

Stock Code : 5222

TRANSCOM INC.

2023 Annual Shareholders' Meeting

Handbook

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

Time : 10:00 A.M., June 29, 2023 (Thursday)

Venue : Room 201, 2F., NO.26, Nanke 3rd Rd., Xinshi Dist., Tainan City.
(The Allied Association For Science Park Industries)

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Meeting Procedure

Transcom, Inc. 2023 Annual Shareholders' Meeting Procedure

1. Call the meeting to order
2. Chairman Remarks
3. Report Items
4. Ratification Items
5. Discussion Items
6. Directors Election
7. Others Motions
8. Extemporary Motions
9. Adjournment

Meeting Agenda

Transcom, Inc. 2023 Annual Shareholders' Meeting Agenda

Meeting Type : Physical Shareholders' Meeting
Time : 10:00 A.M., June 29, 2023 (Thursday)
Venue : Room 201, 2F., NO.26, Nanke 3rd Rd., Xinshi Dist., Tainan City.
(The Allied Association For Science Park Industries)

Call the meeting to order

Chairman Remarks

1. Report Items :

- (1) 2022 Business Report
- (2) 2022 Audit Committee's Review Report
- (3) 2022 Earnings Distribution of Cash Dividend
- (4) 2022 Employees' and Directors' Compensation Distribution Report
- (5) Amendments to the Rules and Procedures for Board Meetings

2. Ratification Items :

- (1) To approve 2022 Business Report and Financial Statements
- (2) To approve the proposal for 2022 Earnings Distribution

3. Discussion Items :

Issurance of New Shares from Capital Surplus

4. Directors Election

5. Other Motions

6. Extemporary Motions

7. Adjournment

Reports

1. 2022 Business Report

Explanatory Notes :

The 2022 Business Report is attached hereto as 【Attachment 1】 .

2. 2022 Audit Committee's Review Report

Explanatory Notes :

The 2022 Audit Committee's Review Report is attached hereto as 【Attachment 2】 .

3. 2022 Earnings Distribution of Cash Dividend

Explanatory Notes :

- (1) The Company distributed dividends of NT\$3 per share, totaled in NT\$202,286,346, which was approved by the Board of Directors on March 15, 2023. Any fractional amount less than NT\$1 for the cash dividends shall be recognized as other income.
- (2) The record date for the cash dividend distribution is proposed to be set on April 7, 2023 and it was paid on April 28, 2023.

4. 2022 Employees' and Directors' Compensation Distribution Report

Explanatory Notes :

- (1) In accordance with Article 29 of the Articles of Incorporation, The Company shall appropriate no less than 4% of the profit of the fiscal year as employees' compensation and no more than 2% of the profit of the fiscal year as directors' bonus.
- (2) Distribution of the NT\$18,500,000 and NT\$6,912,200 in cash as compensations to employees and directors in 2022 have been approved by the Board of Directors on March 15, 2023.

5. Amendments to the Rules of Rules and Procedures of Board Meetings

Explanatory Notes :

- (1) Pursuant to Letter No. 1110383263 issued by the FSC, the Company amend the "Rules and Procedures of Board Meetings".
- (2) The amendments are made simultaneously in accordance with the revision of the articles of the competent authorities. The Comparison Table for amendments to the Company's rules and procedures of board meetings is attached hereto as 【Attachment 4】 .

Ratifications

1. To approve 2022 Business Report and Financial Statements

(Proposed by the Board of Directors)

Explanatory Notes :

- (1) The 2022 financial statements were approved by the Board of Directors and have been audited by CPAs Yeh, Fang-Ting and Lin, Yung-Chih of PricewaterhouseCoopers (PwC). The 2022 business report, Independent Auditor's report and financial statements have been reviewed and approved by the Audit Committee, and proceed to be ratified the proposal in the shareholders' meeting.
- (2) The 2022 business report, Independent Auditor's report and financial statements are attached hereto as 【Attachment 1】 and 【Attachment 3】.
- (3) Ratification is respectfully requested.

Resolution :

2. To approve the proposal for 2022 Earnings Distribution

(Proposed by the Board of Directors)

Explanatory Notes :

- (1) The 2022 earnings distribution was approved by the Board of Directors and reviewed by the Audit Committee. 2022 Earnings Distribution Table is as below:

TRANSCOM, INC.
2022 Earnings Distribution Table

Unit: NT\$

Unappropriated retained earnings at the beginning of the period	555,865
Other comprehensive income – Remeasurement of defined benefit plans	2,284,141
Add: Net Income in 2022	249,468,859
Less: Appropriation of 10% for legal reserve	(25,175,300)
Total distributable retained earnings	227,133,565
Earnings Distribution Item:	
Shareholder dividend	
Cash dividends on common shares(NT\$ 3.00 per share)	202,286,346
Unappropriated retained earnings at the end of the period	24,847,219

Chairman : CHANG, CHIAN-SERN President : CHANG, CHIAN-SERN Accounting Manager : KUO, CHIA-CHE



- (2) Ratification is respectfully requested.

Resolution :

Discussions

1. Issurance of New Shares from Capital Surplus

(Proposed by the Board of Directors)

Explanatory Notes :

- (1) With the goal of the expanding the Company's operation and strengthening its financial structure, it is proposed that the Company issue new shares from additional paid-in capital in the amount of NT\$67,428,782, divided into 6,742,878 common shares with a par value NT\$10 each.
- (2) The record date for this capital increase shall be set by the Board of Directors after approval of capital increase by this Annual Shareholders' Meeting and by the competent authority. The surplus transfer to capital increase is distributed with 100 free shares per thousand shares. Shareholders could request the Company's shareholder service agent to consolidate fractional shares within the period of 5 days from the share transfer suspension date. In the event that fractional shares are not consolidated within the period, then such fractional shares will be converted to cash rounded to the nearest NT\$ in accordance with its par value. The chairman shall be authorized to solicit specified persons to subscribe for accumulated fractional shares at a subscription price equal to par value.
- (3) The rights and obligations of the newly issued shares currently are the same as those issued initially. The newly issued shares will be paperless.
- (4) The capital surplus issued less than 1 share totaled NT\$2, which will be paid in cash.
- (5) The regular shareholders meeting is proposed that the board of directors shall be authorized with full power to handle any related adjustments due to the opinions of the competent authority or the amendment of applicable laws.
- (6) Approval is respectfully requested.

Resolution :

Directors Election

Other Motions

Extemporary Motions

Adjournment

【 Attachment 1 】

2022 Business Report

I.2022 Business Results

(I) Business Plan Implementation Results

In 2022, the Company's operations strategy mainly focuses on the production and research and development of national defense GaAs and GaN MMIC high power amplifiers, transceiver modules, and power amplifiers for international manufacturers. Another focus is the research and development of high-frequency and high-power amplifiers for European manufacturers. In addition, the production of commercial low-noise components, power components, and single-crystal microwave integrated circuits is increasing, while the high power and frequency solid-state amplifiers are mass-produced. Furthermore, Transcom is discussing mass-production plans for solid-state amplifiers in different frequencies. The following are the business results for 2022.

Unit:NT\$ thousands,%

Item	2022	2021	Variance	Rate of Variance(%)
Operating Revenue	1,034,660	916,696	117,964	12.86
Operating Cost	469,871	421,996	47,875	11.34
Operating gross profit	564,789	494,700	70,089	14.17
Operating Expenses	199,920	182,387	17,533	9.61
Operating Profit	364,869	312,313	52,556	16.83
Non-Operating Income and Expenses	(43,066)	(7,396)	(35,670)	(482.29)
Net Profit before tax	321,803	304,917	16,886	5.54
Net Profit after tax	249,469	246,600	2,869	1.16

(II) Budget Execution

The Company only set an internal budget for 2022 without public. The overall profit and revenue was affected by the changes in the industry, resulting in the net revenue of

NT\$1,034,660 thousand, net profit after tax of NT\$249,469 thousand, and revenue budget of NT\$ 1,100,000 thousand in 2022.

(III) Analysis of financial revenue and expenditure analysis and profitability

Item	Year	2022	2021	
Financial structure (%)	Debts ratio	16.30	14.31	
	Long-term Capital to Property, Plant and Equipment	489.14	635.50	
Solvency (%)	Current Ratio	552.84	767.20	
	Quick Ratio	368.94	608.12	
Profitability (%)	Return on Assets	10.68	14.16	
	Ratio to paid-in capital (%)	Operating profit	53.79	46.04
		Pretax income	47.44	44.95
	Return on equity (%)	12.51	17.18	
	Basic Earnings per share (NT\$)	3.71	4.04	

(IV) Research and development:

Over the years, Transcom has successfully developed GaAs and GaN high-frequency devices and MMIC for various frequency bands. The Company moves on to develop X band 10W IC, Ka band 3W IC, broadband MMIC, ultra-high-bandwidth power amplifiers and transceiver modules for various frequency bands, signal synthesizers, and microwave subsystems. Our products are used in advanced military radar systems and microwave tracking system, earning long-term orders and praise from the military and major Microwave Companies in Europe and Israel. In the future, there will be an emphasis on the development of GaN technology, ultra-high frequency power SSPAs, and the research and development of 5G-related MMICs.

II. Overview of Business Plan

(I) Business Strategy:

1. Focuses on the defense microwave field and the civil microwave infrastructure.
2. Adopts a sales agent system for marketing.

(II) Estimated sales volume and basis:

The sales volume is reasonably compiled based on market demand, development trends, customer operation, the Company's current order status, and the Company's production capacity scale. The Company will strive to strengthen ties with existing customers, continue to develop new products, and explore new customers. With the increase of government defense budget, it is estimated that the Company's performance will show stable signs of growth in the following years.

(III) Significant production and sales policies:

1. Q (Quality) : Product Features and Reliability
2. P (Price) : Competitive Price
3. D (Delivery) : Prompt delivery
4. The Company adopts an agency system for overseas marketing, and keep searching for outstanding agents to boost its sales in Europe.
5. Make to Order (MTO) to relieve pressure on inventory.

III. The Future Development Strategies

- (I) Development of microwave communication systems.
- (II) Development of GaN process technology and related products.
- (III) Development of high-frequency high-power amplifiers.
- (IV) Mass production of millimeter-wave solid-state power amplifiers and transceiver modules.
- (V) Mass production of Ku-band GaN high-frequency high-power solid-state power amplifiers.
- (VI) Development of 28GHz and 39GHz MMICs for 5G implementation
- (VII) Consolidate the domestic market, and expand international market.

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

The chances of the Company being affected by the changes in law and policies both domestically and internationally are slim due to the characteristics of the industry it is in. In addition, the Company strives to develop better production techniques and masters key independent technologies to enhance its competitiveness. Therefore, there is limited impact of changes in the industrial environment on the Company's finances and business.

Chairman : CHANG,CHIAN-SERN

President : CHANG,CHIAN-SERN

Accounting Officer : KUO,CHIA-CHE

【 Attachment 2 】

Transcom Inc, Audit Committee's Review Report

Hereby approved

The Board of Directors has submitted the 2022 Business Report, Financial Statements and Earnings Distribution Proposal of the Company. The Financial Statements have been audited by CPAs Yeh, Fang-Ting and Lin, Yung-Chih of PricewaterhouseCoopers (PwC), Taiwan, and audit report has been issued. The above-mentioned business report, financial statements and earning distribution proposal have been reviewed and approved by the Audit Committee. All members believe that there is no disagreement. The above documents have been reported according to Article 14(4) of the Securities Exchange Law and Article 219 of the Company Law. Please kindly check.

Sincerely,

Annual Shareholders' Meeting of Transcom Inc, (2023)

Transcom Inc,

Convener of the Audit Committee : WANG, TIEN-CHIN

March 15, 2023

【 Attachment 3 】

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Transcom, Inc.

Opinion

We have audited the balance sheets of Transcom, Inc. (the “Company”) as of December 31, 2022 and 2021, and the related statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the 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 judgement, were of most significance in our audit of the Company's 2022 financial statements. These matters were addressed in the context of our audit of the financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2022 financial statements are stated as follows:

Cut-off of revenue

Description

Refer to Note 4(25) for accounting policies on revenue recognition.

The Company derives its revenues from the sales of microwave semiconductor devices. Sales revenue is recognised when risk and reward of the goods have been transferred upon acceptance by customers according to the terms specified in the contracts. As the sales require to confirm whether the significant risks and rewards in relation to the ownership have been transferred to the customer, it involves manual procedures and judgment. Given that there is a risk of material misstatement from improper revenue recognition, we consider the cut-off of revenue a key audit matter in our audit.

How our audit addressed the matter

Our audit procedures performed in respect of the above key audit matter included:

- A. Obtained an understanding and assessed the accounting policies of revenue recognition.
- B. Obtained an understanding and assessed the internal controls over revenue recognition, and tested the effectiveness of internal controls including the delivery process and the timing of revenue recognition.
- C. Performed cut-off tests on sales revenue transactions that took place during a certain period before and after the balance sheet date to confirm whether revenue was recognised when risks and rewards of goods have been transferred and revenue was recognised and recorded in the proper period.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, 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 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Yeh, Fang-Ting

Independent Accountants

Lin, Yung-Chih

PricewaterhouseCoopers, Taiwan

Republic of China

March 15, 2023

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TRANSCOM, INC.
BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 575,630	24	\$ 1,177,645	51
1136	Current financial assets at amortised cost	6(1)(2) and 8	212,960	9	35,000	2
1150	Notes receivable, net	6(3)	-	-	1,142	-
1170	Accounts receivable, net	6(3) and 12(2)	147,267	6	98,892	4
130X	Inventories	6(4)	453,114	19	332,900	14
1410	Prepayments		13,345	-	10,488	1
11XX	Total current assets		<u>1,402,316</u>	<u>58</u>	<u>1,656,067</u>	<u>72</u>
Non-current assets						
1510	Non-current financial assets at fair value through profit or loss	6(5)	328,575	14	126,591	6
1535	Non-current financial assets at amortised cost	6(2) and 8	5,437	-	5,437	-
1600	Property, plant and equipment	6(6)	438,179	18	329,515	14
1755	Right-of-use assets	6(7)	116,508	5	91,482	4
1780	Intangible assets	6(8)	10,490	-	2,476	-
1840	Deferred income tax assets	3(2) and 6(25)	23,614	1	19,601	1
1915	Prepayments for equipment	6(6)	13,213	1	33,146	1
1920	Guarantee deposits paid	6(9)	58,647	3	45,634	2
15XX	Total non-current assets		<u>994,663</u>	<u>42</u>	<u>653,882</u>	<u>28</u>
1XXX	Total assets		<u>\$ 2,396,979</u>	<u>100</u>	<u>\$ 2,309,949</u>	<u>100</u>

(Continued)

TRANSCOM, INC.
BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(10) and 8	\$ 40,000	1	\$ 30,000	1
2130	Current contract liabilities	6(18)	2,071	-	4,259	-
2150	Notes payable		18,824	1	17,505	1
2170	Accounts payable		18,055	1	10,527	-
2200	Other payables	6(11)	102,911	4	90,207	4
2230	Current income tax liabilities	6(25)	45,804	2	43,169	2
2250	Current provisions	6(4)(12)	22,909	1	17,356	1
2280	Current lease liabilities	6(7)	3,081	-	2,835	-
21XX	Total current liabilities		<u>253,655</u>	<u>10</u>	<u>215,858</u>	<u>9</u>
Non-current liabilities						
2527	Non-current contract liabilities	6(18)	4,792	-	4,792	-
2550	Non-current provisions	6(12)	23,105	1	-	-
2570	Deferred income tax liabilities	3(2) and 6(25)	570	-	10	-
2580	Non-current lease liabilities	6(7)	93,090	4	90,561	4
2640	Net defined benefit liabilities - non current	6(13)	15,536	1	19,403	1
25XX	Total non-current liabilities		<u>137,093</u>	<u>6</u>	<u>114,766</u>	<u>5</u>
2XXX	Total liabilities		<u>390,748</u>	<u>16</u>	<u>330,624</u>	<u>14</u>
Share capital						
3110	Common stock	6(14)(15)(16)	678,208	28	678,288	29
3200	Capital surplus	6(15)(16)	1,023,598	43	1,036,491	45
Retained earnings						
3310	Legal reserve	6(14)(15)(17)	59,746	2	35,126	2
3350	Unappropriated retained earnings		252,309	11	247,031	11
3400	Other equity interest	6(17)	(7,630)	-	(17,611)	(1)
3XXX	Total equity		<u>2,006,231</u>	<u>84</u>	<u>1,979,325</u>	<u>86</u>
Significant Contingent Liabilities and Unrecognised Contract Commitments						
3X2X	Total liabilities and equity		<u>\$ 2,396,979</u>	<u>100</u>	<u>\$ 2,309,949</u>	<u>100</u>

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

TRANSCOM, INC.
STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Year ended December 31			
		2022		2021	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(18)	\$ 1,034,660	100	\$ 916,696	100
5000 Operating costs	6(4)(7)(8)(12)(13)) (16)(23)(24)	(469,871)	(46)	(421,996)	(46)
5900 Net operating margin		<u>564,789</u>	<u>54</u>	<u>494,700</u>	<u>54</u>
Operating expenses	6(7)(8)(13)(16)(2) 3)(24), 7 and 12(2)				
6100 Selling expenses		(12,675)	(1)	(14,363)	(2)
6200 General and administrative expenses		(139,569)	(14)	(122,761)	(13)
6300 Research and development expenses		(46,204)	(4)	(46,761)	(5)
6450 Expected credit impairment (loss) gain		(1,472)	-	1,498	-
6000 Total operating expenses		(199,920)	(19)	(182,387)	(20)
6900 Operating profit		<u>364,869</u>	<u>35</u>	<u>312,313</u>	<u>34</u>
Non-operating income and expenses					
7100 Interest income	6(2)(19)	5,219	-	1,010	-
7010 Other income	6(5)(20)	19,216	2	277	-
7020 Other gains and losses	6(5)(21)	(64,998)	(6)	(6,753)	(1)
7050 Finance costs	6(7)(12)(22)	(2,503)	-	(1,930)	-
7000 Total non-operating income and expenses		(43,066)	(4)	(7,396)	(1)
7900 Profit before income tax		<u>321,803</u>	<u>31</u>	<u>304,917</u>	<u>33</u>
7950 Income tax expense	6(25)	(72,334)	(7)	(58,317)	(6)
8200 Profit for the year		<u>\$ 249,469</u>	<u>24</u>	<u>\$ 246,600</u>	<u>27</u>
Other comprehensive income (loss)(Net)					
Components of other comprehensive income that will not be reclassified to profit or loss					
8311 Remeasurement of defined benefit obligation	6(13)	\$ 2,855	-	(\$ 502)	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(25)	(571)	-	101	-
8300 Total other comprehensive income (loss) for the year		<u>\$ 2,284</u>	<u>-</u>	<u>(\$ 401)</u>	<u>-</u>
8500 Total comprehensive income for the year		<u>\$ 251,753</u>	<u>24</u>	<u>\$ 246,199</u>	<u>27</u>
Earnings per share (in dollars)	6(26)				
9750 Basic		\$	3.71	\$	4.04
9850 Diluted		\$	3.67	\$	4.00

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

TRANSKOM, INC.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)

	Notes	Capital Surplus				Retained Earnings			Total equity	
		Common stock	Additional paid-in capital	Employee stock options	Restricted stock	Others	Legal reserve	Unappropriated retained earnings		Unearned employee compensation
For the year ended December 31, 2021										
Balance at January 1, 2021		\$ 412,706	\$ 244,009	\$ -	\$ 61,853	\$ 259	\$ 18,735	\$ 187,199	(\$ 34,185)	\$ 890,576
Profit for the year		-	-	-	-	-	-	246,600	-	246,600
Other comprehensive income (loss) for the year		-	-	-	-	-	-	(401)	-	(401)
Total comprehensive income		-	-	-	-	-	-	246,199	-	246,199
Distribution of 2020 net income:										
Legal reserve	6(17)	-	-	-	-	-	16,391	(16,391)	-	-
Stock dividends	6(17)	149,741	-	-	-	-	-	(149,741)	-	-
Cash dividends	6(17)	-	-	-	-	-	-	(20,235)	-	(20,235)
Issuance of common stock for cash	6(14)	75,370	809,804	-	-	-	-	-	-	885,174
Cash dividends from capital surplus	6(15)	-	(40,471)	-	-	-	-	-	-	(40,471)
Stock dividends from capital surplus	6(15)	40,471	(40,471)	-	-	-	-	-	-	-
Compensation costs of employee restricted stock	6(16)(24)	-	-	-	-	-	-	-	16,574	16,574
Compensation costs of cash capital increase for employee preemption	6(16)(24)	-	1,313	-	-	195	-	-	-	1,508
Balance at December 31, 2021		\$ 678,288	\$ 974,184	\$ -	\$ 61,853	\$ 454	\$ 35,126	\$ 247,031	(\$ 17,611)	\$ 1,979,325
For the year ended December 31, 2022										
Balance at January 1, 2022		\$ 678,288	\$ 974,184	\$ -	\$ 61,853	\$ 454	\$ 35,126	\$ 247,031	(\$ 17,611)	\$ 1,979,325
Profit for the year		-	-	-	-	-	-	249,469	-	249,469
Other comprehensive income (loss) for the year		-	-	-	-	-	-	2,284	-	2,284
Total comprehensive income		-	-	-	-	-	-	251,753	-	251,753
Distribution of 2021 net income:										
Legal reserve	6(17)	-	-	-	-	-	24,620	(24,620)	-	-
Cash dividends	6(17)	-	-	-	-	-	-	(221,855)	-	(221,855)
Cash dividends from capital surplus	6(15)	-	(12,992)	-	-	(454)	-	-	-	(13,446)
Employee share options	6(16)(24)	-	-	473	-	-	-	-	-	473
Retirement of employees' restricted stocks	6(14)(16)	(80)	-	-	80	-	-	-	-	-
Compensation costs of employee restricted stock	6(16)(24)	-	-	-	-	-	-	-	9,981	9,981
Balance at December 31, 2022		\$ 678,208	\$ 961,192	\$ 473	\$ 61,933	\$ -	\$ 59,746	\$ 252,309	(\$ 7,630)	\$ 2,006,231

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

TRANSCOM, INC.
STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 321,803	\$ 304,917
Adjustments			
Adjustments to reconcile profit (loss)			
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	6(5)(21)	65,781	(2,365)
Expected credit impairment loss (gain)	12(2)	1,472	(1,498)
Loss on inventory market price decline	6(4)	17,742	13,148
Depreciation	6(6)(7)(23)	52,587	45,704
(Gain) loss on disposal of property, plant and equipment	6(21)	(493)	22
Amortization	6(8)(23)	3,008	1,658
Provisions	6(4)(12)	17,229	17,934
Interest income	6(19)	(5,219)	(1,010)
Dividend income	6(5)(20)	(18,681)	-
Interest expense	6(22)	2,503	1,930
Employee share options	6(16)(24)	473	-
Compensation costs of employee restricted stock	6(16)(24)	9,981	16,574
Compensation costs of cash capital increase for employee preemption	6(16)(24)	-	1,508
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		1,142	(1,122)
Accounts receivable		(49,847)	(6,653)
Other receivables		-	1,921
Inventories		(137,956)	(5,971)
Prepayments		(2,857)	(2,554)
Changes in operating liabilities			
Current contract liabilities		(2,188)	3,133
Notes payable		860	536
Accounts payable		7,528	1,594
Other payables		3,575	11,981
Current provisions	6(12)	(11,676)	(11,109)
Non-current contract liabilities		-	1
Net defined benefit liabilities		(1,012)	(964)
Cash inflow generated from operations		275,755	389,315
Interest received		5,219	1,010
Dividends received		18,681	-
Interest paid		(2,464)	(1,930)
Income tax paid		(73,723)	(49,454)
Net cash flows from operating activities		223,468	338,941

(Continued)

TRANSCOM, INC.
STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2022	2021
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Increase in current financial assets at amortised cost		(\$ 230,668)	(\$ 6,000)
Decrease in current financial assets at amortised cost		52,708	134,623
Acquisition of financial assets at fair value through profit or loss — non current		(267,765)	(124,226)
Cash paid for acquisition of property, plant and equipment	6(27)	(81,085)	(133,935)
Proceeds from disposal of property, plant and equipment		495	-
Acquisition of intangible assets	6(8)	(11,022)	(811)
Increase in prepayments for equipment		(46,812)	(35,194)
(Increase)decrease in guarantee deposits paid		(13,013)	26,509
Net cash flows used in investing activities		(597,162)	(139,034)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(28)	10,000	10,000
Decrease in long-term borrowings	6(28)	-	(10,102)
Payment of lease liabilities	6(28)	(3,020)	(2,778)
Proceeds from issuing shares	6(14)	-	885,174
Cash dividends from capital surplus	6(15)	(13,446)	(40,471)
Payments of cash dividends	6(17)	(221,855)	(20,235)
Net cash flows (used in) from financing activities		(228,321)	821,588
Net (decrease) increase in cash and cash equivalents		(602,015)	1,021,495
Cash and cash equivalents at beginning of year	6(1)	1,177,645	156,150
Cash and cash equivalents at end of year	6(1)	<u>\$ 575,630</u>	<u>\$ 1,177,645</u>

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

【Attachment 4】

Comparison Table for Amendments To “Rules and Procedures of Board Meetings”			
Article	After Amendments	Before Amendments	Description
Article 3	<p>The board of directors shall meet at least quarterly.</p> <p>The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 7, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.</p>	<p>The board of directors shall meet at least quarterly.</p> <p>The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 7, paragraph 1, except for emergencies Circumstances or just cause shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.</p>	The amendments are made simultaneously in a coordance with the revision of the articles of the Competent authorities.
Article 12	<p>The company shall submit the following items for discussion by the board of directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of 	<p>The company shall submit the following items for discussion by the board of directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of 	The amendments are made simultaneously in a coordance with the revision of the articles of the Competent authorities.

Comparison Table for Amendments To “Rules and Procedures of Board Meetings”

Article	After Amendments	Before Amendments	Description
	<p>the internal control system.</p> <p>4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p><u>6. If the board of directors does not have managing directors, the election or discharge of the chairman of the board of directors.</u></p> <p><u>7.</u> The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><u>8.</u> A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p><u>9.</u> Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph <u>8</u> of the preceding paragraph means a related party as</p>	<p>the internal control system.</p> <p>4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p><u>6.</u> The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><u>7.</u> A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p><u>8.</u> Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph <u>7</u> of the preceding paragraph means a related party as</p>	

Comparison Table for Amendments To “Rules and Procedures of Board Meetings”			
Article	After Amendments	Before Amendments	Description
	<p>defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise,</p>	<p>defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise,</p>	

Comparison Table for Amendments To “Rules and Procedures of Board Meetings”			
Article	After Amendments	Before Amendments	Description
	issue a written opinion in advance, which shall be recorded in the meeting minutes.	issue a written opinion in advance, which shall be recorded in the meeting minutes.	
Article 19	These Procedures were made on 14 December 2010 and have been amended on : (1) April, 9, 2013 (2) March, 23, 2018 (3) April, 26, 2019 (4) February, 24, 2020 (5) January, 19, 2021 (6) <u>November , 10, 2022</u>	These Procedures were made on 14 December 2010 and have been amended on : (1) April, 9, 2013 (2) March, 23, 2018 (3) April, 26, 2019 (4) February, 24, 2020 (5) January, 19, 2021	To add the number and date of this amendments.

【Appendix 1】

Transcom, Inc.

Articles of Incorporation

Chapter1	General Provisions
Article 1	The Company is organized in accordance with the provisions of the Company Act, and is named as Transcom, Inc.
Article 2	The Company's businesses are as follows: 1. CC01080: Electronics Components Manufacturing 2. ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval. (Research, develop, produce, manufacture, sell the following items: Microwave semiconductor components, Integrated circuit and Subsystem)
Article 3	The Company has its' head office at the Southern Taiwan Science Park. If necessary, it may set up branched in Taiwan or abroad after the resolution of the Board of Directors and the approval of the competent authority.
Article 3-1	The announcement method of the Company shall be made in accordance with Article 28 of the Company Act.
Article 4	The Company may provide endorsement and guarantee, and act as a guarantor pursuant to the Corporation's Endorsement and Guarantee Procedure if necessary for its operation.
Chapter 2	Shares
Article 5	The total capital of the Company is NTD 900 million, divided into 90,000,000 shares (including 5,100,000 technology shares), at NTD 10 each. The Board of Directors is authorized to issue the Company's shares in installments according to the business of the Company. Within the aforementioned capital, NTD 50 million divided into 5,000,000 shares at a par value NTD 10, is for employee stock options.
Article 5-1	To file for registration of issuance of new share subscription warrant which the employee acquired price is lower than book value per share of the latest CPA-audited financial report or the closing price on list, the Company shall be required to have a resolution adopted by a majority of the voting rights of the shareholders present at a meeting of shareholders representing two-thirds or more of the total number of issued shares of the Company. The Company is allowed to register multiple issues over a period of 1 year from the date of the shareholders resolution. Qualification requirements of employees, including the employees of parents

	<p>or subsidiaries of the Company meeting certain specific requirements, entitled to receive share subscription warrant, and the terms and conditions of issuance shall made by Board of Director.</p> <p>Qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements, entitled to receive restricted stock for employees and the terms and conditions of issuance shall made by Board of Director.</p>
Article 6	The total amount of investment of the Company is not subjected to the limit of 40% of paid-in capital as stipulated in Article 13 of the Company Act.
Article 7	<p>Stocks of the Company shall be registered, signed or sealed by the director representing the Company. The stocks shall be issued after proper certification by the competent authority or its authorized registration institutes.</p> <p>Stocks issued by the Company are not required to be printed. The Company shall contact the centralized securities depository enterprise institution for registration of the share certificates.</p>
Article 8	Other than otherwise regulations, “Regulations Governing the Administration of Shareholder Services of Public Companies” is followed for the Company shareholder to apply stock transferring, collateralizing, lost reporting, inheriting, changing of seals or address.
Article 9	Deleted.
Article 10	Registration for transfer of shares shall be suspended 60 days immediately before the date of annual regular shareholders’ meeting, and 30 days immediately before the date of any special shareholders’ meeting, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.
Chapter 3	Shareholders’ Meeting
Article 11	<p>Shareholders’ meetings of the Company are of two types, namely:</p> <p>(1) Annual regular shareholders’ meeting, which shall be convened by Board of Directors within 6 months after the end of each fiscal year.</p> <p>(2) Special shareholders’ meeting, which shall be convened whenever necessary in accordance with the relevant laws, rules and regulations of the Republic of China.</p>
Article 12	If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

	If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
Article 13	Notices shall be sent to all shareholders for the convening of shareholders' meetings, at least 30 days in advance for annual regular meetings, and at least 15 days in advance for special meetings.
Article 14	If shareholder unable to attend a shareholders' meeting, he/she may appoint a representative to attend it, and exercise it with a shareholder proxy form issued by the Company, in accordance with Article 177 of the Company Act, and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.
Article 15	Each share is entitled to one voting right, unless otherwise specified by other laws or regulations.
Article 16	Resolutions at a shareholders' meeting shall, unless otherwise specified by other laws or regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which be conducted in accordance to Article 183 of the Company Act. In accordance with the regulations of the competent authorities, shareholders of the Company may exercise his/her/its voting power by way of electronic transmission, which shall be deemed to have attended the said shareholders' meeting in person. Other matters shall be conducted in accordance with relevant laws and regulations.
Article 16-1	It shall be resolved in the shareholders' meeting and then apply to competent authority, if the Company propose to withdraw public offering. This article shall not be modified during the Company on public.
Article 16-2	The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.
Chapter 4	Management of the Company
Article 17	The Company shall have 5 to 11 directors, which including at least 3 independent directors. The number of Independence Directors shall not less than one-fifth of all Directors. The Directors shall be elected in the shareholders' meeting. The term of Directors shall be 3 years, and all Directors shall be eligible for re-election.

	<p>The election of Independent and Non-Independent Directors shall be conducted in accordance with Article 192-1 of the Company Act, where the system of nomination of candidates shall be adopted. The nomination of Directors and related announcement shall comply with the relevant regulations of the Company Act and the Securities and Exchange Act. The independent and non-independent Directors shall be elected at the same time, and the number of elected Directors shall be calculated separately.</p> <p>The Company shall purchase Directors and Officers Liability Insurance with respect to liabilities resulting from exercising directors' duties during their terms.</p> <p>After the Company went on public, the total number of shares that all Directors shall hold shall be in accordance with the requirement of the competent authorities.</p>
Article 17-1	<p>The Company shall establish audit committee in accordance with Article 14-4 of the Securities and Exchange Act. Other matters not mentioned in Article shall be conducted in accordance with Company Act, Securities and Exchange Act, other relevant laws or regulations, and procedures of the Company. Supervisors are not required if the Company establish audit committee. A resolution on a matter at an audit committee meeting requires the approval of a majority of the audit committee.</p>
Article 18	<p>Remuneration Committee or other functional committee could be established by Board of Directors if necessary for operation.</p>
Article 19	<p>The Board of Directors shall elect a chairman from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors.</p> <p>The chairman shall be on behalf of the Company externally.</p>
Article 20	<p>Meetings of Board of Directors shall be convened by the chairman. The convening notice of the Board of Directors Meeting shall be notified to each Director via paper, FAX, or E-mail with reasons for the meeting at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.</p>
Article 21	<p>In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, it shall be conducted in accordance with Article 208 of the Company Act.</p> <p>Each director shall attend the meeting of the board of directors in person; if</p>

	attendance in person is not possible, they may appoint another director to attend as their proxy. A director appointing another director to attend a board meeting in his/her/its place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting. A proxy aforementioned may accept a proxy from one person only.
Article 22	A meeting of the board of directors may be proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.
Article 23	Directors of the Company shall be entitled to remuneration for their duty regardless of profit or loss of the Company. The remuneration committee shall consider the participation, contribution of the chairman and directors, and the remuneration of the peers to propose the remuneration; and then submit to the Board of Directors.
Article 24	The Company may appoint one or more Chief Executive Officer, Presidents, Vice Presidents or such other officers. The appointment, discharge and remuneration of management shall be conducted in accordance with Article 29 of the Company Act. The management's remuneration shall be resolved by Board of Directors after the resolution of Remuneration Committee.
Article 25	Chief Executive Officer shall operate in accordance with the resolutions made by Board of Directors.
Chapter 5	Accounting
Article 26	The Company's fiscal year begins on January 1, and ends on December 31. The final account closing shall be conducted at end of every fiscal year.
Article 27	After fiscal year, the Board of Directors shall prepare the following reports and submit to the regular meeting of shareholders for audit and approval in accordance with legal procedures. I. Business Report II. Financial Statements III. Proposal for Earnings and Deficit Compensation
Article 28	Distribution of the dividends and bonuses shall be effected in proportion to the number of shares held by each shareholder accordingly. The Company shall not pay dividends or bonuses, if there is no surplus earnings.
Article 29	The Company shall appropriate no less than 4% of the profit of the fiscal year as employees' compensation and no more than 2% of the profit of the fiscal year as directors' bonus. The employees' compensation shall be distributed in shares or cash by the resolution of the board of directors. The employees of

	<p>the subordinate companies that meet certain specific requirements may be granted such compensation. Distribution of Employees' and Directors' compensation shall be resolved by Board of Directors and submitted to the shareholders' meeting.</p> <p>In case of accumulated loss, the Company shall retain figures to make up for the loss, and then appropriate compensations in accordance with the aforementioned Article.</p>
Article 29-1	<p>If there is any profit after closing account in a fiscal year, the Company shall first pay tax due, cover accumulated loss and set aside ten percent (10%) of it as legal reserve. However, when the legal reserve amounts to the authorized capital, this shall not apply. And then the Company set aside or reverse a special reserve in accordance with laws and regulations. The Board of Directors shall prepare the proposal for distribution and be resolved in the shareholders' meeting if there is retained earnings.</p> <p>The Company authorizes the Board of Directors to distribute all or part of the retained earnings, capital surplus or legal reserve in cash to shareholders after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by at least two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting; it shall be resolved in the shareholders' meeting if it distributes in shares.</p> <p>The Company's dividend policy shall take the future planning, investment environment, capital needs, shareholders' benefit and other factors into consideration. The Company shall not distribute less than 40% of the retained earnings to shareholders, however it may not distribute if the retained earnings less than 10% of common stock. The Company may distribute the retained earnings to shareholders in shares or cash, and the cash dividends shall not less than 10% of the total dividends.</p>
Article 30	Distribution of the dividends shall be in accordance with the record date of the shareholder registration.
Chapter 6	Supplementary Provisions
Article 31	Deleted.
Article 32	The Company's organizational rules and regulations shall be stipulated separately by the Board of Directors.
Article 33	Matters not specified in the Articles of the Incorporation shall be conducted in accordance with the provisions of the Company Act and the relevant laws and regulations.

Article 34	<p>The Articles of Incorporation is established on April, 29, 1998.</p> <p>The 1st amendment was made on July, 13, 1999.</p> <p>The 2nd amendment was made on July, 11, 2000.</p> <p>The 3rd amendment was made on August, 15, 2000.</p> <p>The 4th amendment was made on June, 25, 2002.</p> <p>The 5th amendment was made on June, 24, 2003.</p> <p>The 6th amendment was made on June, 28, 2007.</p> <p>The 7th amendment was made on June, 29, 2011.</p> <p>The 8th amendment was made on June, 29, 2012.</p> <p>The 9th amendment was made on June, 26, 2013.</p> <p>The 10th amendment was made on June, 23, 2016.</p> <p>The 11th amendment was made on October, 31, 2018.</p> <p>The 12th amendment was made on June, 11, 2019.</p> <p>The 13th amendment was made on May, 20, 2020.</p> <p>The 14th amendment was made on June, 28, 2022.</p>
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【Appendix 2】

Transcom, Inc.

Rules of Procedure for Shareholders' Meeting

Adopted at the shareholders' meeting on June 28, 2022

- Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
- Article 3 Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.
- Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.
- This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental

materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

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

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

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

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a

shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

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

Article 4 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment. After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before

the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

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

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

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

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

In the event of a virtual shareholders meeting, shareholders wishing to attend

the meeting online shall register with this Corporation two days before the meeting date.

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

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

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 7 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there

is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8 This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

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

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

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

In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time, however, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

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

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed

without a resolution of the shareholders meeting.

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

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

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

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

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

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

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

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

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

Where a virtual shareholders meeting is convened, shareholders attending the

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

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

Article 12 Voting at a shareholders meeting shall be calculated based the number of shares.

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

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

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

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

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the

extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

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

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

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

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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

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

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

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

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

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

Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20

days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

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

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

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

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

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

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

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

Article 18 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19 In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

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

Article 21 In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide

relevant real-time services before and during the meeting to help resolve communication technical issues.

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

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

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

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

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

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares

represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

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

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

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

Article 23 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

These Rules were made on June, 24, 2003 and have been amended on :

- (1) June, 29, 2012
- (2) June, 26, 2013
- (3) June, 12, 2015
- (4) June, 11, 2019
- (5) May, 20, 2020
- (6) April, 15, 2021
- (7) June, 28, 2022

【Appendix 3】

Transcom, Inc. Directors' Shareholdings

1. According to Article 26 of the Securities and Exchange Act, the minimum shareholding for all directors is 5,425,663 shares. As of May 1, 2023, all directors' shareholdings is 5,869,703 shares (Since the Company has two or more independent directors, shareholdings requirement of all directors other than the independent directors shall be decreased by 20%.)
2. The shares held by independent directors are not counted towards the shares held by all directors.
3. As the company has set up an audit committee, the minimum shareholding requirements for supervisors do not apply.
4. Directors' shareholdings :

(As of the record date for this shareholders' meeting : May 1, 2023)

Title	Name	Number of shareholdings	Shareholding Percentage
Chairman	CHANG,CHIAN-SERN	1,882,726	2.78%
Director	DAVID S. WANG	644,806	0.95%
Director	LU,FENG-CHIH	737,078	1.09%
Director	JHANG,WEI-HAN	186,569	0.27%
Director	WU,CHANG-LUEN	986,868	1.46%
Director	GUO,LI-JHEN	1,431,656	2.11%
Independent director	FANG,PING-HUANG	0	0.00%
Independent director	HONG,YAO	22,050	0.03%
Independent director	WANG,TIEN-CHIN	74,767	0.11%
Independent director	LEE,BING-JYR	16,700	0.02%
Total		5,983,220	8.82%

Note : As of the record date for this shareholders' meeting May 1, 2023 has 67,820,782 shares issued.