

AP Memory Technology Corp.

Minutes of 2021 General Shareholders' Meeting

(This English version is a translation of the Chinese Version and is not an official document of the shareholders meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.)

Time: 9:00 AM (on Friday) August, 20, 2021

Place: 2F, No.3, Taiyuan 1st St., Zhubei City, Hsinchu County 302, Taiwan

Total outstanding shares: Issued 74,338,623 shares - Treasury stock 258,000 shares
= 74,080,623 shares

Total shares represented by shareholders present in person or by proxy: 47,238,531 shares.

Percentage of shares held by shareholders present in person or by proxy: 63.76%.

Directors present: Chen, Wen Liang ; Liu, Jing-Hong ; Hsieh, Ming-Lin ; Yeh, Rui-Bin

Chairman: Dr. Chen, Wen Liang, the Chairman of Board of Directors

Recorder: Hong, Shu-Ling

1. Commencement of the Meeting: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.
2. Chairman's Address: (Omitted)
3. Report Items
 - Item 1: To report the business of 2020 (Attachement 1)
 - Item 2: The 2020 Audit Committee's Review report (Attachement 3)
 - Item 3: To Report 2020 employees' profit sharing bonus and directors' compensation
 - Explanatory Notes:
 - A. The Board of Directors approved 2020 employees' profit sharing bonus and directors' compensation on March 12th, 2021. The employees' profit sharing bonus and directors' compensation are to be distributed in cash.
 - B. 2020 employees' total cash bonus and profit sharing bonus is NT\$34,592,015, and directors' compensation is NT\$8,000,000.
 - Item 4: To report 2020 earnings distribution
 - Explanatory Notes: 2020 earnings distribution adopted at the meeting of the Board of Directors is as follows:

- A. Earnings Available for Distribution as of December 31, 2020: NT\$241,326,729
- B. Cash dividends to common shareholders: Totaling NT\$ 370,373,115. Each common shareholder will be entitled to receive a cash dividend of NT\$5.0 per share.
- C. The Board Chairman is delegated to decide any matters in terms of the change of record date and payout ratio.

Item 5: Revision of Rules and Procedures of Board of Director Meetings

Explanatory Notes: In conjunction with amendments of R.O.C. "Company Law", "Securities and Exchange Act", and "Regulations Governing Procedure for Board of Directors Meetings of Public Companies", it is proposed to amend the Company's "Rules and Procedure for Board of Directors Meetings". (Attachment 4)

Item 6: Revision of Codes of Ethical Conduct

Explanatory Notes: Regarding amendments of R.O.C. "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies", it is proposed to amend the Company's "Codes of Ethical Conduct". (Attachment 5)

Item 7: Revision of Procedures for Ethical Management and Guidelines for Conduct

Explanatory Notes: Regarding amendments of R.O.C. "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies", it is proposed to amend the Company's "Procedures for Ethical Management and Guidelines for Conduct". (Attachment 6)

4. Proposed Resolutions

Item 1: To accept the 2020 Business Report and Financial Statements

(Proposed by the Board of Directors)

Explanatory Notes:

- A. 2020 Financial Statements, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statements of Cash Flows, were audited by independent auditors, Mr. Chiu, Cheng-Chun and Mr. Wu, Shih-Tsung, of Deloitte & Touche.
- B. Please refer to 2020 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements (Attachment 1, 2, and 3).

Resolution: RESOLVED, that the above proposal be and hereby was acknowledged as proposed. Shares present at the time of voting: 47,238,531.

| Result | (%) |
|---|--------|
| Votes in favor : 46,722,309 (electronic votes : 9,661,021) | 98.90% |
| Votes in against : 16,386 (electronic votes : 16,386) | 0.04% |
| Invalid Votes : 499,836 (electronic votes : 397,205) | 1.06% |

Item 2: To accept the proposal for distribution of 2020 profit distribution table

(Proposed by the Board of Directors)

Explanatory Notes:

| Description | Amount(NTD) | Remarks |
|--|--------------------|---------------------|
| Unappropriated retained earnings of previous years | 241,326,729 | Note |
| Add:Net Income of 2020 | 811,709,316 | |
| Special reserve | 4,576,164 | |
| Less: Legal Serve | (81,170,932) | |
| Earnings available for distribution | 976,441,277 | |
| Distribution items: | | NT\$5.0 / per share |
| Cash Dividend to common shareholders | (370,373,115) | |
| Unappropriated retained earnings | <u>606,068,162</u> | |

Note: The Company shall set aside a special reserve from the net inductions from shareholders' equity (including exchange differences from the translation of financial statements of foreign operation) for the current fiscal year.

Resolution: RESOLVED, that the above proposal be and hereby was acknowledged as proposed. Shares present at the time of voting:47,238,531.

| Result | (%) |
|---|--------|
| Votes in favor : 46,730,409 (electronic votes : 9,669,121) | 98.92% |
| Votes in against : 9,386 (electronic votes : 9,386) | 0.02% |
| Invalid Votes : 498,736 (electronic votes : 396,105) | 1.06% |

5. Discussions

Item 1: To revise the "Articles of Incorporation"

(Proposed by the Board of Directors)

Explanatory Notes: In order to operation flexibility, it is proposed to make amendment on the Company's "Articles of Incorporation". Please refer to the comparison table for the Articles of Incorporation before and after revision (Attachment 7)

Resolution: RESOLVED, that the above proposal be and hereby was approved as proposed.

Shares present at the time of voting: :47,238,531.

| Result | (%) |
|---|--------|
| Votes in favor : 46,631,487 (electronic votes : 9,570,199) | 98.71% |
| Votes in against : 108,584 (electronic votes : 108,584) | 0.23% |
| Invalid Votes : 498,460 (electronic votes : 395,829) | 1.06% |

Item 2: Revision of the Employee Stock Option Issuance and Share Subscription Plan of 2016II, 2018, 2019 and 2020.

(Proposed by the Board of Directors)

Explanatory Notes: Consideration of the Revision of article 6 of “Articles of Incorporation”, it is proposed to make amendment on Employee Stock Option Issuance and Share Subscription Plan of 2016II, 2018, 2019 and 2020. Please refer to the comparison table for before and after revision (Attachment 8, 9, 10, and 11)

Resolution : RESOLVED, that the above proposal be and hereby was approved as proposed.

Shares present at the time of voting: :47,238,531

| Result | (%) |
|---|--------|
| Votes in favor : 46,631,487 (electronic votes : 9,570,199) | 98.89% |
| Votes in against : 108,584 (electronic votes : 108,584) | 0.05% |
| Invalid Votes : 498,460 (electronic votes : 395,829) | 1.06% |

Item 3: To revise the “Rules of Procedure for Shareholders Meetings”

(Proposed by the Board of Directors)

Explanatory Notes: In order to enhance corporate governance, it is proposed to make amendment on the Company’s “the Rules of Procedure for Shareholders Meetings”. Please refer to the comparison table for before and after revision (Attachment 12)

Resolution: RESOLVED, that the above proposal be and hereby was approved as proposed.

Shares present at the time of voting: :47,238,531.

| Result | (%) |
|---|--------|
| Votes in favor : 46,722,585 (electronic votes : 9,661,297) | 98.89% |
| Votes in against : 18,486 (electronic votes : 18,486) | 0.05% |
| Invalid Votes : 497,460 (electronic votes : 395,829) | 1.06% |

6. Directors Election

To elect two Independent Directors to fill the vacancy.

(Proposed by the Board of Directors)

Explanatory Notes:

- A. The Company received a letter of resignation from Independent Director Yeh, Shu on April 1, 2021. The letter has expressed his intention to, under the consideration of regulatory compliance; resign as an independent director of the Company from May 31, 2021. And a by-election of independent director as prescribed in the Company’s Articles of Incorporation will take place.
- B. In addition, the Company’s current chairman and president are the same person. According to Article 4 of “Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board’s Exercise of Powers”, the number of independent directors should not be less than four people. Therefore, under the aforesaid consideration of corporate governance, the

intimation of resignation filed by the Company's corporate director Shanyi Investment Co., Ltd. (including the representative thereof, Hung, Chih-Hsun) on April 6, 2021 also requires a by-election of independent director as the resignation will come into effect on June 16, 2021.

- C. In Summary, the Board of Directors approved to elect two new independent directors to fill such vacancies at the 2021 Annual Meeting of Shareholders. The term of office of the independent director to be elected shall expire on the same date as the term of the existing directors (from June 17, 2021 to June 14th, 2023).
- D. The independent directors shall be elected by adopting candidates nomination system as specified in Article 192-1 of the R.O.C. Company Law. The independent director shall be elected from the nominated candidate, whose education and professional qualifications, experience and relevant information, please refer to Attachment 13.

Voting Result :

| Title | Shareholder account number or ID card number | Name | Elected Votes |
|----------------------|--|-------------|---------------|
| Independent Director | A1100xxxxx | Liu, Frank | 45,746,658 |
| Independent Director | S2223xxxxx | Wang, Hsuan | 45,694,744 |

7. Other Proposal

Item: To release the prohibition on the Director and Newly Elected Independent Directors from participating in the competitive business.

(Proposed by the Board of Directors)

Explanatory Notes:

- A. Directors who participate in the operations of another company that engages in the same or similar business scope as the Company hereby request the shareholders' approval to release these directors and their proxies from the non-competition restrictions in accordance with Article 209 of the Company Act.
- B. Please refer to Attachment 14 for the status of the competition of the Director and Newly Elected Independent Directors.

8. Extemporary Motions: None

9. Adjournment

Attachment

Attachment 1.

Business Report

AP Memory earned NT\$ 811,710K (NT\$ 11.00 per share) in net income in 2020. Excluding the gains from Zentel Japan transaction, our net income was NT\$ 465,377K (NT 6.31 per share). Compared to the loss of NT\$ 395,065K (NT\$ 5.33 per share) in 2019, the Company has achieved a major turnaround in financial performance.

| | 2020 (A) | 2019 (B) | Δ AMT (C=A-B) | $\Delta\%$ (C/B) |
|--|-----------|-------------|----------------------|------------------|
| Revenue | 3,549,497 | 3,416,669 | 132,828 | 4% |
| Gross Profit | 1,025,671 | 480,641 | 545,030 | 113% |
| Gross Profit Margin (%) | 29% | 14% | 15% | 105% |
| Operating Expenses | 505,925 | 487,984 | 17,941 | 4% |
| Operating Expenses Rate (%) | 14% | 14% | (0%) | (0%) |
| Operating Income (Loss) | 519,746 | (7,343) | 527,089 | 7,178% |
| Non-Operating P/L | 420,609 | (347,014) | 767,623 | 221% |
| Net Income (Loss) before Tax | 940,355 | (354,357) | 1,294,712 | 365% |
| Income (Loss) from Continuing Operation | 815,370 | (322,973) | 1,138,343 | 352% |
| Income (Loss) from Discontinued Operation | 5,613 | (72,092) | 77,705 | 108% |
| Net Income (Loss) | 820,983 | (395,065) | 1,216,048 | 308% |
| Net Income (Loss) Attributable to Parent Company | 811,710 | (395,065) | 1,206,775 | 305% |

Our balance sheet has also seen great improvement over 2019. Cash position is up substantially, and inventory is back to normal level.

| | 2020 (D) | 2019 (E) | Δ AMT (F=D-E) | $\Delta\%$ (F/E) |
|-----------------------------------|----------|-----------|----------------------|------------------|
| Cash and Cash Equivalents | 662,967 | 584,264 | 78,703 | 13% |
| Financial Assets at FVTPL-Current | 930,536 | 30,003 | 900,533 | 3,001% |
| Inventories | 625,055 | 1,130,802 | (505,747) | (45%) |

■ Business Refocusing

Prior to 2017, our business focused almost exclusively on pseudo-SRAM products customized for feature phone market. We had tier-one customers, built-to-order business flow, a gross margin of 35-40%, and consequently very low business risk. However, we were faced with a shrinking feature phone market and risk of becoming irrelevant. We started an effort to expand our business to growing applications such as wearable devices, smart audio, smart video, MCU, LTE modem, wifi, etc. These applications are generally referred to as Internet of Things (IoT).

In 2017, we acquired and integrated Zentel Electronics, which added specialty DRAM business to our product portfolio. The acquisition greatly expanded our R&D capabilities and product portfolio. However, specialty DRAM business is fundamentally a commodity-like business, where both cost and price are sensitive to general DRAM market condition. When the DRAM market turned in late 2018, we suffered significant losses due to high inventory level. As a result, we suffered a net loss in 2019, even excluding one-time charges related to a customer quality event.

In the meantime, our efforts in expanding IoT business have started to come to fruition. We have also seen good potential in our AI Memory IP offering. In 2019, we made a decision to reduce, and eventually eliminate our reliance on our standard DRAM business. In 2020, we formally launched IoT and AI business units, respectively focused on IP-rich IoT memory and AI memory IP licensing.

As of the end of 2020, we have almost completely got out of standard DRAM business. The growth of our IoT and AI revenues has almost made up for the revenue reduction in standard DRAM. We also successfully sold 100% of our shares in Zentel Japan in 2020, adding US\$28.8M to our cash balance sheet.

■ Margin Improvement

The business refocusing has dramatically improved the quality of our revenue. Our quarterly gross margin rate has improved from 15% in Q4'19 to 40% in Q4'20. This improvement is the result of (1) reduction in low-margin standard DRAM business, (2) contribution from IP licensing, (3) improvement pricing in IoT memory products. Looking forward we expect our gross and net margin rate to be stable with a gradual up trend while maintaining a stable expense ratio.

| | 2019Q4 | 2020Q1 | 2020Q2 | 2020Q3 | 2020Q4 |
|------------------|--------|--------|--------|--------|--------|
| Gross Margin (%) | 16% | 16% | 26% | 33% | 39% |
| Net Margin (%) | 5% | 5% | 9% | 15% | 56% |

■ IoT Business Unit

Our IoT business unit provides compelling customized memory solutions to our customers. Once we have identified a compelling solution for a target application, we typically spend two to three years to complete spec-in, design-in, and validation, to achieve volume production with a lead customer. The follow-on customers of the same application can usually achieve volume production with much shorter time. Lifetimes of our products typically exceed ten years. Over time, we have a growing product portfolio and a growing revenue stream.

Our IoT product line now includes IoT memory devices with features such as ultra-low-power, ultra-high-speed, ultra-low-swing, to address specific needs of customer applications. With our growing base of design-ins, our IoT memory is becoming an industry standard for high quality and high value-added memory.

■ AI Business Unit

Our AI business unit provides licensing of high bandwidth memory solutions. Memory bandwidth is the biggest performance bottleneck for any AI computation. We were the first to propose direct wafer-on-wafer stacking of DRAM and logic to achieve memory bandwidths 10-100X above HBM.

We drive our revenue generally in two steps: license fee in design-in phase, and wafer sales revenue and/or royalty in production phase.

Our VHM™ (Versatile Heterogeneous Memory) has been designed into a number of customer projects. These design-ins have validated our initial idea. We expect adoption of our AI memory solution to gradually ramp up. The spec-in to production cycle time ranges from one to five years.

■ Business Environment and 2021 Outlook

Worldwide demand for semiconductor has exceeded supply in second half of 2020. This supply shortage has impacted our foundry supply. While we have mostly been able to secure our wafer supply, wafer prices have increased substantially. We have so far been able to manage the volatility in wafer prices. Further tightening of capacity may impact our revenue growth and gross margin rate.

Our underlying businesses are strong. Our products are competitive and our markets are growing. But most importantly, in both of business units, we are building entry barriers for competitors. We strive to firmly position ourselves to be number one in each of our niche markets. In 2021, we will make strides in that direction.

We deeply appreciate the support and encouragement of our shareholders, as well as that of our customers, suppliers, employees, and other ecosystem partners.

Chairman and President:

Chen, Wen-Liang

Attachment 2. Independent Auditors' Report

INDEPENDENT AUDITORS'S REPORT

The Board of Directors and Stockholders

AP Memory Technology Corporation

Opinion

We have audited the accompanying parent company only financial statements of AP Memory Technology Corporation (hereinafter referred to as the Corporation), which comprise the parent company only balance sheet (“parent company only balance sheet”) as of December 31, 2020 and 2019, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2020 and 2019, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

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

Assessment of Allowance for Inventory Falling Price Loss

As of December 31, 2020, the carrying amount of the Corporation's inventories was \$624,852,000, which is a significant amount that accounts for 16% of the Corporation's total assets. As determining related allowance for inventory falling price loss is subject to management's judgement and the management of physical inventories as described in Note 4 (5) and Note 5 of the Corporation's Parent company only Financial Statements, plus market competition can affect the estimation of the net realizable value of inventory, we considered the allowance for inventory falling price loss as a key audit matter.

Our main audit procedures performed in response to the key audit matter described above were as follows:

1. Understand inventory management related internal control systems and evaluate the design and implementation thereof.
2. Observe the annual inventory count to understand the status of slow-moving and damaged inventory; and further confirm whether to set relative loss of inventory falling price aside.
3. A test is carried out with the "Inventory Aging Report" and "Net Realizable Value of Inventories Report" used for the assessment. The test includes the verification of the report integrity and net realizable value; and recalculations for verifying the accuracy of related reports. In the meantime, a retrospective test is also carried out based on impairment loss incurred in the previous fiscal year and whether such loss will incur in the following years.

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

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

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

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

Auditors' Responsibilities for the Audit of the Parent company only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or

error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Corporation's parent company only financial statements for the year ended 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche Taipei, Taiwan

CPA Chiu Cheng-chun

CPA Wu Shih-tsung

Date: March 12, 2021

AP Memory Technology Corporation
PARENT COMPANY ONLY BALANCE SHEETS
As of December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars)

| Code | Assets | December 31, 2020 | | December 31, 2019 | |
|------|--|---------------------|------------|---------------------|------------|
| | | Amount | % | Amount | % |
| | Current assets | | | | |
| 1100 | Cash (Notes 4 and 6) | \$ 225,802 | 6 | \$ 217,164 | 7 |
| 1110 | Valuation gain on financial assets at fair value through profit or loss - Current (Notes 4 and 7) | 180,197 | 5 | 30,003 | 1 |
| 1136 | Financial assets at amortized cost - Current (Notes 4, 8 and 29) | 2,744 | - | 2,720 | - |
| 1170 | Accounts receivable (Notes 4, 9 and 20) | 556,225 | 15 | 452,060 | 14 |
| 1180 | Accounts receivable from related parties (Notes 4, 9 and 28) | 200,474 | 5 | 176,638 | 6 |
| 1220 | Current tax assets | 14,836 | - | - | - |
| 1200 | Other receivables (Notes 4, 9 and 28) | 401,081 | 10 | 53,310 | 2 |
| 1310 | Inventories (Notes 4, 5 and 10) | 624,862 | 16 | 975,852 | 31 |
| 1470 | Other current assets (Note 15) | 1,009 | - | 10,886 | - |
| 11XX | Total current assets | <u>2,207,230</u> | <u>57</u> | <u>1,918,633</u> | <u>61</u> |
| | Non-current assets | | | | |
| 1510 | Valuation gain on financial assets at fair value through profit or loss- Non-current (Notes 4 and 7) | 68,016 | 2 | 45,179 | 2 |
| 1550 | Investments accounted for using equity method (Notes 4 and 11) | 1,103,817 | 29 | 739,136 | 24 |
| 1600 | Property, plant and equipment (Notes 4 and 12) | 5,723 | - | 9,816 | - |
| 1755 | Right-of-use assets (Notes 4 and 13) | 40,955 | 1 | 9,542 | - |
| 1821 | Other intangible assets (Notes 4 and 14) | 13,973 | - | 28,858 | 1 |
| 1840 | Deferred income tax assets (Notes 4 and 22) | 78,811 | 2 | 74,075 | 2 |
| 1915 | Prepayments for business facilities | 1,869 | - | 2,250 | - |
| 1920 | Refundable deposits (Note 17) | 208,194 | 6 | 203,433 | 7 |
| 1990 | Other non-current assets (Note 15) | 122,764 | 3 | 103,221 | 3 |
| 15XX | Total non-current assets | <u>1,644,122</u> | <u>43</u> | <u>1,215,510</u> | <u>39</u> |
| 1XXX | Total assets | <u>\$ 3,851,352</u> | <u>100</u> | <u>\$ 3,134,143</u> | <u>100</u> |
| | Liabilities and equity | | | | |
| | Current liabilities | | | | |
| 2100 | Short-term loans (Note 16) | \$ 85,140 | 2 | \$ 200,000 | 7 |
| 2170 | Accounts payable from non-related parties | 228,188 | 6 | 243,722 | 8 |
| 2180 | Accounts payable from related parties (Note 28) | - | - | 166,474 | 5 |
| 2200 | Other payables (Note 17) | 305,268 | 8 | 133,797 | 4 |
| 2220 | Other payables from related parties (Note 28) | 15,843 | 1 | 16,566 | 1 |
| 2230 | Current tax liabilities | 71,602 | 2 | - | - |
| 2280 | Lease liabilities – Current (Notes 4 and 13) | 15,696 | - | 5,434 | - |
| 2300 | Other current liabilities (Notes 17 and 20) | 1,726 | - | 3,101 | - |
| 21XX | Total current liabilities | <u>723,463</u> | <u>19</u> | <u>769,094</u> | <u>25</u> |
| | Non-current liabilities | | | | |
| 2580 | Lease liabilities - Non-current (Notes 4 and 13) | 24,686 | - | 4,126 | - |
| 2570 | Deferred tax liabilities(Notes 4 and 22) | 233 | - | 3,602 | - |
| 2612 | Long-term payables(Note 17) | - | - | 194,764 | 6 |
| 25XX | Total non-current liabilities | <u>24,919</u> | <u>-</u> | <u>202,492</u> | <u>6</u> |
| 2XXX | Total liabilities | <u>748,382</u> | <u>19</u> | <u>971,586</u> | <u>31</u> |
| | Equity (Notes 4, 19 and 24) | | | | |
| | Share capital | | | | |
| 3110 | Ordinary share | 742,316 | 19 | 738,535 | 23 |
| 3140 | Advance receipts for ordinary share | 532 | - | - | - |
| 3100 | Total shares | <u>742,848</u> | <u>19</u> | <u>738,535</u> | <u>23</u> |
| 3200 | Capital surplus | <u>1,020,722</u> | <u>27</u> | <u>838,388</u> | <u>27</u> |
| | Retained earnings | | | | |
| 3310 | Legal reserve | 282,992 | 8 | 282,992 | 9 |
| 3320 | Special reserve | 4,576 | - | 3,225 | - |
| 3350 | Unappropriated retained earnings | <u>1,053,036</u> | <u>27</u> | <u>316,359</u> | <u>10</u> |
| 3300 | Total retained earnings | <u>1,340,604</u> | <u>35</u> | <u>602,576</u> | <u>19</u> |
| | Other equity interest | | | | |
| 3410 | Exchange differences on translation of foreign financial statements | 10,042 | - | (4,576) | - |
| 3490 | Unearned compensation cost | - | - | (1,120) | - |
| 3400 | Total other equity interest | <u>10,042</u> | <u>-</u> | <u>(5,696)</u> | <u>-</u> |
| 3500 | Treasury shares | (11,246) | - | (11,246) | - |
| 3XXX | Total equity | <u>3,102,970</u> | <u>81</u> | <u>2,162,557</u> | <u>69</u> |
| | Total liabilities and equity | <u>\$ 3,851,352</u> | <u>100</u> | <u>\$ 3,134,143</u> | <u>100</u> |

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

AP Memory Technology Corporation
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars,
except earning/ deficit per share)

| Code | | 2020 | | 2019 | |
|------|---|------------------|-----------|--------------------|--------------|
| | | Amount | % | Amount | % |
| 4100 | Operating revenue (Notes 4, 20 and 28) | \$ 3,535,263 | 100 | \$ 3,294,736 | 100 |
| 5110 | Operating costs (Notes 10, 21 and 28) | <u>2,549,684</u> | <u>72</u> | <u>3,000,251</u> | <u>91</u> |
| 5900 | Gross profit | <u>985,579</u> | <u>28</u> | <u>294,485</u> | <u>9</u> |
| | Operating expense (Notes 4, 21, 24 and 28) | | | | |
| 6100 | Selling expense | 69,721 | 2 | 64,528 | 2 |
| 6200 | Administrative expense | 85,305 | 3 | 63,450 | 2 |
| 6300 | Research and development expense | 294,269 | 8 | 291,626 | 9 |
| 6400 | Expected credit loss | <u>2,086</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| 6000 | Total operating expense | <u>451,381</u> | <u>13</u> | <u>419,604</u> | <u>13</u> |
| 6900 | Net operating income (loss) | <u>534,198</u> | <u>15</u> | (<u>125,119</u>) | (<u>4</u>) |
| | Non-operating income and expense | | | | |
| 7070 | Share of profit of subsidiaries and associates accounted for using equity method (Notes 4 and 11) | 326,833 | 9 | 27,337 | 1 |
| 7100 | Interest income (Note 4) | 2,038 | - | 2,171 | - |
| 7190 | Interest income (Notes 4, 21 and 28) | 25,212 | 1 | 24,002 | 1 |
| 7225 | Net loss on disposals of investments (Notes 7 and 25) | (5,078) | - | - | - |
| 7230 | Net foreign exchange loss (Notes 4, 21 and 30) | (44,017) | (1) | (8,708) | - |

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| Code | | 2020 | | 2019 | |
|------|---|-------------------|-----------|---------------------|--------------|
| | | Amount | % | Amount | % |
| 7235 | Net gains on financial assets at fair value through profit or loss (Note 4) | 38,050 | 1 | 57 | - |
| 7020 | Other loss (Note 17) | \$ - | - | (\$ 342,309) | (11) |
| 7510 | Interest expense | (1,727) | - | (3,523) | - |
| 7610 | Loss on disposals of property, plant and equipment | (142) | - | - | - |
| 7000 | Total non-operating income and expense | <u>341,169</u> | <u>10</u> | <u>(300,973)</u> | <u>(9)</u> |
| 7900 | Income before tax | 875,367 | 25 | (426,092) | (13) |
| 7950 | Income tax expense recognized in profit or loss (Notes 4 and 22) | (63,657) | (2) | <u>31,027</u> | <u>1</u> |
| 8200 | Net profit (loss) for the year | <u>811,710</u> | <u>23</u> | <u>(395,065)</u> | <u>(12)</u> |
| | Other comprehensive income (Notes 4 and 19) | | | | |
| 8360 | Items that may be reclassified subsequently to profit or loss:: | | | | |
| 8361 | Exchange differences on translating the financial statements of foreign operations | (1,832) | - | (1,977) | - |
| 8380 | Share of the other comprehensive income of subsidiaries accounted for using equity method | <u>12,857</u> | - | <u>626</u> | - |
| | | <u>11,025</u> | - | <u>(1,351)</u> | - |
| 8300 | Other comprehensive income for the year (net of income tax) | <u>11,025</u> | - | <u>(1,351)</u> | - |
| 8500 | Total comprehensive income for the year | <u>\$ 822,735</u> | <u>23</u> | <u>(\$ 396,416)</u> | <u>(12)</u> |
| | Earnings (losses) per share (Note 23) | | | | |
| 9750 | Basic | <u>\$ 11.00</u> | | <u>(\$ 5.33)</u> | <u>\$ -</u> |
| 9850 | Diluted | <u>\$ 10.84</u> | | <u>(\$ 5.33)</u> | <u>\$ -</u> |

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

AP Memory Technology Corporation
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the years ended December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars)

| Code | | Ordinary share (Notes 4, 19 and 24) | | | | Capital surplus | Retained earnings (Notes 4 and 19) | | | | Other equity (Notes 4, 19 and 24) | | | Total equity | |
|------|---|-------------------------------------|------------|--|--------------|-------------------------|------------------------------------|-----------------|-------------------------------------|--------------|---|-------------------------------|-------------------------------------|---------------|--------------|
| | | Number of shares (in thousands) | Amount | Advance receipts for ordinary share | Total shares | (Notes 4, 19 and 24) | Legal reserve | Special reserve | Unappropriated retained earnings | Total | Exchange differences on translating the financial statements of foreign operations | Unearned compensation cost | Treasury shares (Notes 4 and 19) | | |
| A1 | Balance at January 1, 2019 | 75,280 | \$ 752,805 | \$ - | \$ 752,805 | \$ 851,282 | \$ 271,445 | \$ 5,594 | \$ 781,918 | \$ 1,058,957 | (\$ 3,225) | (\$ 10,102) | (\$ 13,327) | (\$ 11,246) | \$ 2,638,471 |
| | Appropriation and distribution of earnings for the year 2018 | | | | | | | | | | | | | | |
| B1 | Legal reserve | - | - | - | - | - | 11,547 | (11,547) | - | - | - | - | - | - | - |
| B3 | Special reserve | - | - | - | - | - | (2,369) | 2,369 | - | - | - | - | - | - | - |
| B5 | Cash dividends distributed by the Corporation | - | - | - | - | - | - | (37,539) | (37,539) | - | - | - | - | - | (37,539) |
| T1 | Compensation cost for employee share options | - | - | - | - | 3,172 | - | - | - | - | - | - | - | - | 3,172 |
| D1 | Net profit for the year 2019 | - | - | - | - | - | - | (395,065) | (395,065) | - | - | - | - | - | (395,065) |
| D3 | Other comprehensive income after tax for the year 2019 | - | - | - | - | - | - | - | - | - | (1,351) | - | (1,351) | - | (1,351) |
| D5 | Total comprehensive income for the year 2019 | - | - | - | - | - | - | (395,065) | (395,065) | (1,351) | - | (1,351) | - | (396,416) | |
| N1 | Issuance of ordinary shares under the employee share option plan | 79 | 790 | - | 790 | 903 | - | - | - | - | - | - | - | - | 1,693 |
| T1 | Retirement of restricted stock awards (RSAs) | (6) | (60) | - | (60) | (421) | - | - | - | - | - | 120 | 120 | - | (361) |
| N1 | Issuance of restricted stock awards (RSAs) by the Corporation | - | - | - | - | - | - | - | - | - | - | 8,862 | 8,862 | - | 8,862 |
| L1 | Purchase of treasury shares | - | - | - | - | - | - | - | - | - | - | - | (55,325) | (55,325) | |
| L3 | Retirement of treasury shares | (1,500) | (15,000) | - | (15,000) | (16,548) | - | (23,777) | (23,777) | - | - | - | 55,325 | - | |
| Z1 | Balance at December 31, 2019 | 73,853 | 738,535 | - | 738,535 | 838,388 | 282,992 | 3,225 | 316,359 | 602,576 | (4,576) | (1,120) | (5,696) | (11,246) | 2,162,557 |
| | Appropriation and distribution of earnings for the year 2019 | | | | | | | | | | | | | | |
| B3 | Special reserve | - | - | - | - | - | - | 1,351 | (1,351) | - | - | - | - | - | - |
| B5 | Cash dividends distributed by the Corporation | - | - | - | - | - | - | (73,682) | (73,682) | - | - | - | - | - | (73,682) |
| T1 | Compensation cost for employee share options | - | - | - | - | 10,365 | - | - | - | - | - | - | - | - | 10,365 |
| D1 | Net profit for the year 2020 | - | - | - | - | - | - | 811,710 | 811,710 | - | - | - | - | - | 811,710 |
| D3 | Other comprehensive income after tax for the year 2020 | - | - | - | - | - | - | - | - | - | 11,025 | - | 11,025 | - | 11,025 |
| D5 | Total comprehensive income for the year 2020 | - | - | - | - | - | - | 811,710 | 811,710 | 11,025 | - | 11,025 | - | 822,735 | |
| M5 | Difference between consideration and carrying amount of subsidiaries acquired or disposed | - | - | - | - | 153,042 | - | - | - | - | 3,593 | - | 3,593 | - | 156,635 |
| M7 | Changes in ownership interests in subsidiaries | - | - | - | - | 401 | - | - | - | - | - | - | - | - | 401 |
| N1 | Issuance of ordinary shares under the employee share option plan | 378 | 3,781 | 532 | 4,313 | 18,526 | - | - | - | - | - | - | - | - | 22,839 |
| N1 | Issuance of restricted stock awards (RSA) by the Corporation | - | - | - | - | - | - | - | - | - | - | 1,120 | 1,120 | - | 1,120 |
| Z1 | Balance at December 31, 2020 | 74,231 | \$ 742,316 | \$ 532 | \$ 742,848 | \$ 1,020,722 | \$ 282,992 | \$ 4,576 | \$ 1,053,036 | \$ 1,340,604 | \$ 10,042 | \$ - | \$ 10,042 | (\$ 11,246) | \$ 3,102,970 |

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

AP Memory Technology Corporation
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars)

| Code | | 2020 | 2019 |
|--------|---|------------|--------------|
| | Cash flow from operating activities | | |
| A10000 | Income before tax for the year | \$ 875,367 | (\$ 426,092) |
| A20010 | Adjustments to reconcile profit (loss) | | |
| A20100 | Depreciation expense | 13,814 | 37,815 |
| A20200 | Amortization expense | 16,403 | 15,482 |
| A20300 | Expected credit loss | 2,086 | - |
| A20400 | Valuation gain on financial assets at fair value through profit or loss | (38,050) | (3) |
| A20900 | Interest expense | 1,727 | 3,523 |
| A21200 | Interest income | (2,038) | (2,171) |
| A21300 | Dividend income | (155) | - |
| A21900 | Cost of share-based payment | 11,917 | 10,167 |
| A22300 | Share of profit (loss) of subsidiaries and associates accounted for using equity method | (326,833) | (27,337) |
| A22500 | Loss on disposal and scrap of property, plant and equipment | 142 | - |
| A29900 | Loss on disposal of subsidiaries accounted for using equity method | 5,539 | - |
| A23200 | Gains on disposal of associates accounted for using equity method | (461) | - |
| A23700 | Loss of inventory falling price and slow-moving inventory | 26,333 | 2,209 |
| A23900 | Reversal of (reserve for) unrealized loss on transaction with associates | 9,728 | (9,728) |
| A24100 | Unrealized foreign exchange loss | 24,645 | 1,921 |
| A29900 | Reserve for customer complaint loss | - | 342,309 |
| A30000 | Changes in operating assets and liabilities | | |
| A31115 | Decrease (increase) in financial assets mandatorily measured at fair value through profit or loss | (134,192) | (75,179) |
| A31150 | Accounts receivable | (516,817) | (53,855) |
| A31180 | Other receivables | (1,374) | (20,951) |
| A31200 | Inventories | 324,657 | 603,445 |
| A31230 | Prepayment | (7,847) | 101,727 |
| A31240 | Other current assets | 431 | 804 |
| A31990 | Refundable deposits | - | (200,000) |
| A32150 | Accounts payable | (180,946) | (490,920) |

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| <u>C o d e</u> | | <u>2020</u> | <u>2019</u> |
|----------------|---|--------------------|--------------------|
| A32180 | Other payables | (24,147) | (113,043) |
| A32230 | Other current liabilities | (<u>1,375</u>) | (<u>13,761</u>) |
| A33000 | Cash inflow (outflow) generated from operations | 78,554 | (313,638) |
| A33100 | Interest received | 2,014 | 2,171 |
| A33200 | Dividend received | 155 | - |
| A33300 | Interest paid | (1,806) | (3,318) |
| A33500 | Income taxes paid | (<u>160</u>) | (<u>15,553</u>) |
| AAAA | Net cash inflow (outflow) generated from operating activities | <u>78,757</u> | (<u>330,338</u>) |
| | Cash flows from investing activities | | |
| B02300 | Proceeds from disposal of subsidiaries | 6,946 | - |
| B01800 | Acquisition of investment accounted for using equity method | (500) | - |
| B00600 | Acquisition of financial assets at amortized cost | - | (25) |
| B02700 | Purchase of property, plant and equipment | (3,107) | (3,688) |
| B03700 | Decrease (increase) in refundable deposits | (4,761) | 1,307 |
| B04500 | Acquisition of intangible assets | (1,518) | (10,824) |
| B07100 | Increase in prepayments for business facilities | (1,869) | - |
| B07600 | Dividends received from associates and subsidiaries | <u>107,740</u> | <u>122,108</u> |
| BBBB | Net cash flows from investing activities | <u>102,931</u> | <u>108,878</u> |
| | Cash flows from (used in) financing activities | | |
| C00200 | Decrease in short-term loans | (114,860) | (100,000) |
| C04020 | Payment of lease liabilities | (7,347) | (11,280) |
| C04500 | Cash dividend paid | (73,682) | (37,539) |
| C04800 | Exercise of employee share options | 22,839 | 1,693 |
| C04900 | Payments to acquire or redeem entity's shares | - | (55,325) |
| C05400 | Acquisition of ownership interests in subsidiaries (Note 11) | - | (7,685) |
| C05500 | Disposal of ownership interests in subsidiaries | <u>-</u> | <u>279,533</u> |
| CCCC | Net cash flows from (used in) financing activities | (<u>173,050</u>) | (<u>69,397</u>) |
| EEEE | Net decrease in cash | 8,638 | (152,063) |
| E00100 | Cash at the beginning of the year | <u>217,164</u> | <u>369,227</u> |
| E00200 | Cash at the end of the year | <u>\$ 225,802</u> | <u>\$ 217,164</u> |

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

Declaration of Consolidation of Financial Statements of Affiliates

Declaration of Consolidation of Financial Statements of Affiliates

We hereby declare that the companies required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2020 are all the same as the companies required to be included in the consolidated financial statements of a parent and its subsidiaries under International Financial Reporting Standard 10 “Consolidated Financial Statements.” Relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of a parent and its subsidiaries. Hence, we will not prepare a separate set of consolidated financial statements of affiliates.

AP Memory Technology Corporation

Chairman and President:

Chen Wen-Liang

Date: March 12, 2021

INDEPENDENT AUDITORS'S REPORT

The Board of Directors and Stockholders

AP Memory Technology Corporation

Opinion

We have audited the accompanying consolidated financial statements of AP Memory Technology Corporation and Subsidiaries (hereinafter referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of the most significance in our audit of the Group's consolidated financial statements for the year ended 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of Allowance for Inventory Falling Price Loss

As of December 31, 2020, the carrying amount of the Group's inventories was NTD625,055, 000, which is a significant amount that accounts for 16% of the Group's total consolidated assets. As determining related allowance for inventory falling price loss is subject to management's judgement and the management of physical inventories as described in Note 4 (6) and Note 5 of the Group's consolidated financial statements, plus market competition can affect the estimation of the net realizable value of inventory, we considered the allowance for inventory falling price loss as a key audit matter.

Our main audit procedures performed in response to the key audit matter described above were as follows:

1. Understand inventory management related internal control systems and evaluate the design and implementation thereof.
2. Observe the annual inventory count to understand the status of slow-moving and damaged inventory; and further confirm whether to set relative loss of inventory falling price aside.
3. A test is carried out with the "Inventory Aging Report" and "Net Realizable Value of Inventories Report" used for the assessment. The test includes the verification of the report integrity and net realizable value; and recalculations for verifying the accuracy of related reports. In the meantime, a retrospective test is also carried out based on impairment loss incurred in the previous fiscal year and whether such loss will incur in the following years.

Other Matters

We have also audited the parent company only financial statements of AP Memory Technology Corporation as of and for the year ended 2020 and 2019 on which we have issued an unqualified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors'

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Group's consolidated financial statements for the year ended 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche Taipei, Taiwan

CPA Chiu Cheng-chun

CPA Wu Shih-tsung

Date: March 12, 2021

AP Memory Technology Corporation and Subsidiaries

Consolidated Balance Sheets

As of December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars)

| C o d e | Assets | December 31, 2020 | | December 31, 2019 | |
|---------|---|---------------------|------------|---------------------|------------|
| | | Amount | % | Amount | % |
| | Current assets | | | | |
| 1100 | Cash and cash equivalents (Notes 4 and 6) | \$ 662,967 | 17 | \$ 584,264 | 18 |
| 1110 | Financial assets at fair value through profit or loss - Current (Notes 4 and 7) | 930,536 | 23 | 30,003 | 1 |
| 1136 | Financial assets at amortized cost - Current (Notes 4, 8 and 33) | 60,215 | 1 | 3,225 | - |
| 1170 | Accounts receivable (Notes 4, 9, 23 and 32) | 600,601 | 15 | 588,346 | 18 |
| 1200 | Other receivables (Notes 4 and 9) | 401,777 | 10 | 60,134 | 2 |
| 1220 | Current tax assets (Note 4) | 20,453 | 1 | - | - |
| 1310 | Inventories (Notes 4, 5 and 10) | 625,055 | 16 | 1,130,802 | 36 |
| 1470 | Other current assets (Note 18) | 8,423 | - | 31,341 | 1 |
| 11XX | Total current assets | <u>3,310,027</u> | <u>83</u> | <u>2,428,115</u> | <u>76</u> |
| | Non-current assets | | | | |
| 1510 | Financial assets at fair value through profit or loss - Non-current (Notes 4 and 7) | 68,016 | 2 | 45,179 | 1 |
| 1540 | Financial assets at amortized cost - Non-current (Notes 4 and 8) | 5,865 | - | 6,080 | - |
| 1550 | Investments accounted for using equity method (Notes 4 and 13) | 79,905 | 2 | 82,525 | 3 |
| 1600 | Property, plant and equipment (Notes 4 and 14) | 8,009 | - | 14,854 | 1 |
| 1755 | Right-of-use assets (Notes 4 and 15) | 46,096 | 1 | 23,026 | 1 |
| 1805 | Goodwill (Notes 4 and 16) | - | - | 76,204 | 2 |
| 1821 | Other intangible assets (Notes 4 and 17) | 35,103 | 1 | 107,709 | 3 |
| 1840 | Deferred tax assets (Notes 4 and 25) | 78,811 | 2 | 74,075 | 2 |
| 1915 | Prepayments for business facilities | 1,869 | - | 2,844 | - |
| 1920 | Refundable deposits (Note 20) | 208,547 | 5 | 206,686 | 7 |
| 1995 | Other non-current assets (Note 18) | 141,152 | 4 | 109,728 | 4 |
| 15XX | Total non-current assets | <u>673,373</u> | <u>17</u> | <u>748,910</u> | <u>24</u> |
| 1XXX | Total assets | <u>\$ 3,983,400</u> | <u>100</u> | <u>\$ 3,177,025</u> | <u>100</u> |
| | Liabilities and equity | | | | |
| | Current liabilities | | | | |
| 2100 | Short-term loans (Note 19) | \$ 130,613 | 3 | \$ 300,000 | 9 |
| 2170 | Accounts payable | 236,934 | 6 | 307,382 | 10 |
| 2200 | Other payables (Notes 20 and 32) | 332,738 | 8 | 142,760 | 5 |
| 2230 | Current tax liabilities (Note 4) | 132,617 | 3 | 108 | - |
| 2280 | Lease liabilities - Current (Notes 4 and 15) | 19,830 | 1 | 13,153 | - |
| 2300 | Other current liabilities (Notes 20 and 23) | 2,375 | - | 43,725 | 1 |
| 21XX | Total current liabilities | <u>855,107</u> | <u>21</u> | <u>807,128</u> | <u>25</u> |
| | Non-current liabilities | | | | |
| 2570 | Deferred tax liabilities (Notes 4 and 25) | 233 | - | 3,602 | - |
| 2580 | Lease liabilities - Non-current (Notes 4 and 15) | 25,090 | 1 | 8,974 | 1 |
| 2612 | Long-term payables (Note 20) | - | - | 194,764 | 6 |
| 25XX | Total non-current liabilities | <u>25,323</u> | <u>1</u> | <u>207,340</u> | <u>7</u> |
| 2XXX | Total liabilities | <u>880,430</u> | <u>22</u> | <u>1,014,468</u> | <u>32</u> |
| | Equity (Notes 4, 22, 27 and 29) | | | | |
| | Share capital | | | | |
| 3110 | Ordinary share | 742,316 | 19 | 738,535 | 23 |
| 3140 | Advance receipts for ordinary share | 532 | - | - | - |
| 3100 | Total shares | <u>742,848</u> | <u>19</u> | <u>738,535</u> | <u>23</u> |
| 3200 | Capital surplus | <u>1,020,722</u> | <u>25</u> | <u>838,388</u> | <u>26</u> |
| | Retained earnings | | | | |
| 3310 | Legal reserve | 282,992 | 7 | 282,992 | 9 |
| 3320 | Special reserve | 4,576 | - | 3,225 | - |
| 3350 | Unappropriated earnings | 1,053,036 | 27 | 316,359 | 10 |
| 3300 | Total retained earnings | <u>1,340,604</u> | <u>34</u> | <u>602,576</u> | <u>19</u> |
| | Other equity | | | | |
| 3410 | Exchange differences on translation of foreign financial statements | 10,042 | - | (4,576) | - |
| 3490 | Unearned compensation cost | - | - | (1,120) | - |
| 3400 | Total other equity | <u>10,042</u> | <u>-</u> | <u>(5,696)</u> | <u>-</u> |
| 3500 | Treasury shares | (11,246) | - | (11,246) | - |
| 31XX | Total equity attributable to shareholders of the Group | <u>3,102,970</u> | <u>78</u> | <u>2,162,557</u> | <u>68</u> |
| 3XXX | Total equity | <u>3,102,970</u> | <u>78</u> | <u>2,162,557</u> | <u>68</u> |
| | Total liabilities and equity | <u>\$ 3,983,400</u> | <u>100</u> | <u>\$ 3,177,025</u> | <u>100</u> |

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

Chairman: Chen Wen-liang

Manager: Chen Wen-liang

Accounting Manager: Hung Mao-chuan

AP Memory Technology Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars,
except earning/ deficit per share)

| Code | | 2020 | | 2019 | |
|------|---|--------------------|--------------|--------------------|---------------|
| | | Amount | % | Amount | % |
| 4000 | Operating revenue (Notes 4, 23 and 32) | \$ 3,549,497 | 100 | \$ 3,416,669 | 100 |
| 5000 | Operating costs (Notes 10 and 24) | <u>2,523,826</u> | <u>71</u> | <u>2,936,028</u> | <u>86</u> |
| 5900 | Gross profit | <u>1,025,671</u> | <u>29</u> | <u>480,641</u> | <u>14</u> |
| | Operating expense (Notes 4 and 24) | | | | |
| 6100 | Selling expense | 86,707 | 2 | 85,491 | 3 |
| 6200 | Administrative expense | 103,602 | 3 | 86,488 | 3 |
| 6300 | Research and development expense | 313,530 | 9 | 313,161 | 9 |
| 6450 | Expected credit loss | <u>2,086</u> | <u>-</u> | <u>2,844</u> | <u>-</u> |
| 6000 | Total operating expense | <u>505,925</u> | <u>14</u> | <u>487,984</u> | <u>15</u> |
| 6900 | Net operating income (loss) | <u>519,746</u> | <u>15</u> | <u>(7,343)</u> | <u>(1)</u> |
| | Non-operating income and expense | | | | |
| 7190 | Other income | 6,315 | - | 392 | - |
| 7060 | Share of other comprehensive income of associates, accounted for using equity method (Notes 4 and 13) | 4,948 | - | 8,605 | - |
| 7100 | Interest income (Note 4) | 6,348 | - | 3,630 | - |
| 7510 | Interest expense | (2,803) | - | (4,482) | - |
| 7020 | Other gains and losses (Notes 4 and 24) | 409,400 | 12 | (355,159) | (10) |
| 7880 | Miscellaneous expenses | (<u>3,599</u>) | <u>-</u> | <u>-</u> | <u>-</u> |
| 7000 | Total non-operating income and expense | <u>420,609</u> | <u>12</u> | <u>(347,014)</u> | <u>(10)</u> |
| 7900 | Profit (loss) from continuing operations before tax | 940,355 | 27 | (354,357) | (11) |
| 7950 | Income tax expense recognized in profit or loss (Notes 4 and 25) | (<u>124,985</u>) | (<u>4</u>) | <u>31,384</u> | <u>1</u> |
| 8000 | Profit (loss) from continuing operations in the year | 815,370 | 23 | (322,973) | (10) |

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| Code | | 2020 | | 2019 | |
|------|---|-------------------|-----------|-----------------------|---------------|
| | | Amount | % | Amount | % |
| 8100 | Profit (loss) from discontinued operations (Note 11) | <u>5,613</u> | <u>-</u> | <u>(72,092)</u> | <u>(2)</u> |
| 8200 | Net profit (loss) for the year | <u>820,983</u> | <u>23</u> | <u>(395,065)</u> | <u>(12)</u> |
| | Other comprehensive income (Notes 4 and 22) | | | | |
| 8360 | Items that may be reclassified subsequently to profit or loss: | | | | |
| 8361 | Exchange differences on translation of foreign financial statements | <u>11,060</u> | <u>-</u> | <u>(1,351)</u> | <u>-</u> |
| 8300 | Other comprehensive income for the year (net after income tax) | <u>11,060</u> | <u>-</u> | <u>(1,351)</u> | <u>-</u> |
| 8500 | Total comprehensive income for the year | <u>\$ 832,043</u> | <u>23</u> | <u>(\$ 396,416)</u> | <u>(12)</u> |
| | Net profit (loss) attributed to: | | | | |
| 8610 | The Company's shareholders | \$ 811,710 | 23 | (\$ 395,065) | (12) |
| 8620 | Non-controlling interest (Notes 11, 22 and 29) | <u>9,273</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| 8600 | | <u>\$ 820,983</u> | <u>23</u> | <u>(\$ 395,065)</u> | <u>(12)</u> |
| | Comprehensive income attributed to: | | | | |
| 8710 | The Company's shareholders | \$ 822,735 | 23 | (\$ 396,416) | (12) |
| 8720 | Non-controlling interest (Notes 11, 22 and 29) | <u>9,308</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| 8700 | | <u>\$ 832,043</u> | <u>23</u> | <u>(\$ 396,416)</u> | <u>(12)</u> |
| | Earnings (losses) per share (Note 26) | | | | |
| | From continuing and discontinued operations | | | | |
| 9750 | Basic | <u>\$ 11.00</u> | | <u>(\$ 5.33)</u> | |
| 9850 | Diluted | <u>\$ 10.84</u> | | <u>(\$ 5.33)</u> | |
| | From continuing operations | | | | |
| 9710 | Basic | <u>\$ 11.05</u> | | <u>(\$ 4.36)</u> | |
| 9810 | Diluted | <u>\$ 10.89</u> | | <u>(\$ 4.36)</u> | |

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

Chairman: Chen Wen-liang

Manager: Chen Wen-liang

Accounting Manager: Hung Mao-chuan

AP Memory Technology Corporation and Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars)

| Code | | Ordinary share (Notes 4 and 21) | | | Capital surplus (Notes 4, 22, 27 and 29) | Retained earnings (Notes 4 and 22) | | | | Other equity interest (Notes 4, 11, 22 and 27) | | | Total equity attributed to the Company's shareholders | Non-controlling interest (Notes 11 and 29) | Total equity | | |
|------|---|------------------------------------|------------|--|--|------------------------------------|---------------|-----------------|----------------------------|--|---|-------------------------------|--|--|--------------|-------------|-------------------------------------|
| | | Number of shares (in thousands) | Amount | Advance receipts for ordinary share | | Total shares | Legal reserve | Special reserve | Unappropriated earnings | Total | Exchange differences on translating the financial statements of foreign operations | Unearned compensation cost | | | | Total | Treasury shares (Notes 4 and 23) |
| | | | | | | | | | | | | | | | | | |
| A1 | Balance at January 1, 2019 | 75,280 | \$ 752,805 | \$ - | \$ 752,805 | \$ 851,282 | \$ 271,445 | \$ 5,594 | \$ 781,918 | \$ 1,058,957 | (\$ 3,225) | (\$ 10,102) | (\$ 13,327) | (\$ 11,246) | \$ 2,638,471 | \$ - | \$ 2,638,471 |
| | Appropriation and distribution of earnings for the year 2018 | | | | | | | | | | | | | | | | |
| B1 | Legal reserve | - | - | - | - | - | 11,547 | (11,547) | - | - | - | - | - | - | - | - | - |
| B3 | Special reserve | - | - | - | - | - | (2,369) | 2,369 | - | - | - | - | - | - | - | - | - |
| B5 | Cash dividends distributed by the Corporation | - | - | - | - | - | - | (37,539) | (37,539) | - | - | - | - | - | (37,539) | - | (37,539) |
| T1 | Compensation cost for employee share options | - | - | - | - | 3,172 | - | - | - | - | - | - | - | - | 3,172 | - | 3,172 |
| D1 | Net profit for the year 2019 | - | - | - | - | - | - | (395,065) | (395,065) | - | - | - | - | - | (395,065) | - | (395,065) |
| D3 | Other comprehensive income after tax for the year 2019 | - | - | - | - | - | - | - | - | - | (1,351) | - | (1,351) | - | (1,351) | - | (1,351) |
| D5 | Total comprehensive income for the year 2019 | - | - | - | - | - | - | (395,065) | (395,065) | (1,351) | - | (1,351) | - | (396,416) | - | (396,416) | |
| N1 | Issuance of ordinary shares under the employee share option plan | 79 | 790 | - | 790 | 903 | - | - | - | - | - | - | - | - | 1,693 | - | 1,693 |
| T1 | Retirement of restricted stock awards (RSAs) | (6) | (60) | - | (60) | (421) | - | - | - | - | - | 120 | 120 | (361) | - | (361) | |
| N1 | Issuance of restricted stock awards (RSAs) by the Corporation | - | - | - | - | - | - | - | - | - | - | 8,862 | 8,862 | - | 8,862 | - | 8,862 |
| L1 | Purchase of treasury shares | - | - | - | - | - | - | - | - | - | - | - | (55,325) | (55,325) | - | (55,325) | |
| L3 | Retirement of treasury shares | (1,500) | (15,000) | - | (15,000) | (16,548) | - | (23,777) | (23,777) | - | - | - | 55,325 | - | - | - | - |
| Z1 | Balance at December 31, 2019 | 73,853 | 738,535 | - | 738,535 | 838,388 | 282,992 | 3,225 | 316,359 | 602,576 | (4,576) | (1,120) | (5,696) | (11,246) | 2,162,557 | - | 2,162,557 |
| | Appropriation and distribution of earnings for the year 2019 | | | | | | | | | | | | | | | | |
| B1 | Special reserve | - | - | - | - | - | - | 1,351 | (1,351) | - | - | - | - | - | - | - | - |
| B5 | Cash dividends distributed by the Corporation | - | - | - | - | - | - | (73,682) | (73,682) | - | - | - | - | - | (73,682) | - | (73,682) |
| T1 | Compensation cost for employee share options | - | - | - | - | 10,365 | - | - | - | - | - | - | - | - | 10,365 | (401) | 9,964 |
| D1 | Net profit for the year 2020 | - | - | - | - | - | - | 811,710 | 811,710 | - | - | - | - | - | 811,710 | 9,273 | 820,983 |
| D3 | Other comprehensive income after tax for the year 2020 | - | - | - | - | - | - | - | - | - | 11,025 | - | 11,025 | - | 11,025 | 35 | 11,060 |
| D5 | Total comprehensive income for the year 2020 | - | - | - | - | - | - | 811,710 | 811,710 | 11,025 | - | 11,025 | - | 822,735 | 9,308 | 832,043 | |
| M3 | Disposal of subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (22,979) | (22,979) |
| M5 | Difference between consideration and carrying amount of subsidiaries acquired or disposed | - | - | - | - | 153,042 | - | - | - | - | 3,593 | - | 3,593 | - | 156,635 | 14,072 | 170,707 |
| M7 | Changes in ownership interests in subsidiaries | - | - | - | - | 401 | - | - | - | - | - | - | - | - | 401 | - | 401 |
| N1 | Issuance of ordinary shares under the employee share option plan | 378 | 3,781 | 532 | 4,313 | 18,526 | - | - | - | - | - | - | - | - | 22,839 | - | 22,839 |
| N1 | Issuance of restricted stock awards (RSAs) by the Corporation | - | - | - | - | - | - | - | - | - | - | 1,120 | 1,120 | - | 1,120 | - | 1,120 |
| Z1 | Balance at December 31, 2020 | 74,231 | \$ 742,316 | \$ 532 | \$ 742,848 | \$ 1,020,722 | \$ 282,992 | \$ 4,576 | \$ 1,053,036 | \$ 1,340,604 | \$ 10,042 | \$ - | \$ 10,042 | (\$ 11,246) | \$ 3,102,970 | \$ - | \$ 3,102,970 |

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

Chairman: Chen Wen-liang

Manager: Chen Wen-liang

Accounting Manager: Hung Mao-chuan

AP Memory Technology Corporation and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2020 and 2019

(In Thousands of New Taiwan Dollars)

| Code | | 2020 | 2019 |
|--------|---|-------------|----------------|
| | Cash flows from operating activities | | |
| A00010 | Income from continuing operations before income taxes | \$ 940,355 | (\$ 354,357) |
| A00020 | Income from discontinued operations before income taxes | 5,619 | (71,590) |
| A10000 | Income before taxes for the year | 945,974 | (425,947) |
| A20010 | Adjustments to reconcile profit (loss) | | |
| A20100 | Depreciation expense | 22,966 | 52,424 |
| A20200 | Amortization expense | 37,497 | 27,045 |
| A20300 | Expected credit loss | 2,086 | 2,844 |
| A20400 | Valuation gain on financial assets at fair value through profit or loss | (48,141) | (3) |
| A20900 | Interest expense | 2,733 | 4,604 |
| A21200 | Interest income | (6,348) | (3,652) |
| A21300 | Dividend income | (155) | - |
| A21900 | Cost of share-based payment | 11,485 | 11,673 |
| A22300 | Share of profit (loss) of associates accounted for using equity method | (4,948) | (8,605) |
| A22500 | Loss on disposal and scrap of property, plant and equipment | 142 | - |
| A23100 | Gain (on disposal of assets | (422,810) | 1,537 |
| A23200 | Gains on disposal of associates accounted for using equity method | (461) | - |
| A23700 | Loss of inventory falling price and slow-moving inventory | 26,333 | 2,036 |
| A24100 | Unrealized foreign exchange loss | 26,954 | 8,422 |
| A29900 | Reserve for customer complaint loss | - | 342,309 |
| A29900 | Loss on lease contract | 116 | - |
| A30000 | Changes in operating assets and liabilities | | |
| A31115 | Decrease (increase) in financial assets mandatorily measured at fair value through profit or loss | (884,193) | (75,179) |
| A31150 | Notes and accounts receivable | (194,001) | 163,094 |
| A31180 | Other receivables | 28,129 | (24,344) |
| A31200 | Inventories | 157,398 | 747,763 |
| A31240 | Other assets | (8,099) | 134,470 |
| A31990 | Refundable deposits | - | (200,000) |
| A32150 | Accounts payable | 151,522 | (326,329) |
| A32180 | Other payables | (3,856) | (112,281) |
| A32230 | Other current liabilities | (3,593) | 23,122 |
| A33000 | Cash inflow (outflow) generated from operations | (163,270) | 345,003 |

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| <u>s</u> | | <u>2020</u> | <u>2019</u> |
|----------|---|-------------|-------------|
| A33100 | Interest received | 5,382 | 2,703 |
| A33200 | Dividend received | 155 | - |
| A33300 | Interest paid | (2,883) | (4,597) |
| A33500 | Income taxes paid | (21,040) | (35,613) |
| AAAA | Net cash inflow (outflow) generated from operating activities | (181,656) | 307,496 |
| | Cash flows from investing activities | | |
| B00400 | Acquisition of financial assets at amortized cost | (57,435) | (6,110) |
| B01800 | Acquisition of investment accounted for using equity method | (500) | - |
| B02300 | Proceeds from disposal of subsidiaries (Note 28) | 451,200 | - |
| B02700 | Purchase of property, plant and equipment | (4,531) | (4,590) |
| B02800 | Disposition of Property, plant and equipment | 1,191 | - |
| B03800 | Decrease (increase) in refundable deposits | (3,754) | 1,535 |
| B04500 | Acquisition of intangible assets | (27,548) | (10,824) |
| B07100 | Increase in prepayments for business facilities | (17,293) | (470) |
| B07600 | Dividends received from associates | 7,740 | 7,920 |
| B09900 | Issuance of financial liabilities measured at fair value through profit or loss | 9,753 | - |
| BBBB | Net cash flows from investing activities | 358,823 | (12,539) |
| | Cash flows from (used in) financing activities | | |
| C00200 | Decrease in short-term loans | (172,566) | (150,000) |
| C04020 | Payment of lease liabilities | (14,494) | (18,697) |
| C04500 | Cash dividend paid | (73,682) | (37,539) |
| C04800 | Exercise of employee share options | 22,839 | 1,693 |
| C04900 | Payments to acquire or redeem entity's shares | - | (55,325) |
| C05500 | Disposal of ownership interests in subsidiaries (without loss of control) | 140,447 | - |
| CCCC | Net cash flows from (used in) financing activities | (97,456) | (259,868) |
| DDDD | Effect of exchange rate changes on cash and cash equivalents | (1,008) | (2,870) |
| EEEE | Net increase in cash and cash equivalents | 78,703 | 32,219 |
| E00100 | Cash and cash equivalents at the beginning of the year | 584,264 | 552,045 |
| E00200 | Cash and cash equivalents at the end of the year | \$ 662,967 | \$ 584,264 |

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

Chairman: Chen Wen-liang

Manager: Chen Wen-liang

Accounting Manager: Hung Mao-chuan

Attachment 3. Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors has prepared the AP Memory Technology Corporation's (APM) 2020 Business Report, Financial Statements and proposal for allocation of annual earnings. The CPA firm of Deloitte & Touche was retained to audit APM's Financial statements and has issued an audit report relating to the Financial statements. The Business Report, Financial Statements, and the annual earnings allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of APM. According to relevant requirements of the Securities and Exchange Act and Company Law, we hereby submit this report.

AP Memory Technology Corporation

Chairman of Audit Committee : Yeh, Shu

March 12th, 2021

Attachment 4. Comparison Table for Rules and Procedures of Board of Director Meetings before and after revision

| Article | Current Version | New Version |
|------------|--|--|
| 6 | Chairperson and Proxy | Convening and notice of board meetings |
| 6.1 | Where a meeting of the board of directors is convened by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting. | Where a meeting of the board of directors is convened by the chairperson of the board, the meeting shall be chaired by the chairperson. <u>When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. If no such designation is made by the chairperson, the directors shall select one person from among themselves to serve as chair.</u> |
| 6.2 | When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves. | <u>However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.</u> |
| 6.3 | <u>New article</u> | <u>Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of this Corporation Act, the directors shall choose one person by and from among themselves to chair the meeting.</u> |
| 10.2 | Annual <u>and semi-annual financial reports</u> , with the exception of semi-annual financial reports which, under relevant laws and regulations, need <u>not</u> be audited and attested by a certified public accountant (CPA). | Annual financial reports or with the exception of semi-annual financial reports which, under relevant laws and regulations, need be audited and attested by a certified public accountant (CPA). |
| 13 13.1 | If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of this Corporation, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter. For a director who is | If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of this Corporation, except for stating opinions and answering inquiries, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to |

| Article | Current Version | New Version |
|---------|---|---|
| 13.2 | <p>prohibited from exercising his or her voting rights under this point, the resolution of the board of directors shall not be counted as the number of voting rights of the directors present, but such director shall still be counted as a quorum present at that meeting.</p> <p><u>New article</u></p> | <p>exercise voting rights on that matter.</p> <p>Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.</p> |
| 13.3 | <p><u>New article</u></p> | <p>For a director who is prohibited from exercising his or her voting rights under this point, the resolution of the board of directors shall not be counted as the number of voting rights of the directors present, but such director shall still be counted as a quorum present at that meeting.</p> |
| 17 | <p>This Corporation's Board of Directors shall approve the establishment of this Rules and Procedures and <u>report them to the shareholders' meeting.</u> Any future amendments may be approved by the Board of Directors</p> | <p>Any amendment of this Rules and Procedures shall be reviewed by Audit Committee and approved by Board of Directors.</p> |

Attachment 5. Comparison Table for Codes of Ethical Conduct before and after revision

| Article | Current Version | New Version |
|---------|---|--|
| 2.1 | Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of This Corporation, as for example when a director, supervisor, or managerial officer of This Corporation is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in This Corporation to obtain improper benefits for either themselves or their spouse, <u>parents, children, or</u> relatives within the second degree of kinship. This Corporation shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. This Corporation shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate channels for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and this Corporation. | Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of this Corporation, as for example when a director, supervisor, or managerial officer of this Corporation is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in this Corporation to obtain improper benefits for either themselves or their relatives within the second degree of kinship. This Corporation shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. This Corporation shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate channels for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and this Corporation. |
| 2.7 | This Corporation shall disseminate ethics issues and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, this Corporation shall establish a concrete whistle-blowing system and make employees aware that this Corporation will use its best efforts to ensure the safety of informants and protect them from reprisals. | This Corporation shall disseminate ethics issues and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, this Corporation shall establish a concrete whistle-blowing system, <u>accept anonymous tips</u> and make employees aware that this Corporation will use its best efforts to ensure the safety of <u>informants</u> and protect them from reprisals. |
| 4 | <u>After be a listed company</u> shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS. | This Corporation shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS. |
| 5 | <u>New article</u> | A company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, and submitted to a shareholders meeting. |

Attachment 6. Comparison Table for Procedures for Ethical Management and Guidelines for Conduct before and after revision

| Article | Current Version | New Version |
|---------|--|--|
| 5 | This Corporation shall designate the President's Office as the solely responsible unit (hereinafter, "responsible unit") under the board of directors to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors: | This Corporation shall designate the President's Office as the solely responsible unit (hereinafter, "responsible unit") under the board of directors <u>and provide it with sufficient resources and competent personnel</u> to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports <u>(at least once a year)</u> to the board of directors: |
| 5.2 | Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business. | <u>Analysing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program</u> the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business. |
| 5.7 | <u>New article</u> | <u>Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.</u> |
| 14 | The Corporation shall set up the policy to prevent the conflicts of interests and provide appropriate channels to the directors, <u>supervisors</u> and officers to state the potential conflicts of interests proactively. When a director, <u>supervisor</u> , officer or other stakeholder of this Corporation attending or present at a board meeting, or the juristic person represented thereby, has a stake <u>in a proposal at the meeting</u> , that director, <u>supervisor</u> , officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner. | The Corporation shall set up the policy to prevent the conflicts of interests and provide appropriate channels to the directors and officers to state the potential conflicts of interests proactively. When a director, officer or other stakeholder of this Corporation attending or present at a board meeting, or the juristic person represented thereby, has a stake <u>in a matter under discussion in the meeting</u> , that director, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner. <u>Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding</u> |

| Article | Current Version | New Version |
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| | The directors, <u>supervisors</u> and officers shall not obtain improper benefits for them or their spouse, parents, children, or a person with whom they have a relationship of interest. | <u>paragraph, such director shall be deemed to have a personal interest in the matter.</u> The directors and officers shall not obtain improper benefits for them or their spouse, parents, children, or a person with whom they have a relationship of interest. |
| 15 | <u>Prohibition against disclosure of confidential information</u> | <u>Prohibition against unfair competition</u> |
| 16 | <u>Prohibition against insider trading</u> | <u>Prevention of damage caused by products and services to stakeholders</u> |
| 17 | <u>Non-disclosure agreement</u> | <u>Prohibition against insider trading and non-disclosure agreement</u> |
| 21 | Announcement of policy of ethical management to outside parties <u>New article</u> | <u>Compliance and announcement of policy of ethical management</u> <u>This Corporation shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.</u> |
| 23 | <u>New article</u> As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, this Corporation will grant a reward according to the internal reward regulations depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action. | <u>Handling of unethical conduct by personnel of this Corporation</u> As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, this Corporation will grant a reward according to the internal reward regulations depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action. <u>The responsible unit of this Corporation shall observe the following procedure in handling whistleblowing matters:</u> |
| 23.2 | A whistleblower shall provide his/her name and reachable information. Also, the whistleblower shall provide the informed party's name or other information sufficient to distinguish its identifying features, and the specific facts available for investigation. | A whistleblower shall provide his/her name (<u>whistleblowing reports may be submitted anonymously</u>), and reachable information. And the whistleblower shall provide the informed party's name or other information sufficient to distinguish its identifying features, and the specific facts available for investigation. |
| 23.3 | <u>New Article</u> | <u>An information shall be reported to the department head if involving the rank and file and to an independent director or supervisor if involving a director or a senior executive.</u> |
| 23.4 | <u>New Article</u> | <u>The responsible unit of this Corporation and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.</u> |
| 23.5 | <u>New Article</u> | <u>If a person being informed of is confirmed to have</u> |

| Article | Current Version | New Version |
|---------|--------------------|---|
| | | indeed violated the applicable laws and regulations or this Corporation's policy and regulations of ethical management, this Corporation shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, this Corporation will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests. |
| 23.6 | <u>New Article</u> | Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation. |
| 23.7 | <u>New Article</u> | With respect to a confirmed information, this Corporation shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence. |
| 23.8 | <u>New Article</u> | The responsible unit of this Corporation shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures. |
| 25 | <u>New Article</u> | These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting. |

Attachment 7. Comparison Table for the Articles of Incorporation before and after revision

| Article | Current Version | New Version |
|---------|---|---|
| 6 | The total capital stock of the Corporation shall be in the amount of 1,000,000,000 New Taiwan Dollars, divided into 100,000,000 shares, at 10 New Taiwan Dollars each, and may be paid-up in installments. The Corporation may issue employee stock options from time to time. A total of 10,000,000 shares among the above total capital stock should be reserved for issuing employee stock options, preferred shares with warrants, and Bond with warrant from time to time in accordance with the resolution of the Board of Directors. | The total capital stock of the Corporation shall be in the amount of 1,000,000,000 New Taiwan Dollars, divided into <u>200,000,000</u> shares, at <u>5</u> New Taiwan Dollars each, and may be paid-up in installments. The Corporation may issue employee stock options from time to time. A total of <u>20,000,000</u> shares among the above total capital stock should be reserved for issuing employee stock options, preferred shares with warrants, and Bond with warrant from time to time in accordance with the resolution of the Board of Directors. |
| 7 | The share certificates of the Corporation shall all be name-bearing share <u>by three or more directors representing this Corporation</u> , and issued in accordance with this Corporation Law and relevant rules and regulations of the Republic of China. This Corporation is exempted from printing any share certificate for the shares issued. Such unprinted issued shares shall be registered with a centralized securities depository enterprise. | The share certificates of this Corporation shall all be name-bearing share certificates, and issued in accordance with this Corporation Law and relevant rules and regulations of the Republic of China. This Corporation is exempted from printing any share certificate for the shares issued. Such unprinted issued shares shall be registered with a centralized securities depository enterprise. |
| 10 | A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. In addition to Article 177 of this Corporation Law, management of the proxies shall follow Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies <u>after this Corporation public offering of the stock shares.</u> | A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. In addition to Article 177 of this Corporation Law, management of the proxies shall follow Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies. |
| 12-1 | The shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders' meeting. The method of exercising voting power shall be described in the shareholders' meeting notice. In addition to regulatory requirements, this Corporation shall adopt the electronic transmission as one of the methods for exercising the voting power in a shareholders' meeting <u>after Jan. 1st, 2016.</u> | The shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders' meeting. The method of exercising voting power shall be described in the shareholders' meeting notice. In addition to regulatory requirements, this Corporation shall adopt the electronic transmission as one of the methods for exercising the voting power in a shareholders' meeting. |
| 23 | These Articles of Incorporation were resolved on July 21, 2011. The first amendment was made on November 8, 2011, the second amendment was made on May 4, 2012, the third amendment was made on June 21, 2012, the fourth amendment was made on June 4, 2014, the fifth amendment was made on June 23, 2015, the sixth amendment was made on May 27, 2016, the seventh amendment was made on June 6, 2019. | These Articles of Incorporation were resolved on July 21, 2011. The first amendment was made on November 8, 2011, the second amendment was made on May 4, 2012, the third amendment was made on June 21, 2012, the fourth amendment was made on June 4, 2014, the fifth amendment was made on June 23, 2015, the sixth amendment was made on May 27, 2016, the seventh amendment was made on June 6, 2019, <u>the eighth amendment was made on August 20, 2021</u> |

Attachment 8~11. Comparison Table for the Employee Stock Option Issuance and Share Subscription Plan of 2016II, 2018, 2019 and 2020 before and after revision

| Article | Current Version | New Version |
|---------|---|--|
| 8 | <p><u>New article</u> (The original article number will be incremented accordingly)</p> | <p><u>Change of this Corporation stock par value</u> After the issuance of employee stock option, if this Corporation carries out a change of this Corporation stock par value, it is necessary to adjust the employee stock option exercise price before adjusting the conversion ratio of stock employee stock option according to the following formula; however, the executed employee stock options will not be applied retroactively.</p> <ol style="list-style-type: none"> 1. Adjusted exercise price: Original exercise price × (Number of common shares outstanding before change of this Corporation stock par value / Number of common shares outstanding after change of this Corporation stock par value) 2. Adjusted conversion ratio of stock employee stock option: Exercise price before change of this Corporation stock par value × Conversion ratio before change of this Corporation stock par value / Exercise price after change of this Corporation stock par value |
| 11 | <p><u>New article</u> (The original article number will be incremented accordingly)</p> | <p>After the issuance of employee stock option, if there is a need to change the original issuance and stock option plan, the legal applicability and impact on the shareholders' and employees' rights and interests shall be determined and approved by more than two-thirds of the board of directors and more than one-half of the board of directors present, and the appropriate treatment shall be made after consultation with the employees and announced and reported to the next shareholders' meeting after the change of the issuance and stock option plan. If the amendment affects the shareholders' rights and interests, it shall be approved by the resolution of the shareholders' meeting.</p> |

Attachment 12. Comparison Table for the Rules of Procedure for Shareholders Meetings before and after revision

| Article | Current Version | New Version |
|---------|--|--|
| 2.3 | <p>After Company be a Public Company, The Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders meeting or 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 21 days before the date of the regular shareholders meeting or 15 days before the date of the special 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 as well as being distributed on-site at the meeting place.</p> | <p>The Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders meeting or 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 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, 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 as well as being distributed on-site at the meeting place.</p> |
| 2.4 | <p>Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or split-up of the corporation, or any matter under Article 185, paragraph 1 of This Corporation 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, and shall not be raised as extraordinary motion.</p> | <p>Election or dismissal of directors, amendments to the articles of incorporation, <u>reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with This Corporation by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares,</u> the dissolution, merger, or split-up of the corporation, or any matter under Article 185, paragraph 1 of this Corporation 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, and shall not be raised as extraordinary motion.</p> |
| 2.4.1 | New Article | <p><u>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 shall not be altered by any extraordinary motion or any way in said meeting.</u></p> |

| Article | Current Version | New Version |
|---------|---|---|
| 2.5 | A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal <u>in writing</u> 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 this Corporation Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. | 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 this Corporation Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. <u>A shareholder may propose a recommendation for urging this 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 this Corporation Act, and no proposal containing more than one item will be included in the meeting agenda.</u> |
| 2.6 | Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days. | Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder <u>proposals in writing or electronically</u> , and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days. |
| 9 | 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. 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 this Corporation Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. | The chair shall call the meeting to order at the appointed meeting time and <u>disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting</u> . 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. 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 this Corporation Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. |

| Article | Current Version | New Version |
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| 11 | If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. | If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. <u>Votes shall be cast on each proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda).</u> The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. |
| 11.3 | 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. | 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, <u>call for a vote, and schedule sufficient time for voting.</u> |
| 14.2 | When this Corporation holds a shareholder meeting, <u>it exercise of voting rights by electronic means or may adopt exercise of voting rights by correspondence.</u> 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. | When this Corporation holds a shareholder meeting, <u>it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence.</u> 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. |
| 14.4 | Resolutions of a shareholders shall be approved by a majority of the votes of the shareholders present. Except as otherwise provided in the Companies Act and Articles of Incorporation. In the event of a vote, the chairman or his or her designee shall announce the total number of votes of the shareholders present on a case-by-case basis, and then the shareholders shall vote on the motion on a case-by-case basis. <u>After public issuance of the Corporation shares,</u> the results of the shareholders' approval, disapproval and abstention shall be announced through the MOPS. on the day after the shareholders' meeting. | Resolutions of a shareholders shall be approved by a majority of the votes of the shareholders present. Except as otherwise provided in the Companies Act and Articles of Incorporation. In the event of a vote, the chairman or his or her designee shall announce the total number of votes of the shareholders present on a case-by-case basis, and then the shareholders shall vote on the motion on a case-by-case basis. The results of the shareholders' approval, disapproval and abstention shall be announced through the MOPS. on the day after the shareholders' meeting. |
| 16 | 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 | 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 |

| Article | Current Version | New Version |
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| | <p>minutes may be produced and distributed in electronic form. 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. The minutes shall be retained for the duration of the existence of this Corporation. This Corporation could distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS <u>as this Corporation is the public Company.</u></p> | <p>minutes may be produced and distributed in electronic form. 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 <u>(including the number of voting rights)</u>, and <u>disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors.</u> The minutes shall be retained for the duration of the existence of this Corporation. This Corporation could distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> |
| 18 | <p><u>After public issuance of the Corporation shares,</u> if matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation <u>(or GreTai Securities Market)</u> regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.</p> | <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.</p> |

Attachment 13. List of Independent Director Candidates

| Title/Name | Education & Professional Qualifications | Current Positions | Shareholdings (shares) |
|---|---|---|------------------------|
| <p>Independent Director Liu, Frank</p> | <ul style="list-style-type: none"> ■ M.S., Electrical Engineering and Computer Science, MIT ■ M.S., Physics ,Purdue University ■ Independent Director of the board, member of audit committee, and member of compensation committee of RITDISPLAY Corporation ■ Independent Director of the board, member of audit committee, and member of compensation committee of PRIMAX ELECTRONICS Ltd. ■ Director of Transpac Capital Pte Ltd ■ Director of Hong Kong Techno Venture Ltd ■ Chairman of Lee Tah Farm Industries co., Ltd ■ Chairman of Lydon Textile Co ■ Chairman of. China Enterprise Forum ■ Director of Fuqun CVS Inc. ■ Director of TOYS"R"US Trading Limited ■ President of Hong Kong Li & Fung Group (Taiwan) Co. ■ President of Fai Hing Co. ■ President of Tuan Ho Trading Co. | <ul style="list-style-type: none"> ■ Chairman of Chelmsford. International Ltd ■ Director of the board of Taiwan Mergers & Acquisitions and Private Equity Council ■ Director of the board of Subic Bay Development and Management Co. Ltd | <p>0</p> |
| <p>Independent Director Wang, Hsuan</p> | <ul style="list-style-type: none"> ■ PHD, Accounting, National Taiwan University ■ Certified Public Accountant ■ Certified Internal Auditor ■ Member of compensation committee of AbonMax Co., Ltd. ■ Member of Purchasing Committee of NCC ■ Consultant of Chunghwa Telecom ■ UNC at Chapel hill Kenan-Flagler Business School (accounting area) Visiting Scholars ■ Part-Time Lecturer of National Taiwan University. | <ul style="list-style-type: none"> ■ Assistant Professor of Yuan Ze University ■ Independent Director of the board, member of audit committee, and member of compensation committee of Advanced Lithium Electrochemistry (Cayman) Co., Ltd. | <p>0</p> |

Attachment 14. The Director and Newly Elected Independent Directors' Competing Business Conducts

| Title | Name | Competing Business Conducts |
|----------------------|------------------|---|
| Director | Chen, Wen -Liang | Director of the board of Zentel Japan Corp. |
| Independent Director | Liu, Frank | Chairman of Chelmsford. International Ltd Director of the board of Taiwan Mergers & Acquisitions and Private Equity Council Director of the board of Subic Bay Development and Management Co. Ltd |
| Independent Director | Wang, Hsuan | Director of the board, member of audit committee, and member of compensation committee of Advanced Lithium Electrochemistry (Cayman) Co., Ltd. |