareholders' Meeting is convened by other entitled convenor other than the Board of Directors, such entitled convenor shall preside the meeting, when there are more than two entitled convenors, one of them shall be mutually designated to preside.

The Company may assign the appointed lawyer, accounting or relevant personnel to attend the Shareholders' Meeting.

Article 8: Starting from accepting shareholders' registration, the Company shall take sound and video recording the whole course of shareholder's registration process, meeting process, voting and counting process, and keep them for at least one year. But if a shareholder files a lawsuit pursuant to Article 189 of Company Act, they shall be kept until the end of litigation.

Article 9: The attendance of Shareholders' Meeting shall be subject to the calculation of shares. The attending shares shall be calculated according to the autograph book or the sign card submitted, plus the shares exercising voting right in writing or electronic way. When it is time for meeting, the chairperson shall immediately make opening address, but if the attending shareholders are not representing the majority of total outstanding shares, the chairperson may announce to postpone the meeting, and its times of postponing is limited to two times, and the total time postponed shall not exceed one hour. If attending shareholders are still not representing more than one third of the total outstanding shares after postponing for two times, the chairperson will announce that the meeting fails to be convened for lack of a quorum.

If there is still lack of a quorum but attending shareholders are representing more than one third of the total outstanding shares after postponing for two times as stated in preceding paragraph, a tentative resolution may be made pursuant to Paragraph 1, Article 175 of Company Act, and the tentative resolution shall be notified to each shareholder to further convene Shareholders' Meeting within one month.

Before the end of the current meeting, if the attending shareholders are representing the majority of total outstanding shares, the chairperson will make a tentative resolution, and propose it again pursuant to Article 174 of Company Act to Shareholders' Meeting for voting.

Article 10: If the Shareholders' Meeting is convened by the Board of Directors, its agenda shall be determined by the Board of Directors, the relevant proposal (including ad hoc motion and amendments to the original proposals) shall be determined by vote on a case-by-case basis, the meeting shall be proceeded according to the scheduled agenda, and it shall not be changed unless by the resolution of Shareholders' Meeting.

If the Shareholders' Meeting is convened by other entitled convenor other than the Board of Directors, the provisions in preceding paragraph shall apply.

Before the end of official business discussion (including ad hoc motion) in the scheduled agenda as prescribed in preceding two paragraphs, the chairperson may not arbitrarily declare meeting adjournment without resolution; if the chairperson declares the meeting adjournment by violating procedures, other members of Board of Directors shall immediately assist attending shareholders to elect one person as the chairperson with the consent of majority attending shareholders with voting rights pursuant to legal procedure to continue the meeting.

For the motion and amendment or ad hoc motions proposed by shareholders, the chairperson shall give opportunity for sufficient description and discussion, when it is suitable for voting to decide, the chairperson may declare the stop of discussion and propose for voting to decide, and sufficient time shall be arranged for voting.

Article 11: Before giving a speech, an attending shareholder shall first fill in speech note to specify the speech topic, shareholder's account number (or certificate of attendance number) and account name, and the chairperson will decide its speech order.

If an attending shareholder only submits speech note but does not give a speech, it shall be deemed as unspoken. In case of any discrepancy between speech contents and the record in speech note, the speech contents shall prevail.

For the same motion, the speech of every shareholder shall not exceed two times and no longer

than five minutes per time unless with the consent of the chairperson; if the speech of a shareholder violates the regulation or is beyond scope of motion, the chairperson may stop its speech.

When an attending shareholder is giving a speech, unless agreed by the chairperson and speaking shareholder, other shareholders shall not interrupt the speech, and violator shall be stopped by the chairperson.

When a legal person shareholder assigns more than two representatives to attend the Shareholders' Meeting, the same motion can only be spoken by one representative.

After the speech of an attending shareholder, the chairperson shall personally or designate relevant personnel to reply.

Article 12: The voting of Shareholders' Meeting shall be subject to the calculation of shares.

For the resolution of Shareholders' Meeting, the number of shares of shareholders without voting right will not be calculated into the total number of outstanding shares.

In respect of meeting matters, if a shareholder itself has interested relationship and thereby is suspected of damaging the interests of the Company, such shareholder shall not join in the voting, nor exercise voting right on behalf of other shareholders.

The number of shares cannot exercise voting right as prescribed in preceding paragraph will not be calculated into the number of voting rights of attending shareholders.

Except for trust enterprise or the stock affairs agency approved by competent authority in charge of securities, when one person is appointed by more than two shareholders, the agency voting right thereof shall not exceed three percent of the total outstanding shares with voting right, and the exceeding voting right will not be calculated.

Article 13: Every share of shareholders of the Company has one voting right, except for the voting right is restricted or voting right is not available pursuant to Paragraph 2, Article 179 of Company Act.

Upon convening Shareholders' Meeting, the Company shall may exercise its voting right in electronic way, and may exercise its voting right in writing or electronic way; when exercising voting right in writing or electronic way, the exercising method thereof shall be specified in Shareholders' Meeting convening notice. Shareholders exercising voting right in writing or electronically shall be deemed as attending General Meeting in person. But it shall be deemed as waiver regarding the amendment of ad hoc motion and original proposals of such Shareholders' Meeting, hence the Company should avoid proposing the amendment of ad hoc motion and original proposals.

If the voting right in preceding paragraph is exercised in writing or electronic way, the declaration of intention thereof shall be served to the company two days before convening Shareholders' Meeting, in case of repeated declarations of intention, the one served first shall prevail. Except for announcing the cancellation of previous declaration of intention. After a shareholder has exercised voting right in writing or electronic way, if intends to attend the Shareholders' Meeting in person, such shareholder shall cancel the preceding declaration of intention on exercising voting right in the same way as exercising voting right two days before convening Shareholders' Meeting, or the voting right exercised in writing or electronic way shall prevail. If a shareholder exercises voting right in writing or electronic way and entrusts a proxy through proxy statement to attend the Shareholders' Meeting, the voting right exercised by the attending entrusted proxy shall prevail. Afterwards, the shareholders shall vote on a case-by case basis. The results for the consent, objection, and abstention of shareholders of shareholders shall be uploaded to the MOPS on the date after the shareholders' meeting.

When there is an amendment or replacement for the same proposal, the chairperson will decide its voting order together with the original proposal. If one of the proposals has been passed, the other proposals will be deemed as overruled, and voting therefor will no longer be necessary.

The scrutinizing and counting personnel of proposal voting will be designated by the chairperson, but the scrutinizing personnel shall be of shareholder identity.

The vote counting for the voting or election proposal in Shareholders' Meeting shall be carried out openly in the site of Shareholders' Meeting, and after the completion of vote counting, the voting right results including statistical weight shall be announced on the spot, and records shall

be kept.

Article 14: In case of director or supervisor election in Shareholders' Meeting, it shall be handled according to relevant election procedures stipulated by the Company, and the election results shall be announced on the spot, including the list of elected directors and supervisors and their weight in election.

The ballot of election matters mentioned in preceding paragraph shall be kept properly after sealed and signed by scrutinizing personnel, and it shall be kept for at least one year. But if the General Meeting files a lawsuit pursuant to Article 189 of Company Act, they shall be kept until the end of litigation..

Article 15: All resolutions of a Shareholders' Meeting shall be recorded in the minutes signed or sealed by the chairperson of the meeting, and the minutes shall be distributed to the shareholders within twenty days after the meeting. The record and distribution of minutes may be made in an electronic file.

The distribution of minutes mentioned in preceding paragraph may be announced by inputting it at mops.twse.com.tw.

The minutes shall be recorded actually according to the meeting date, location, name of chairperson, resolution method, essentials of discussion process and its voting results (including statistical weight); where there is a director election, it shall also set out the weight of the receiving vote. During the duration of the Company, it shall be kept permanently

For the resolution method mentioned in preceding paragraph, the chairperson has consulted with shareholders for opinions, if shareholders have no objection to the proposal, "Passed upon the agreement by all attending shareholders per the consultation of the chairperson" shall be recorded; but if shareholders have any disagreement with the proposal, the voting method, the number of pass voting right and the proportion thereof shall be specified.

Article 16: For the number of shares obtained by solicitor and the number of shares represented by entrusted proxy, the Company shall prepare statistical table according to the prescribed form on the date of convening Shareholders' Meeting, and it shall be clearly revealed in the place of Shareholders' Meeting.

For the resolution matter of Shareholders' Meeting, if it is significant information pursuant to the provisions of laws and decrees and the provisions of Taiwan Stock Exchange Corporation (Juridical ROC GreTai Securities Market), the Company shall transmit the contents to mops.twse.com.tw within the specified time.

Article 17: Meeting affairs personnel handling Shareholders' Meeting shall wear ID or arm-badge.

The chairperson may command picketer or security guard to assist to maintain meeting place order. When assisting in maintaining order on the spot, picketer or security guard shall wear the arm-badge with "Picketer" character or ID.

If the meeting place is equipped with amplification system, when a shareholder does not use the equipment configured by the Company to give a speech, the chairperson may stop it.

If a shareholder violates rules of procedure and disobeys the correction by chairperson, interrupting the proceeding of meeting and disobeying after being stopped, the chairperson may command picketer or security guard to ask such shareholder to leave the meeting place.

Article 18: During the meeting, the chairperson may announce the rest at appropriate time, in case of force majeure circumstance, the chairperson may judge to temporarily stop the meeting, and announce the time for meeting continuation as the case may be.

Before the end of official business discussion (including ad hoc motion) in the agenda scheduled by Shareholders' Meeting, if the meeting place is not available for continuous use at that time, Shareholders' Meeting may make a resolution to find another place to continue the meeting.

Shareholders' Meeting may make a resolution to postpone or continue the assembly within five days pursuant to Article 182 of Company Act.

Article 19: These Rules will be implemented after the approval of Shareholders' Meeting, and the same shall apply upon amendment.

Article 20: Amendment dates of these Rules of Procedure:

These Rules of Procedure were formulated on June 24, 2012.

The first amendment was made on June 30, 2014.

The second amendment was made on June 22, 2017.

The third amendment was made on June 24, 2020.

Appendix 3

EZconn Corporation **Shareholdings of All Directors**

- As at MAY 1, 2021, total outstanding shares of the Company is 69,300,000 shares, pursuant to the regulations of “Implementation Rules for Equity Percentage of Directors and Supervisors of Public Companies and Auditing”, the statutory number of shares held by all directors is 5,544,000 shares, and the statutory number of shares held by all supervisors is 554,400 shares.
- As at the book closure day of this General Meeting, the shareholdings of individual and all directors and supervisors recorded in the register of shareholders are as follows:

Book closure day: May 1, 2021

Title	Name	Date of appointment	Term of office	Shareholdings upon appointment		Shareholdings in register of shareholders as at the book closure day	
				Number of shares	Proportion (%)	Number of shares	Proportion (%)
Chairman	EGTRAN CORPORATION Representative: CHEN, STEVE	109.06.24	Three years	3,565,741	5.15	3,565,741	5.15
Director	SHC CONSOLIDATED INVESTORS LLC Representative: KO, YUAN-YU	109.06.24	Three years	2,175,812	3.14	2,175,812	3.14
Director	Jia Jiu Investment Co., Ltd. Representative: CHANG, YING-HUA	109.06.24	Three years	840,000	1.21	840,000	1.21
Director	TRANSNATIONAL INVESTMENT LIMITED Representative: LAN, CHIN YIN	109.06.24	Three years	1,562,602	2.25	1,562,602	2.25
Independent Director	PENG, XIE-RU	109.06.24	Three years	9,683	0.01	9,683	0.01
Independent Director	CIOU, ER-DE	109.06.24	Three years	0	0.00	0	0
Independent Director	HUANG, KUI WEN	109.06.24	Three years	0	0.00	0	0
Total shareholdings of all directors				8,153,838	11.76	8,153,838	11.76