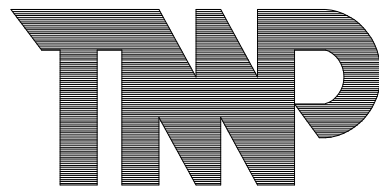


Stock Code : 6248



TMP Steel Corporation

2022 Annual Meeting of Shareholders

Meeting Handbook

Time : 10:00 a.m., April 28 Thursday, 2022

**Place :No.3,Jingjian 11th Rd., Lukang Township, Changhua
County 505, Taiwan (R.O.C.)**

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TMP Steel Corporation
2022 Annual Shareholders' Meeting
Meeting Procedure

1. Call Meeting to Order
2. Chairman's Address
3. Report Items
4. Matters for Ratification
5. Election
6. Matters for Discussion
7. Extemporaneous motions
8. Meeting Adjourned

TMP Steel Corporation
2022 Annual Shareholders' Meeting
Meeting Agenda

Convention Method: Physical meeting

Time : 10:00 a.m., April 28 Thursday, 2022

Place : No.3,Jingjian 11th Rd., Lukang Township, Changhua County 505, Taiwan
(R.O.C.)

I. Chairman's Address

II. Report Items

1. 2021 Business Report.
2. Audit Committee's Review Report on the 2021 Consolidated Financial Statements
3. 2021 Report on the Distribution of Remuneration to Employees and Directors ◦

III. Matters for Ratification

1. Adoption of the 2021 Business Report and Financial Statements.
2. Adoption of the 2021 Earnings Distribution Proposal.

IV. Election

1. Proposal to re-elect all the Company's directors.

V. Matters for Discussion

1. Amendment for some articles of the "Articles of Incorporation."
2. Proposal to abolish and re-establish the Company's "Rules of Procedures for Shareholders Meetings."
3. Proposal to amend some provisions of the Company's "Procedures for the Acquisition or Disposal of Assets."

4. Proposal of relief from the non-competition restriction for the new directors and their legal representatives.

VI. Extemporary motions

VII.Meeting Adjourned

Report Items

- I. The 2021 Business Report is hereby attached for your review and approval.
Description: The 2021 Business Report is hereby attached as Attachment 1, please refer to pages 7~10.
- II. Audit Committee's Review Report on the 2021 Consolidated Financial Statements is hereby attached for your review and approval.
Description: The Audit Committee's Review Report is hereby attached as Attachment 2, please refer to pages 11.
- III. The 2021 Report on the Distribution of Remuneration to Employees and Directors is hereby attached for your review and approval.
Description: The Company has passed the board of directors' resolution on March 10, 2022 regarding to the employee and director remuneration distribution related matters according to the Company's Articles of Incorporation as follows:
 - (I) Employee remuneration cash distribution: NT\$1,500,000.
 - (II) Director remuneration cash distribution: NT\$2,020,000.
 - (III) Distributed in cash.

Matters for Ratification

Proposal 1 (Proposed by the Board of Directors)

Cause of Action: Adoption of the 2021 Business Report and Financial Statements.

- Description: I. The Company's 2021 Business Report, Earnings Distribution Proposal, and Financial Statements have been approved by the Board of Directors. Among them, the Financial Statements have been reviewed and verified by CPA Tien, Chung-Yu and CPA Lin, Tzu-Shu of PricewaterhouseCoopers Taiwan, and the verification report has been issued.
- II. The aforesaid reports and statements had been delivered to the audit committee, which has completed the audit and issued the audit report.
 - III. For Business Report, CPA Verification Report, and Financial Statements, please refer to the Handbook page 7~10, Attachment 3, pages 12~21.
 - IV. Please ratify.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Cause of Action: Adoption of the 2021 Earnings Distribution Proposal.

- Description: I. The Company's distributable earnings for 2020 is NT\$75,925,164. The proposed cash dividend is NT\$54,853,856 or NT\$1.2 per share.
- II. This cash dividend is calculated according to the distribution ratio to the nearest dollar, and fractions that do not amount to a full NT\$1 shall be summed and recognized by the Company as other income.
 - III. If the Company's share capital changes subsequently affect the number of shares outstanding and cause the shareholder dividend rate to change and require corrections, it is proposed to authorize the chairman of the board

- to make adjustments and set the dividend base date and other related matters.
- IV. The Earnings Distribution Report is attached as Attachment 4, please refer to page 22.
 - V. Please ratify.

Resolution:

Election

Causes: Proposal to re-elect all the Company's directors. (Proposed by the board of directors)

Description: I. The 15th term of the Company's directors and supervisors will end on April 22nd, 2023. For the Company's long-term development, it is intended to hold the re-election in advance.

- II. Pursuant to Article 13 of the Company's Articles of Association, this election will elect nine seats of directors (three independent directors included), and the candidate nomination system is adopted; for the "List of Director Candidates" reviewed and approved by the 14th meeting of the 15th board, please refer to Attachment 5 on Page 23~24 of the Agenda Handbook.
- III. The directors will be discharged immediately after the general shareholders' meeting. The term of the office for the new directors is three years, and the new directors will take office immediately after the general shareholders' meeting. The term is from April 28th 2022 to April 27th, 2025.
- IV. Please elect.

Election Results:

Matters for Discussion

Proposal 1 (Proposed by the Board of Directors)

Cause of Action: Amendment for some articles of the "Articles of Incorporation," please discuss.

- Description:**
- I. For the more flexible method to convene shareholders' meetings and adapting to the amendments to the Company Act, and some articles of the Company's Articles are revised.
 - II. The article revision comparison table is attached as Attachment 6, please refer to page 25~28.
 - III. Please discuss.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Cause of Action: Proposal to abolish and re-establish the Company's "Shareholders Meeting Procedure Rules", please discuss.

- Description:** I. According to the Letter Tai-Zheng-Zhi-Li-Zhi No. 1110004250 issued by Taiwan Stock Exchange, dated March 8th, 2022 日, the reference example of the "Rules of Procedure for the Shareholders' Meeting of ○○ Co., Ltd." was amended.

- II. The Company's "Rules of Procedures for Shareholders' Meetings" are significantly deviated from the aforesaid template of the Competent Authority. It is proposed to abolish the original Rules and reformulated the Company's "Rules of Procedures for Shareholders' Meetings."
- III. Provisions re-formulated is attached as Attachment 7, please refer to pages 29~37.
- IV. Please discuss.

Resolution:

Proposal 3 (Proposed by the Board of Directors)

Cause of Action: I. adapting to the amended laws and regulations, as well as the Company's operation, to amend some provisions of the Company's "Procedures for the Acquisition or Disposal of Assets."

II. For the comparison table of the amended provisions is attached as Attachment 8, please refer to pages 38~53 of the handbook.

III. Please discuss..

Resolution:

Proposal 4 (Proposed by the Board of Directors)

Cause: Please discuss the proposal of relief from the non-competition restriction for the new directors and their legal representatives.

Description: I. According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to a shareholders' meeting the essential contents of such an act and secure its approval.

II. Where any new directors after the election invests or operates other companies with identical or similar business scopes, it is intended to propose to the shareholders' meeting to agree to relieve such directors from the non-competition restrictions within the extent not impacting the Company's interests; the non-competition description may be supplemented in the meeting before the discussion.

III. Please discuss..

Resolution:

Extemporary motions

Meeting Adjourned

TMP Steel Corporation

2021 Business Report

I. 2021 Business Accomplishments

(I) Accomplishments in Implementation of the Operation Plan

Unit: NTD thousands

Item	2021	%	2020	%	Growth rate (%)
Operating income	4,437,556	100.00	3,115,269	100.00	42.45
Operating gross profit	215,600	4.86	217,687	6.99	(0.96)
Operating expenditure	140,995	3.18	146,473	4.70	(3.74)
Operating profit (loss)	74,605	1.68	71,214	2.29	4.76
Pre-tax net profit (loss)	71,592	1.61	67,601	2.17	5.90
(Expenditure) Profit from Income Tax	(13,553)	0.31	(14,146)	0.45	(4.19)
Net profit (loss) of current term	58,039	1.31	53,455	1.72	8.58
Sum of combined profits or losses of current term	55,778	1.26	53,804	1.73	3.67
Basic earnings per share (\$)	1.62		1.74		

(II) Budget Implementation Status

This is not applicable as the Company does not disclose to the public its financial forecast of 2021.

(III) Income and Expenditure and Profitability Analysis

Unit: NTD thousands

Analysis Item		Year	2021	2020
Financial Income and	Business income (in thousands)		4,437,556	3,115,269

Analysis Item		Year	
		2021	2020
Expenditure	Operating gross profit (in thousands)	215,600	217,687
	Pre-tax net profit (in thousands)	71,592	67,601
Profitability	Return on assets (%)	3.51	4.65
	Return on equity (%)	10.42	13.04
	Pre-tax net profit to paid-in capital ratio (%)	15.66	22.04
	Net profit rate (%)	1.31	1.72
	Earnings per share (\$)	1.62	1.74

(IV) Research and Development Overview

The Hardware Division was added in the fourth quarter of 2013 while the original product division became "Electronics Division". Related products and planned developments are as follows:

Hardware Division: Products include steel bars and wire rods. The steel bar forming process and direct delivery to the construction site are planned to be developed.

II. Overview of 2022 Operation Plan

(I) Operation Policy:

Hardware Division:

The Company established the Hardware Division in the fourth quarter of 2013 and its major product is steel bar at the moment. The steel bar industry is the largest industry where a single steel product is produced in the country and it is meant primarily to be distributed domestically mostly for use in construction and public projects.

(II) Expected Sales and Rationales

This is not applicable as the Company does not disclose to the public its financial forecast of 2022.

(III) Important Production and Distribution Policies

Hardware Division:

- (1) Production: A secondary processing plant is intended to be established. Transactions of steel bars occurred in the past primarily as raw materials. As Taiwan shifted towards being service-oriented, the industry will

gradually evolve to feature post-secondary processing transactions. Compared to transactions of steel products in advanced countries, where the forming ratio is up to 85%, it is only about 20% in Taiwan now. In other words, there is still quite some room for secondary processing of steel products to grow in Taiwan.

(2) Sales:

A. The Company targets primarily large construction companies and builders. This way orders may be taken at the minimum order quantity (MOQ) that is of an economic scale in order to bring down the production cost and to stabilize and control quality.

B. The Company is positioned to be the distributor that serves throughout Taiwan and to provide large customers with thorough services through its collaborative steel bar plants in northern, central, and southern parts of Taiwan.

C. Post-secondary processing products can better meet customer demand while at the same time contributing higher profits and additional value to the Company.

III. Future Company Development Strategy, Impacts from External Competition, Regulatory Environment, and Overall Operational Setting

(I) Future Development Strategy:

Hardware Division:

The steel bar automatic cutting and secondary processing plants were built in Central Taiwan in 2016 and in Northern Taiwan in 2018, respectively. In order to better reflect the needs of steel product consumers, supply points and market supply volumes were increased. The secondary processing plant was added to the Tainan plant in 2019. The ground was broken for the new plant in Changhua Coastal Industrial Park in January 2020. Will be opened for the new plant in Changhua Coastal Industrial Park in September 2021. It is expected that a processing load of about 20 thousand tons may be added in the future loss and consumption may be reduced through more efficient management and automated processing equipment was introduced to bring down the cost of manpower. The plan is to build, one after another, advantageous channels for our own steel products in northern, central, and southern parts of Taiwan and to add sufficient storage room for steel products. Meanwhile, collaboration and dealership with various steel bar plants are sought at the same time in order to address the issue of incomplete dimensions of a single steel bar product and to meet customers' demand in real time.

(II) Impacts from External Competition, Regulatory Environment, and Overall Operational Setting:

1. Devote to cost control and reduce expenditure.
2. Pay attention to market dynamics to cope with the operational risk brought about

- for the industry and by the overall economic and environmental changes.
3. Reinforce staff training while at the same time reviewing and revising the operational strategy and countermeasures.

Finally, on behalf of the TMP Steel Corporation team and all employees, I would like to thank all shareholders for your support and encourage over the past year. For the coming year, the Company will work even harder to reach the maximum internal consensus so that we can work better to deal with challenges in the future. It is also my hope that all of you can continue to provide us with guidance and advice. My most sincere gratitude and best wishes.

I wish everyone good health and the best in all of your endeavors.

Chairman: Cai Yu Ye General Manager: Yang, Yun-Yhieh Accounting Supervisor: Li Chia-Ling

TMP Steel Corporation
Audit Committee's Review Report

Board of Directors sent the company's 2021 annual business report, individual financial statements and the distribution of surpluses to the company. The individual financial statements have also been audited by accountants Tien, Chung-Yu and Lin, Tzu-Shu of PricewaterhouseCoopers in Taiwan, and an unqualified audit report has been issued. The Audit Committee has been issued.

The Audit Committee has completed the verification of the above-mentioned business report, individual financial statements and the proposal for distribution of surpluses, and is of the opinion that there was no discrepancy therein. A statement is therefore announced as above in accordance with the provisions of Article 14-4 of Securities Exchange Act and Article 219 of Company Act for your review and verification.

To the 2022 Annual Meeting of Shareholders of TMP Steel Corporation

TMP Steel Corporation

Audit Committee Convener :
YANG GUEI MEI

March 10, 2022

TMP Steel Corporation



PwC Taiwan

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INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TMP Steel Corporation

Opinion

We have audited the accompanying balance sheets of TMP Steel Corporation (the "Company") as of December 31, 2021, and the related statements of comprehensive income, of changes in equity and of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2021 financial statements. These matters were addressed in the context of our audit of the financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2021 financial statements are stated as follows:

Existence of sales revenue from steel building materials

Description

Refer to Note 4(28) for accounting policy on revenue recognition and Note 6(20) for details of operating revenue. The Company's operating revenue for the year ended December 31, 2021 was \$4,437,556 thousand.

The Company is primarily engaged in the sales of steel building materials. As the Company has numerous trading counterparties, voluminous transactions and would required a longer period for verification, we consider the existence of sales revenue from steel building materials a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

- A. Understood the design and assessed the effectiveness of the internal controls over sales revenue.
- B. Assessed basic information of major customers, including the details of person in charge, registered address, operating address, relationships with these major customers, and further evaluated the reasonableness of transactions and whether they were related to major suppliers.
- C. Selected samples of sales transactions and performed the following procedures:
 - (a) Verified whether sales transactions have original supporting documents including confirming orders, shipping documents and invoices.
 - (b) Ascertained whether material accounts receivable have been offset against the same parties to which the sales were made.
 - (c) Inspected whether there are any recurring or significant sales returns after the stated period and whether there are any abnormalities in payment collections after the stated period.
- D. Selected samples from sales transactions and send to corresponding parties for external confirmation. Implemented alternative audit procedures for parties which fail to receive the inquiry letter in time.

Other matter – Scope of the audit

The financial statements of the Company as of and for the year ended December 31, 2020 were audited by other auditors whose report dated March 19, 2021 expressed an unmodified opinion on those statements.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards,

IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

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

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Tien, Chung-Yu
Independent Accountants
Lin, Tzu-Shu

PricewaterhouseCoopers, Taiwan
Republic of China
March 10, 2022

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

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

*The English version of the financial statements has not been reviewed or verified by an accountant.

TMP Steel Corporation
BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2021		December 31, 2020		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 178,759	7	\$ 100,429	7
1110	Financial assets at fair value through profit or loss - current	6(2)	-	-	24,458	2
1120	Financial assets at fair value through other comprehensive income - current	6(3)	-	-	3,393	-
1136	Financial assets at amortised cost - current	6(1)(4) and 8	186,995	8	99,601	7
1150	Notes receivable, net	6(5) and 7	88,445	4	95,318	7
1170	Accounts receivable, net	6(5) and 12	878,253	36	521,600	38
1180	Accounts receivable - related parties	6(5), 7 and 12	198,560	8	3,690	-
1200	Other receivables		311	-	1,512	-
130X	Inventories	6(6)	247,045	10	139,486	10
1410	Prepayments	6(7)	203,964	8	12,267	1
11XX	Total current assets		<u>1,982,332</u>	<u>81</u>	<u>1,001,754</u>	<u>72</u>
Non-current assets						
1600	Property, plant and equipment	6(9)(10) and 8	365,957	15	267,325	19
1755	Right-of-use assets	6(9)(10)	73,300	3	93,386	7
1780	Intangible assets		1,202	-	1,819	-
1840	Deferred income tax assets	6(27)	4,454	-	4,445	-
1920	Guarantee deposits paid		20,191	1	26,059	2
15XX	Total non-current assets		<u>465,104</u>	<u>19</u>	<u>393,034</u>	<u>28</u>
1XXX	Total assets		<u>\$ 2,447,436</u>	<u>100</u>	<u>\$ 1,394,788</u>	<u>100</u>

(Continued)

TMP Steel Corporation
BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(11) and 8	\$ 222,181	9	\$ 130,000	9
2120	Financial liabilities at fair value through profit or loss - current	6(2)	-	-	30	-
2130	Contract liabilities - current	6(20)	285,223	12	105,356	8
2150	Notes payable	7	25,194	1	11,415	1
2170	Accounts payable		485	-	314	-
2180	Accounts payable - related parties	7	513,470	21	162,414	12
2200	Other payables	6(12) and 7	68,327	3	44,349	3
2230	Current income tax liabilities	6(27)	3,859	-	13,485	1
2280	Lease liabilities - current	6(10)	22,190	1	22,963	2
2320	Long-term liabilities, current portion	6(13)(14) and 8	307,903	12	159,726	11
2399	Other current liabilities		641	-	228	-
21XX	Total current Liabilities		<u>1,449,473</u>	<u>59</u>	<u>650,280</u>	<u>47</u>
Non-current liabilities						
2530	Corporate bonds payable	6(13) and 8	-	-	147,310	10
2540	Long-term borrowings	6(14) and 8	233,110	10	121,052	9
2580	Lease liabilities - non-current	6(10)	54,253	2	73,156	5
2640	Net defined benefit liabilities - non-current	6(15)	40	-	40	-
25XX	Total non-current liabilities		<u>287,403</u>	<u>12</u>	<u>341,558</u>	<u>24</u>
2XXX	Total Liabilities		<u>1,736,876</u>	<u>71</u>	<u>991,838</u>	<u>71</u>
Share capital						
3110	Common stock	6(13)(16)	457,115	19	306,752	22
3200	Capital surplus	6(13)(16)(17)(18)	145,039	6	6,117	1
Retained earnings 6(3)(19)						
3310	Legal reserve		21,871	1	16,914	1
3320	Special reserve		5,110	-	5,110	-
3350	Unappropriated retained earnings		81,425	3	68,189	5
3400	Other equity interest	6(3)	-	-	(132)	-
3XXX	Total equity		<u>710,560</u>	<u>29</u>	<u>402,950</u>	<u>29</u>
Significant contingent liabilities and unrecognised contract commitments 9						
Significant event after balance sheet date 11						
3X2X	Total liabilities and equity		<u>\$ 2,447,436</u>	<u>100</u>	<u>\$ 1,394,788</u>	<u>100</u>

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

Chairman: Cai Yu Ye General Manager: Yang, Yun-Yhieh Accounting Supervisor: Li Chia-Ling

TMP Steel Corporation
STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Year ended December 31				
		2021		2020		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(20) and 7	\$ 4,437,556	100	\$ 3,115,269	100
5000	Operating costs	6(6)(10)(15)(25)(26) and 7	(4,221,956)	(95)	(2,897,582)	(93)
5900	Net operating margin		<u>215,600</u>	<u>5</u>	<u>217,687</u>	<u>7</u>
	Operating expenses	6(10)(15)(18)(25)(26) and 7				
6100	Selling expenses		(97,670)	(3)	(85,113)	(3)
6200	General and administrative expenses		(43,659)	(1)	(35,023)	(1)
6450	Expected credit gain (loss)	12	334	-	(26,337)	(1)
6000	Total operating expenses		(140,995)	(4)	(146,473)	(5)
6900	Operating profit		<u>74,605</u>	<u>1</u>	<u>71,214</u>	<u>2</u>
	Non-operating income and expenses					
7100	Interest income	6(4)(21)	187	-	663	-
7010	Other income	6(2)(3)(22)	920	-	7,121	-
7020	Other gains and losses	6(2)(13)(23) and 12	7,731	-	(1,769)	-
7050	Finance costs	6(10)(13)(24)	(11,851)	-	(9,628)	-
7000	Total non-operating income and expenses		(3,013)	-	(3,613)	-
7900	Profit before income tax		71,592	1	67,601	2
7950	Income tax expense	6(27)	(13,553)	-	(14,146)	-
8200	Net income for the year		<u>\$ 58,039</u>	<u>1</u>	<u>\$ 53,455</u>	<u>2</u>
	Other comprehensive income (loss)					
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8316	Unrealised (loss) gain on valuation of investments in equity instruments measured at fair value through other comprehensive income	6(3)	(\$ 2,261)	-	\$ 349	-
8500	Total comprehensive income for the year		<u>\$ 55,778</u>	<u>1</u>	<u>\$ 53,804</u>	<u>2</u>
	Earnings per share (in dollars)	6(28)				
9750	Basic		\$ 1.62		\$ 1.74	
9850	Diluted		\$ 1.33		\$ 1.45	

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

Chairman: Cai Yu Ye General Manager: Yang, Yun-Yhieh Accounting Supervisor: Li Chia-Ling

TMP Steel Corporation
STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)

	Notes	Share capital - common stock	Retained Earnings			Unappropriated retained earnings	Other Equity Interest Unrealised (loss) gain from financial assets measured at fair value through other comprehensive income	Total equity
			Capital surplus	Legal reserve	Special reserve			
For the year ended December 31, 2020								
Balance at January 1, 2020		\$ 306,752	\$ 6,117	\$ 8,050	\$ 5,110	\$ 91,523	\$ 416,631	
Net income for the year ended December 31, 2020		-	-	-	-	53,455	53,455	
Other comprehensive income for the year ended December 31, 2020	6(3)	-	-	-	-	-	-	
Total comprehensive income for the year ended December 31, 2020		-	-	-	-	53,455	53,455	
Distribution of 2019 net income:		-	-	-	-	349	349	
Legal reserve		-	-	-	-	-	-	
Cash dividends	6(19)	-	8,864	-	-	(8,864)	(8,864)	
Disposal of financial assets at fair value through other comprehensive income	6(3)	-	-	-	-	(67,485)	(67,485)	
Balance at December 31, 2020		\$ 306,752	\$ 6,117	\$ 16,914	\$ 5,110	\$ 68,189	\$ 402,950	
For the year ended December 31, 2021								
Balance at January 1, 2021		\$ 306,752	\$ 6,117	\$ 16,914	\$ 5,110	\$ 68,189	\$ 402,950	
Net income for the year ended December 31, 2021		-	-	-	-	58,039	58,039	
Other comprehensive loss for the year ended December 31, 2021	6(3)	-	-	-	-	-	-	
Total comprehensive income for the year ended December 31, 2021		-	-	-	-	58,039	58,039	
Distribution of 2020 net income:		-	-	-	-	2,261	2,261	
Legal reserve		-	-	-	-	-	-	
Cash dividends	6(19)	-	4,957	-	-	(4,957)	(4,957)	
Issuance of common stock for cash	6(16)(17)	150,000	-	-	-	(36,810)	(36,810)	
Disposal of financial assets at fair value through other comprehensive income	6(3)	-	135,000	-	-	-	135,000	
Repurchase of convertible corporate bonds	6(17)	-	(587)	-	-	(2,393)	(2,393)	
Conversion of corporate bonds into common stock	6(13)(16)(17)	363	628	-	-	(643)	(643)	
Compensation cost of employee stock options	6(17)(18)(26)	-	3,881	-	-	-	3,881	
Balance at December 31, 2021		\$ 457,115	\$ 145,039	\$ 21,871	\$ 5,110	\$ 81,425	\$ 710,560	

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

Chairman: Cai Yu Ye General Manager: Yang, Yun-Yhih Accounting Supervisor: Li Chia-Ling

TMP Steel Corporation
STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 71,592	\$ 67,601
Adjustments			
Adjustments to reconcile profit (loss)			
(Gain) loss on financial assets and liabilities at fair value through profit or loss	6(2)(23)	(7,061)	315
Unrealised foreign exchange loss		1,062	994
Expected credit (gain) loss	12	(334)	26,337
Depreciation	6(9)(10)(26)	33,881	34,634
Gain on disposal of property, plant and equipment	6(23)	(98)	(29)
Gain from lease modification	6(23)	(182)	-
Amortisation	6(25)	782	764
Gain on repurchase of corporate bonds	6(23)	(889)	-
Compensation cost of employee stock options	6(17)(18)(26)	3,881	-
Interest income	6(21)	(187)	(663)
Dividend income	6(22)	(659)	(901)
Interest expense	6(24)	11,851	9,628
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		6,873	(32,703)
Accounts receivable		(356,319)	59,635
Accounts receivable - related parties		(194,870)	(3,071)
Prepayments		(191,697)	10,899
Other receivables		1,201	(2,290)
Inventories		(107,559)	(18,268)
Changes in operating liabilities			
Contract liabilities - current		179,867	(29,205)
Notes payable		13,779	(11,689)
Accounts payable		171	(26,396)
Accounts payable - related parties		351,056	(33,337)
Other payables		22,460	6,359
Other current liabilities		413	(130)
Net defined benefit liabilities - non-current		-	(112)
Cash (outflow) inflow generated from operations		(160,986)	58,372
Interest received		187	663
Dividends received		659	901
Interest paid		(5,489)	(3,305)
Income tax paid		(23,188)	(17,652)
Net cash flows (used in) from operating activities		(188,817)	38,979

(Continued)

TMP Steel Corporation
STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES			
Increase in financial assets at amortised cost - current		(\$ 88,456)	(\$ 25,379)
Acquisition of financial assets at fair value through profit or loss - current		-	(4,353)
Proceeds from disposal of financial assets at fair value through profit or loss - current		31,489	7
Acquisition of financial assets at fair value through other comprehensive income - current		(148,678)	(1,976)
Proceeds from disposal of financial assets at fair value through other comprehensive income - current	6(3)	146,641	2,694
Proceeds from capital reduction of financial assets at fair value through other comprehensive income - current	6(3)	3,169	-
Cash paid for acquisition of property, plant and equipment	6(29)	(107,464)	(242,972)
Proceeds from disposal of property, plant and equipment		326	68
Acquisition of intangible assets		(165)	(996)
Decrease in prepayment for equipment		-	7,977
Decrease (increase) in guarantee deposits paid		5,868	(20,999)
Net cash flows used in investing activities		(157,270)	(285,929)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term borrowings	6(30)	92,181	119,000
Repurchase of convertible corporate bonds	6(30)	(22,535)	-
Increase in long-term borrowings	6(30)	147,300	117,016
Decrease in long-term borrowings	6(30)	(17,552)	(6,483)
Payment of lease liabilities	6(30)	(23,167)	(24,701)
Issuance of common stock for cash	6(16)	285,000	-
Payment of cash dividends	6(19)	(36,810)	(67,485)
Net cash flows from financing activities		424,417	137,347
Net increase (decrease) in cash and cash equivalents		78,330	(109,603)
Cash and cash equivalents at beginning of year	6(1)	100,429	210,032
Cash and cash equivalents at end of year	6(1)	\$ 178,759	\$ 100,429

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

Chairman: Cai Yu Ye General Manager: Yang, Yun-Yhih Accounting Supervisor: Li Chia-Ling

TMP Steel Corporation

2021 Distribution Table of Net Profit

Unit: NT\$

Summary	Amount
Beginning unappropriated retained earnings	26,422,370
Plus: Net income after tax in the current period	58,039,672
Less: redeemed corporate bonds	(642,582)
Disposal of Investments in Equity Instruments at Fair Value through Other Comprehensive Income. Accumulated profit and loss are directly transferred to retained earnings.	(2,393,985)
The total amount of after-tax net income for the period and other profit items adjusted to the current year's undistributed earnings other than after-tax net income for the period as calculated.	55,003,105
10% legal reserve	(5,500,311)
Distributable net profit	75,925,164
Assign items: :	
Cash Dividends to Common Share Holders (45,711,547 shares*NT\$1.2 per share)	(54,853,856)
unappropriated retained earnings at the end of the period	21,071,308

Chairman: Cai Yu Ye General Manager: Yang, Yun-Yhieh Accounting Supervisor: Li Chia-Lin

TMP Steel Corporation

2022 Annual Meeting of Shareholders

Comparison Table of Director Candidates

NO.	Candidate category	Name	Education	Experience	Shares held
1	Director	Representative of Tianchuan Investment Co., Ltd. Yu-Yeh Tsai	EMBA, College of Management, National Chiayi University	Fu Sheng Motors and Shipment Co., Ltd. Chairman	6,079,303
2	Director	Tianchuan Investment Co., Ltd. Representative: Chun-Liang Yeh	Master of Leisure Management, TOKO University.	Person in Charge of CHAU CHIUN STEEL CO., LTD.	
3	Director	Taiwan Steel Corporation Representative: Ching-Li Yen	Department of Industrial Engineering, Feng Chia University	Chairman of E-TOP METAL CO., LTD.	1,849,000
4	Director	Taiwan Steel Corporation Representative: Shih-Chieh Chao	Department of Automation, Tsinghua University	President of E-TOP METAL CO., LTD.	
5	Director	Taiwan Steel Corporation Representative: Kuei-Mei Yang	Jinou Girls High School	Consultant of HUMANISTIC CULTURE AND EDUCATION FOUNDATION Member of Taipei Film Commission Member of Taipei Culture Foundation	
6	Director	Taiwan Steel Corporation Representative: Huang,Yu-Jia	National Taiwan University Department of Accounting	PwC Taiwan Assistant Vice President, Audit Department	
7	Independent Director	Ti-miao Wu	Master of Business Administration,	NON SHENG CO., LTD. Chief Financial Officer Genesis Photonics Inc.	0

NO.	Candidate category	Name	Education	Experience	Shares held
			National Cheng Kung University	Chief Financial Officer	
8	Independent Director	Huang,Yu-Qi	National Taipei University Bachelor of Financial and Economic Laws	Taiwan Bar Association Member of Mainland China Affair Committee Lawyer, Tonli Law Firm (Taipei) Senior Lawyer, Dian Lu International Law Firm (Taipei) Counselor, Chuan Lian Enterprise Co., Ltd. Counselor, Eagleburgmann Taiwan Co., Ltd. (EKK Group, Japan)	0
9	Independent Director	Su,Yi-Zhou	National Sun Yat-sen University College of Social Sciences Institute of China	Judge, Taiwan Kaohsiung District Court Judge and Chief Judge, Taiwan Tainan District Court Adjunct Associate Professor, Department of Accounting, National Cheng Kung University Tekom Technologies, Inc. Independent Director concurring member of the Remuneration Committee	0

TMP Steel Corporation Comparison Table for the Amendment to the “Articles of Incorporation”

After Amendment	Before Amendment	Explanation
<p>Article 3 :</p> <p>The Company has its head office in <u>Changhua County</u>. The Company may, if necessary, set up branch offices domestically and abroad upon resolution of the Board of Directors authority.</p>	<p>Article 3 :</p> <p>The Company has its head office in <u>Taipei City</u>. The Company may, if necessary, set up branch offices domestically and abroad upon resolution of the Board of Directors authority.</p>	<p>The company relocated, so the address changed.</p>
<p>Article 9 :</p> <p>Shareholders’ meetings of the Corporation are of two types, namely: (1) general meetings and (2) special meetings. The general meeting shall be annually convened within six months from the end of each fiscal year. The special meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.</p> <p>Unless otherwise provided by company law or other regulations, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p><u>The Company’s shareholders’ meeting may be convened in the manner of video conference or other method announced by the MOEA.</u></p>	<p>Article 9 :</p> <p>Shareholders’ meetings of the Corporation are of two types, namely: (1) general meetings and (2) special meetings. The general meeting shall be annually convened within six months from the end of each fiscal year. The special meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.</p> <p>Unless otherwise provided by company law or other regulations, this Corporation's shareholders meetings shall be convened by the board of directors.</p>	<p>To adapt to the amendment to Article 172-2 of the Company Act, announced on December 19th, 2021, that allows the public companies to apply the video conference for shareholders’ meeting. Pursuant to Paragraph 1 of the Article, a company may explicitly provide for in its Articles of Incorporation that its shareholders’ meeting can be held by means of visual communication network or other methods promulgated by the central competent authority, i.e. the Ministry of Economic Affairs. To cooperate with the competent authority’s policy of promoting video shareholders’ meeting, while responding the demands in the digital era and providing convenient channels for shareholders attending shareholders’</p>

		meeting, the Company adds provisions specifying the Company's shareholders' meeting may be convened in the manner of video conference or other method announced by the MOEA.
<p>Article 19 :</p> <p>If the final annual accounts of the Corporation show a net profit for a given year, it shall allocate 1~10 percent of the net profit as profit-sharing compensation to employees which could be paid by cash or stock which should be decided by the board of directors. Those employees should be qualified employees of the company or the subsidiaries. The Corporation shall allocation no more than 4% of the net profit as profit-sharing compensation to Directors which should be decided by the board of directors.</p> <p>However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation to employees and remuneration to the directors based on the above-mentioned ratios.</p> <p>When the Company completes final accounting to obtain net income, after deduction of income tax and dues and have covered the losses, the Company shall first set aside 10% of net income as legal reserve; provided that no legal reserve may be set aside when such legal reserve has reached the Company's total paid-in capital. The Company should provide or reverse the remaining to special reserve pursuant</p>	<p>Article 19 :</p> <p>If the final annual accounts of the Corporation show a net profit for a given year, it shall allocate 1~10 percent of the net profit as profit-sharing compensation to employees which could be paid by cash or stock which should be decided by the board of directors. Those employees should be qualified employees of the company or the subsidiaries. The Corporation shall allocation no more than 4% of the net profit as profit-sharing compensation to Directors which should be decided by the board of directors.</p> <p>However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation to employees and remuneration to the directors based on the above-mentioned ratios.</p> <p>When the Company completes final accounting to obtain net income, after deduction of income tax and dues and have covered the losses, the Company shall first set aside 10% of net income as legal reserve; provided that no legal reserve may be set aside when such legal reserve has reached the Company's total paid-in capital. The Company should provide or reverse the remaining to special reserve pursuant</p>	Adapting to the amendments to the Company Act.

<p>accordance with the Company law 41, <u>the remaining will join the accumulated non-distributed earnings at the beginning of the term, to be resolved by the board of directors whether to be retained or distributed as the shareholders' dividends; if f the distribution is made by by issuing new shares, the distribution shall be submitted to the shareholders' meeting for resolution before distributing.</u> °</p> <p><u>Pursuant to Item 5, Article 240 of the Company Act, the Company authorizes the board meeting attended by two-thirds of the total number of directors, with the resolution adopted by a majority vote to distributte dividends and bonuses in whole or in part, and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.</u></p>	<p>accordance with the Company law 41, and the board of <u>directors submit the proposal to a shareholders' meeting for resolution on the distribution of dividends to shareholders.</u></p>	
<p>Article 19-2 :</p> <p>Pursuant to Article 241 of the Company Act, distribute its legal reserve and the following capital reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash; when distributing in cash, a resolution adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors is required; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. If the distribution is made by by issuing new shares, the distribution shall be submitted to the shareholders' meeting for resolution before distributing.</p>	<p>none</p>	<p>In line with the company law increase.</p>

Article 23 : According to the original article, add " <u>The forty-second amendment was made on July 2, 2021.</u> "	Article 23 : Omitted	Add new amendment date.
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TMP Steel Corporation Shareholders Meeting Procedure Rules

Article 1. To establish the good governance system for the Company's shareholders' meetings, enhance the supervision function and the management mechanism, the Procedures are established pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2. Unless otherwise specified by the laws or the Articles of Incorporation, the Company's Shareholders Meeting Procedure Rules shall prevail.

Article 3. Unless otherwise specified by the laws or the Articles of Incorporation, the Company's Shareholders Meeting shall be convened by the Board of Directors. Any change to the convention method of the Company's shareholders' meetings shall be resolved by the board of directors, and no later than mailing the shareholders meeting notice.

The Company shall formulate the cause and the description information for the shareholders meeting notice, the power of attorney documents, the relevant approval proposals, the discussion proposals, and the various proposals concerning the appointment or dismissal of directors into electronic files and upload them to the Market Observation Post System at least 30 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting. The Company shall also formulate the shareholders meeting handbook and supplementary materials into electronic files and upload them to the Market Observation Post System at least 21 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting; however, where the Company's paid-in capital of NT\$10 billion or more as of the last day of the most recent fiscal year, or aggregate shareholding percentage of foreign investors and Mainland Chinese investors of 30% or more as recorded in the shareholders' register at the time a regular shareholders meeting is convened in the most recent year, the electronic files shall be transmitted 30 days prior to the regular shareholders meeting. Prepare the meeting handbook and supplementary materials for the current shareholders meeting at least 15 days prior to the meeting, and make them available to shareholders upon request. The materials shall be displayed in the Company and the stock agency appointed by the Company, and must be distributed on-site during the shareholders meeting.

The agenda handbook and meeting supplemental information in the preceding paragraph, shall be provided to the shareholders for reference on the date of the shareholders' meeting in the following manners:

I. For the physical shareholders' meeting, such information shall be distributed at the site of the meeting.

II. For the video-assisted shareholders' meeting, such information shall be distributed at the site of the meeting, and transmitted to the video conference platform as the electronic files.

III. Where a shareholders' meeting is convened in the manner of video conference, such information shall be transmitted to the video conference platform as the electronic files.

The notice and announcement shall specify the reason for convening. If the notice is approved by the counterparty, it may be done electronically.

Issues that involve election or dismissal of directors, changes to the Articles of

Incorporation, capital reduction, application for suspension of public offering, director's permission to compete, surplus capital increase, capital reserve conversion, corporate liquidation, merger, divestment, or any matters listed in Paragraph 1 of Article 185 of The Company Act, Article 26-1 or Article 43-6 of the Securities and Exchange Act, or Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers must be raised and have the main content explained as part of the regular motions and cannot be raised in the form of special motions.

The shareholders' meeting notice has specified the full re-election of directors and the date of their appointment. Once the re-election is completed in the concerned meeting, their date of appointment must not be altered via an extempore motion or other methods.

Shareholder(s) holding over 1% of the Company's outstanding shares are entitled to make a proposal for discussion at a general shareholders meeting. Only one matter is permitted, and proposals exceeding this limit shall be excluded from discussion.

If a shareholder's proposal involves one of the conditions specify by Paragraph 4, Article 172-1 of the Company Act, the proposal shall be excluded from the board of directors meeting.

Shareholders may propose proposals urging the Company to promote public interests or fulfill its social responsibilities; procedure-wisely, only one matter is permitted pursuant to Article 172-1 of the Company Act; in case a proposal contains more than one matter, such proposal shall not be included in the agenda. The Company shall announce, before the book closure date of the general shareholders meeting, the conditions, places, written or electronic acceptance method, and time within which shareholders proposals are accepted. The timing of acceptance must not be less than 10 days.

A proposal made by a shareholder shall be limited to 300 characters. Anything exceeding 300 characters shall be excluded. The proposing shareholder shall attend the shareholders meeting in person or entrust another to participate in the proposal discussion.

The Company shall, before the date of notice for the shareholders meeting, advise the proposing shareholder of the handling results, and list the proposals conforming to the provision of this Article in the meeting notice. For shareholder proposals not included in the proposals list, the board of directors shall explain why they are excluded during the shareholders meeting.

Article 4. During each shareholders meeting, shareholders may issue a power of attorney printed by the Company, specifying the scope of authorization, and appoint an proxy to attend the meeting.

One shareholder is limited to issuing one power of attorney to appoint one person as proxy, and shall deliver the document to the Company 5 days prior to the shareholders meeting. In case of duplicate power of attorney forms, the earliest one received shall prevail unless a declaration has been issued to revoke the earlier entrustment.

After the power of attorney is delivered to the company, shareholders who wish to attend the shareholders meeting in person or exercise their voting rights in writing or electronically shall notify the Company of revocation of the proxy in writing two days prior to the shareholders meeting. The voting rights of the entrusted proxy shall prevail if the revocation is not issued prior to the deadline.

After the proxy form is delivered to the Company, shareholders who wish to attend the shareholders meeting via video conference shall notify the Company of revocation of the proxy in writing two days prior to the shareholders meeting. The voting rights of the entrusted proxy shall prevail if the revocation is not issued prior to the deadline.

Article 5. The shareholders meeting shall be located at a place within the Company or a place convenient for shareholders' attendance and suitable for the shareholders meeting. The start time of the meeting shall not be earlier than 9 am or later than 3 pm. The opinions of independent directors must be fully considered in terms of the place and time of the meeting.

When the Company convenes the video shareholders' meetings, the restrictions of convention location in the preceding paragraph does not apply.

Article 6. The Company shall specify the time and location for shareholder, proxy solicitors, proxy agents ("shareholders" hereafter), registration in the meeting notice as well as other matters requiring attention.

The preceding registration time shall be at least 30 minutes prior to the meeting. The registration area shall be clearly identified, and sufficient personnel must be deployed to handle the registration matters. The time during which shareholder attendance registrations will be accepted at the video conference platform shall be at least 30 minutes prior to the time the meeting commences. The shareholders accepted are deemed attend the shareholders' meeting in person.

The shareholder must present the attendance certificate, attendance sign-in card, or other attendance certificate in order to attend the shareholders meeting. Except for the documents required by the shareholders to attend, the Company shall not arbitrarily request other supporting documents. The proxy with a power of attorney must present ID documents for verification.

The Company the attending shareholders shall hand-in a sign-in card to sign in.

The Company shall deliver the meeting handbook, annual report, attendance certificate, speech slips, voting slips, and other meeting materials to the shareholders attending the shareholders meeting. In case of director election, additional voting slips must be included.

When the government or corporation is a shareholder, the representative attending the shareholders meeting is not limited to one person. When a corporation is entrusted to attend the shareholders meeting, only one representative may be appointed to attend. Where the Company convenes the video shareholders' meetings, and shareholders intend to attend in the manner of video conference shall register with the Company at least two day prior to the meeting date.

Where the Company convenes the video shareholders' meetings, the Company shall upload the agenda handbook, annual reports and other related information to the video conference platform for the shareholders' meeting 30 minutes prior to the meeting, and retain the disclosure of such until the meeting ends.

Article 6-1. Where the Company convenes the video shareholders' meetings, the meeting notice shall specify the following matters:

I. The method for shareholders to attend the video conference and exercise of their rights.

II. The handling method when the video conference platform or participation in the manner of video conference fails due to force majeure, such as natural disasters or incidents, and the follows shall be at least included:

(I) Time and date for the postponement or re-convention when the aforesaid continual failure that cannot be eliminated and thus a postponement or re-convention is required.

(II) The shareholders have not registered to attend the first shareholders' meeting must not attend the postponed or re-convened meeting.

(III) Where the Company convenes the video-assisted shareholders' meetings, and when the video meeting is discontinued, if the total attending shares still meet the statutory quorum for shareholders' meeting commencement after deducting these shares held by the

shares attending the meeting via video conference, the meeting shall continue; the shares held by the shares attending the meeting via video conference shall be included in the total shares of the attending shareholders, but deemed abstaining for all proposals in the concerned shareholders' meeting.

(IV) The handling method where the results of all proposal are announced but the extempore motions are not proceeded.

III. Where the Company convenes the video shareholders' meetings, the proper alternatives provided for the shareholders having difficulties attending in the manner of a video conference shall be specified.

Article 7. If the shareholders meeting is convened by the board of directors, the chairman of the board shall chair the meeting. If the chairman is unable to perform such duties due to leave of absence or any reason, the vice chairman shall act on the chairman's behalf. If the vice chairman is also unavailable or cannot perform such duties due to leave of absence or any reason, the chairman may appoint a managing director to act on the chairman's behalf. If there is no managing director, the chairman shall appoint a proxy. If the chairman has not appointed a proxy, the managing directors or other directors shall appoint one among them as proxy.

The chairman mentioned in the preceding paragraph shall be an executive director or a director's proxy who has served for over 6 months and has a clear grasp of the Company's financial business status. The same shall apply if the chairman is the representative of a corporate director.

For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors attend in person, and that at least one member of other functional committees attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

If the shareholders' meeting is convened by someone with the right to convene other than the board of directors, the chairman shall be the convener, if there are two or more persons having the convening right, the chair shall be elected from among themselves.

The Company may appoint the retained attorneys, accountants, or related personnel to attend the shareholders meeting.

Article 8. The Company shall audio and video-tape the full proceeding of shareholders' meetings.

The audiovisual materials from the preceding paragraphs shall be retained for at least 1 year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Where the Company convenes the video shareholders' meetings, the Company shall record and retain the records of the registration, enrollment, acceptance, inquiries, voting, and the results of vote calculation, and continuously record the video conference thoroughly, both audio and video.

The records and audio and video recordings in the preceding paragraphs shall be properly retained during the Company's survival period, and the audio and video recordings are provided to the organizer of the video conference for custody.

Article 9. The attendance of the shareholders meeting shall be calculated based on the number of shares held by those present. The number of shares held by those present shall be calculated based on the signature book or the sign-in card and the accepted shares at the video conference platform, submitted plus the number of shares exercising voting rights in writing or electronically.

The chair shall immediately announce the meeting adjourned at the scheduled meeting time.

But shall postpone the meeting when the shareholders present do not represent over 1/2 of the total issued shares. The number of postponements is limited to 2, and the total postponement time shall not exceed 1 hour. If the share amount present is still insufficient after 2 postponements but is over 1/3 of the total issued shares, the chair shall announce the meeting aborted, where the Company convenes the video shareholders' meetings, the Company shall announce the meeting adjournment at the video conference platform.

If the share amount present do not exceed 1/3 of the total issued shares after 2 postponements, a tentative resolution may be passed pursuant to the first paragraph of Article 175 of the Company Act, and notify the shareholders of the tentative resolution and reconvene the shareholders meeting within 1 month, where the Company convenes the video shareholders' meetings, and shareholders intend to attend in the manner of video conference shall register again with the Company per Article 6.

Before the end of the meeting, if the number of shares represented by the shareholders present has exceeded 1/2 of the total issued shares, the chair may submit the tentative resolution for a full resolution pursuant to Article 174 of the Company Act.

Article 10. If the shareholders meeting is convened by the board of directors, the agenda shall be set by the board of directors, related proposals are put to vote, and the meeting shall be conducted in accordance with the set agenda and shall not be changed without a resolution from the shareholders meeting.

If the shareholders meeting is convened by someone with the right to convene other than the board of directors, the preceding paragraph shall apply mutatis mutandis.

Before the meeting has been concluded, the chair shall not declare the meeting adjourned without a resolution. If the chair violates the procedure rules and announces the meeting adjourned, other members of the board of directors shall promptly assist the shareholders present to elect one person to serve as the chair and continue the meeting in accordance with the procedures established by law, and continue the meeting.

The chair must allow adequate time to explain and discuss the various motions, amendments, or special motions proposed during the meeting. The chair may announce discontinuing further discussions if the issue in question is considered to have been sufficiently discussed to proceed with the voting, and sufficient time for voting shall be arranged.

Article 11. Before a shareholder makes a statement, the shareholder must specify the statement summary, shareholder's account number (or attendance certificate number) and account name on the statement slip. The chair shall determine the order of shareholder statements.

If a shareholder has submitted a statement slip and fails to make a statement, the statement is deemed as waived. If the content of the statement is inconsistent with that specified on the statement slip, the content of the statement shall prevail.

Each shareholder shall not make over 2 statements during each meeting without the consent of the chair, and each statement shall not exceed 5 minutes. The chair may stop a statement if it violates the preceding provision or exceeds the scope of the topic.

When an attending shareholder makes a statement, other shareholders shall not interfere with the statement except those with the consent of the chair and the speaking shareholder. Violators shall be stopped by the chair.

When a corporate shareholder appoints two or more representatives to attend the shareholders meeting, only one person is permitted to speak on the same proposal.

After the shareholders have spoken, the chair may reply personally or designate the relevant personnel to reply.

Where the Company convenes the video shareholders' meetings, the shareholders attending the meeting via video conference may, after the chair declares the commencement of the meeting, till the adjournment, raise inquiries in text at the video conference platform for the shareholders' meeting. No more than two inquiries may be made to each proposal. The maximum length of the inquiries is 200 words, and Paragraphs 1 to 5 do not apply.

The inquiries in the preceding paragraph, if not a breach to the regulations, nor beyond the proposal extent, it is advisable to disclose such inquiries at the video conference platform for the shareholders' meeting for the public knowledge.

Article 12. Votes during a shareholders meeting shall be calculated based on the number of shares.

During a shareholders meeting resolution, the total number of issued shares shall not be included the number of shares held by non-voting shareholders. When a shareholder is a stakeholder in matters presented at the meeting and may pose harm to the interests of the Company, said shareholder shall not participate in the voting or act on behalf of other shareholders to exercise their voting rights.

The number of shares for which voting rights cannot be exercised in the preceding paragraph shall not be counted as the number of voting rights of shareholders present.

Except for a trust enterprise or a stock agency approved by the competent securities authorities, when one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total number of shares issued, and the part that exceeded this limit shall not be calculated.

Article 13. Shareholders have one voting right per share, except for those who are restricted or have no voting rights pursuant to Article 179, Paragraph 2 of the Company Act.

Voting rights can be exercised in writing or using the electronic method. When adopting the written or electronic method to exercise the voting rights, instructions for exercising voting rights in writing or using the electronic form must be clearly stated on the shareholders meeting notice. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the shareholders meeting in person. However, the provisional motions and amendments to the original shareholders meeting proposals shall be deemed as abstentions. Therefore, the Company must avoid proposing provisional motions and amendments to the original proposals.

For those who intend to exercise voting rights in writing or electronically under the preceding paragraph, their expressions of intent shall be delivered to the Company 2 days before the shareholders meeting. In the event of duplicate expressions of intent, the first 1 shall prevail unless a declaration has been issued to revoke the earlier expression of intent.

After shareholders have exercised their voting rights in writing or electronically, if they wish to attend the shareholders meeting in person or video, they must revoke the aforesaid expressions of intent 2 days prior to the shareholders meeting the same way they exercised their vote rights. If the revocation is overdue, the voting rights exercised in writing or electronically shall prevail. If voting rights are exercised in writing or electronically and a proxy is entrusted to attend the shareholders meeting via a power of attorney, the voting rights exercised by the entrusted proxy shall prevail.

The vote for a proposal shall be passed with the approval of a majority of the shareholder voting rights present unless otherwise stipulated in the Company Act or the Company's Articles of Incorporation. At the time of voting, shareholders

shall vote, and the shareholders' approval, opposition, and abstention voting results shall be uploaded to the Market Observation Post System.

In case there are any amendments or alternative solutions for the same proposal, the chair shall combine these amendments/alternative solutions with the original proposal and decide their priority for voting. If one of these cases has already been resolved, the other cases shall be considered rejected and no further voting is required.

The scrutineers and vote-counters for the proposal votes shall be designated by the chair, but the scrutineers must be shareholders. The vote counting operation for shareholder votes or election proposals shall be conducted at a public place in the shareholders meeting. After the vote counting has completed, the voting results shall be announced on-site (including the statistical weight), and a record shall be made.

Where the Company convenes the video shareholders' meetings, the shareholders attending in the manner of video conference shall vote via the video conference platform to each proposal and election after the Chairman declares the meeting commencement. Such voting shall be completed before the Chairman declares the end of voting; anyone misses the deadline is deemed abstention.

Where the Company convenes the video shareholders' meetings, the votes shall be calculated at once upon the end of voting declared by the chair, and announce the results of voting or elections.

Where the Company convenes the video-assisted shareholders' meetings, the shareholders who already have registered to attend the meeting in the manner of video conference pursuant to Article 6, but then intend to attend the off-line shareholders' meeting in person, shall withdraw the registration in the same manner of registration two days prior to the shareholders' meeting date; these who miss the deadline may only attend the shareholders' meeting in the manner of a video conference.

These who exercise the vote in the manner of writing or electronic method, without withdrawing their expressions of intents, and attending the meeting in the manner of video conference, other than the extempore motions, must not exercise the votes to the original proposal, propose any amendment to the original proposal, or exercise the votes to the amendment to the original proposal.

Article 14. The election of directors during the shareholders meeting must be handled according to the relevant election provisions set by the Company. The election results, including the list of elected directors and the final tally must be announced on-site.

The electoral votes for the preceding election shall be sealed and signed by the scrutineers, and properly retained for at least one year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Article 15. The shareholders meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chair of the meeting before disseminating to each shareholder no later than 20 days after the meeting. The meeting minutes may be prepared and distributed in electronic form.

The aforesaid meeting minutes may be announced via upload to the Market Observation Post System.

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

Where the Company convenes the video shareholders' meetings, other than the matters to be recorded as required in the preceding paragraph, the starting and ending time of the shareholders' meeting, convention method of the meeting, names of the chair and record-keeper, and the handling method when the video conference platform

or participation in the manner of video conference fails due to disasters, incidents or other force majeure, and the handling status shall be specified.

Where the Company convenes the video shareholders' meetings, other than complying with the preceding paragraph, the minutes shall also specify the alternatives for the shareholders having difficulties to attend in the manner of video conference.

Article 16. The number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the shares attended by the shareholders in the manner of writing or electronic method, shall be clearly disclosed in the shareholders meeting on the meeting day in a statistical table compiled under the prescribed format. Where the shareholders' meeting are convened in the manner of video conference, the Company shall upload the aforesaid information to the video conference platform for the shareholders' meeting at least 30 minutes prior to the meeting, and retain the disclosure of such until the meeting ends.

Where the Company convenes the video shareholders' meetings, the total shares held by the shareholders attending the meeting shall be disclosed at the video conference platform. If the total shares and voting rights of the attending shareholders are counted during the meeting, the same applies.

Article 17. Staff handling the shareholders meeting shall wear identification cards or armbands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

If the venue is equipped with amplifying equipment, the chair may stop it when the shareholder does not use the equipment configured by the Company to speak.

If a shareholder violates the procedure rules, obstructs the progress of the meeting, and refuses to comply with the chair's instructions; the chair may direct the guard or security personnel to ask the shareholder to leave the venue.

Article 18. During a meeting, the chair may announce a break at his or her discretion. During a force majeure event, the chair may rule to suspend the meeting temporarily and announce the meeting continuation time.

If the meeting venue cannot continue to be used before the agendas set by the shareholders meeting are concluded, the shareholders meeting may decide to find another venue to continue the meeting.

The shareholders meeting may decide to postpone or continue the meeting within 5 days pursuant to Article 182 of the Company Act.

Article 19. Where the shareholders' meetings are convened in the manner of video conference, the Company shall disclose the voting result of each proposal and election results at the video conference platform for the shareholders' meeting, and retain the disclosure at least 15 minutes after the chair declares adjournment.

Article 20. When the Company convenes the video shareholders' meetings, the chair and the record-keeper shall be at the same location within Taiwan. The chair shall announce the address of this location.

Article 21. Where the shareholders' meeting is convened in the manner of video conference, the chair, when declaring the meeting commencement, shall also declare the events not requiring postponement or re-convention specified in Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies; before the chair declares the adjournment, in the event where the video conference platform or the participation in the video conference fails for 30 minutes or more due to nature disasters, incidents, or other force majeure, the date of the shareholders' meeting postponed to, or re-convened shall be within five days, and Article 182 of the Company Act shall not apply.

Where the meeting is to be postponed or re-convened as specified in the preceding paragraph, the shareholders have not registered to attend the first shareholders' meeting must not attend the postponed or re-convened meeting.

For the meeting is to be postponed or re-convened as specified in Paragraph 1, the shareholders who registered to attend the original meeting via the video conference, and have completed the acceptance, but not attend the postponed or re-convened meeting, their attending shares at the original meeting, the exercised voting right and election right, shall be counted into the total shares, voting rights, and election rights of the attending shareholders in the postponed or re-convened meeting.

The postponement or re-convention of shareholders' meetings conducted per Paragraph 1 needs not again discuss and resolve the proposal that have completed voting and vote calculation, with the announcement of voting results, or the list of elected directors.

Where the Company convenes the video-assisted shareholders' meetings, and when the video meeting is discontinued as specified in Paragraph 1 and the total attending shares still meet the statutory quorum for shareholders' meeting commencement, the postponement or re-convention of the meeting per Paragraph 1 is not required.

Under the circumstances to continue the meeting as specified in the preceding paragraph, the shares held by the shares attending the meeting via video conference shall be included in the total shares of the attending shareholders, but deemed abstaining for all proposals in the concerned shareholders' meeting.

Where the Company postpones or re-convenes any shareholders' meeting as specified in Paragraph 1, the pre-requisite operations shall be conducted based on the original shareholders' meeting date, and pursuant to Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For the periods specified in the latter part of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Paragraph 2 of Article 44-5, Article 44-15, Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall proceed on the date of the postponed or re-convened shareholders' meeting per Paragraph .

Article 22. Where the Company convenes the video shareholders' meetings, the proper alternatives shall be provided for the shareholders having difficulties to attend in the manner of video conference.

Article 23. This Procedure Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its revisions.

Article 24. Abolish and re-establish the Company' s "Rules of Procedures for Shareholders Meetings" : 2022, ○ ○.

TMP Steel Corporation
Comparison Table for the Amendment to the
“Procedures for the Acquisition or Disposal of Assets”

After Amendment	Before Amendment	Explanation
<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the</p>	<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the</p>	<p>Cooperate with regulations amendments.</p>

<p>transaction.</p> <p>III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the <u>self-disciplinary regulations of the industry association he/she belongs to and the following:</u></p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When implement a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p>	<p>transaction.</p> <p>III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy, and</u> reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement attesting to the</p>	
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<p>IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and reasonable</u>, and that they have complied with applicable laws and regulations.</p>	<p>professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>reasonable and accurate</u>, and that they have complied with applicable laws and regulations.</p>	
<p>Article 9 The appraisal and operating procedures for acquisition and disposal of negotiable securities:</p> <p>Item 1 and item 2 omitted.</p> <p>III. Engagement of experts for opinions: Acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. If the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. However, this requirement does not apply to publicly quoted</p>	<p>Article 9 The appraisal and operating procedures for acquisition and disposal of negotiable securities:</p> <p>Item 1 and item 2 omitted.</p> <p>III. Engagement of experts for opinions: Acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. If the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use an expert's report as evidence, the CPA shall</u></p>	<p>Cooperate with regulations amendments.</p>

<p>prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>(The content hereafter will be omitted.)</p>	<p><u>do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p> <p>However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>(The content hereafter will be omitted.)</p>	
<p>Article 10 The appraisal and operating procedures for acquisition and disposal of real property and equipment:</p> <p>Item 1 omitted.</p> <p>II. Engagement of experts for appraisal reports (I) In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and</p>	<p>Article 10 The appraisal and operating procedures for acquisition and disposal of real property and equipment:</p> <p>Item 1 omitted.</p> <p>II. Engagement of experts for appraisal reports (I) In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and</p>	<p>Cooperate with regulations amendments.</p>

<p>shall further comply with the following provisions:</p> <p>A. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>B. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>C. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>b. The discrepancy</p>	<p>shall further comply with the following provisions:</p> <p>A. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>B. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>C. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the</p>	
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<p>between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. D. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(The content hereafter will be omitted.)</p>	<p>appropriateness of the transaction price: a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount. b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. D. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(The content hereafter will be omitted.)</p>	
<p>Article 13 The appraisal and operating procedures for acquisition and disposal of intangible assets or the right-of-use assets thereof, or memberships:</p> <p>Item 1 omitted.</p> <p>II. Engagement of experts for opinions: (I) For acquiring or disposing of membership, with the dollar amount of the transaction is 1 percent of the Company's paid-in capital or NT\$3 million or more, an expert</p>	<p>Article 13 The appraisal and operating procedures for acquisition and disposal of intangible assets or the right-of-use assets thereof, or memberships:</p> <p>Item 1 omitted.</p> <p>II. Engagement of experts for opinions: (I) For acquiring or disposing of membership, with the dollar amount of the transaction is 1 percent of the Company's paid-in capital or NT\$3 million or more, an expert</p>	<p>Cooperate with regulations amendments.</p>

<p>shall be engaged for an appraisal report prior to the date of occurrence of the event.</p> <p>(II) For acquiring or disposing of intangible assets or the right-of-use assets thereof, with the dollar amount of the transaction is 10 percent of the Company's paid-in capital or NT\$20 million or more, an expert shall be engaged for an appraisal report prior to the date of occurrence of the event.</p> <p>(III) For acquiring or disposing of intangible assets or the right-of-use assets thereof, or memberships, if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, unless the transactions are made with the domestic governmental agencies, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price.</p> <p>(The content hereafter will be omitted.)</p>	<p>shall be engaged for an appraisal report prior to the date of occurrence of the event.</p> <p>(II) For acquiring or disposing of intangible assets or the right-of-use assets thereof, with the dollar amount of the transaction is 10 percent of the Company's paid-in capital or NT\$20 million or more, an expert shall be engaged for an appraisal report prior to the date of occurrence of the event.</p> <p>(III) For acquiring or disposing of intangible assets or the right-of-use assets thereof, or memberships, if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, unless the transactions are made with the domestic governmental agencies, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. The certified public accountant shall observe in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF).</p> <p>(The content hereafter will be omitted.)</p>	
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<p>Article 15 The appraisal and operating procedures for related party transactions When a public company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion as required.</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 14 herein.</p> <p>When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>I. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the</p>	<p>Article 15 The appraisal and operating procedures for related party transactions When a public company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion as required.</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 14 herein.</p> <p>When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>I. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the</p>	<p>Cooperate with regulations amendments. Items adjustment.</p>
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<p>company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the board of directors:</p> <p>(I) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(II) The reason for choosing the related party as a transaction counterparty.</p> <p>(III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with subparagraphs 2 and 3 of the Article.</p> <p>(IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>(V) Monthly cash flow forecasts for the year commencing from the anticipated month of</p>	<p>company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the board of directors:</p> <p>(I) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(II) The reason for choosing the related party as a transaction counterparty.</p> <p>(III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with subparagraphs 2 and 3 of the Article.</p> <p>(IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>(V) Monthly cash flow forecasts for the year commencing from the anticipated month of</p>	
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<p>signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>(VII) Restrictive covenants and other important stipulations associated with the transaction.</p> <p><u>With respect to the types of transactions listed below, when to be conducted between a public company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 10, delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</u></p> <ol style="list-style-type: none"> <u>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u> <u>2. Acquisition or disposal of real property right-of-use assets held for business use.</u> <p><u>Where the position of independent director has been created in</u></p>	<p>signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>(VII) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with item 7, subparagraph 1 of Article 17, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the supervisors need not be counted toward the transaction amount.</p> <p><u>With respect to the types of transactions listed below, when to be conducted between a public company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 10, delegate the board chairman to decide such matters when the</u></p>	
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<p><u>accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>When a public company, or any of its subsidiaries that is not itself a public company in Taiwan intends to acquire or dispose of equipment or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party, and the transaction amount reaches 10 percent or more of the public company's total authorized capital, the public company shall submit each information specified in the preceding paragraph for approval, before entering the transaction contracts and making payments. Provided, for the transactions between the public company and its parent or subsidiaries, or between its subsidiaries, the requirement does not apply.</u></p> <p><u>The calculation of</u></p>	<p><u>transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</u></p> <ol style="list-style-type: none"> <u>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u> <u>2. Acquisition or disposal of real property right-of-use assets held for business use.</u> <p><u>Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p>(The content hereafter will be omitted.)</p>	
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<p><u>the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with item 7, subparagraph 1 of Article 17, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting and the board of directors need not be counted toward the transaction amount.</u></p> <p>(The content hereafter will be omitted.)</p>		
<p>Article 17 Public announcement and regulatory filing procedures: I. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the</p>	<p>Article 17 Public announcement and regulatory filing procedures: I. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the</p>	<p>Cooperate with regulations amendments.</p>

<p>company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. 2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. <p>(V) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for</p>	<p>company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. 2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. <p>(V) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for</p>	
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<p>construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more .</p> <p>(VI) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>(VII) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or</p>	<p>construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more .</p> <p>(VI) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>(VII) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or</p>	
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<p>more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Transaction of domestic government bonds <u>or the foreign government bonds with rating no lower than Taiwan's sovereign rating.</u> 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, <u>the foreign government bonds</u> or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscribe or sell back the index-investment securities,</u> or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. 3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>The amount of transactions above shall</p>	<p>more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds. 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. 3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of 	
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<p>be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>(The content hereafter will be omitted.)</p>	<p>underlying asset with the same transaction counterparty within the preceding year.</p> <ol style="list-style-type: none"> 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>(The content hereafter will be omitted.)</p>	
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TMP Steel Corporation

Articles of Incorporation(before revision)

Chapter I General Provisions

- Article 1 The Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 沛波鋼鐵股份有限公司 in the Chinese language, and TMP Steel Corporation in the English language.
- Article 2 The business scope of the Company is as follows:
1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
 2. CC01040 Lighting Facilities Manufacturing
 3. CC01060 Wired Communication Equipment and Apparatus Manufacturing
 4. CC01070 Telecommunication Equipment and Apparatus Manufacturing
 5. CC01080 Electronic Parts and Components Manufacturing
 6. CC01110 Computers and Computing Peripheral Equipments Manufacturing
 7. CC01990 Electrical Machinery, Supplies Manufacturing
 8. F113050 Wholesale of Computing and Business Machinery Equipment
 9. F213030 Retail sale of Computing and Business Machinery Equipment
 10. F299990 Retail Sale of Other Retail Trade Not Elsewhere Classified
 11. F399990 Retail sale of Others
 12. F399040 Retail Business Without Shop
 13. JE01010 Rental and Leasing Business
 14. J602010 Agents and Managers for Performing Arts, Entertainers, and Models
 15. F401010 International Trade
 16. F111090 Wholesale of Building Materials
 17. F106010 Wholesale of Ironware
 18. F211010 Retail Sale of Building Materials
 19. F206010 Retail Sale of Ironware
 20. CA01050 Iron and Steel Rolling, Drawing, and Extruding
 21. F113010 Wholesale of Machinery
 22. F113020 Wholesale of Household Appliance
 23. F113070 Wholesale of Telecom Instruments
 24. J701040 Recreational Activities grounds and Facilities

25. H701010 Residence and Buildings Lease Construction and Development
26. H701020 Industrial Factory Buildings Lease Construction and Development
27. H701050 Public Works Construction and Investment
28. H703090 Real Estate Commerce
29. H703100 Real Estate Rental and Leasing
30. I401010 General Advertising Services
31. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

- Article 3 The Company has its head office in Taipei City. The Company may, if necessary, set up branch offices domestically and abroad upon resolution of the Board of Directors authority.
- Article 4 (Delete)

Chapter II Capital stocks

- Article 5 The total capital stock of the Corporation shall be in the amount of 1,500,000,000 New Taiwan Dollars, divided into 150,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments.

The Corporation may reserve 114,620,000 New Taiwan Dollars among the above total capital stock for issuing stock warrant to exercise which including employee stock option , corporate bonds with stock options and etc. A total of 11,462,000 shares at ten New Taiwan Dollars each may be paid-up in installments.

- Article 5-1 If the Company wishes to transfer an employee stock options to an employee at a price lower than the average price of the shares that were bought back or when the Company issues employee stock options with a subscription price lower than the closing price of the Company's common shares on the day of issuance, it shall be approved by at least two-thirds of the voting rights represented at the latest shareholders' meeting attended by shareholders representing a majority of the total issued shares.

Treasury stock purchased by the Company accordance with the company law can be transferred to the employees of parent's or subsidiaries of the company meeting certain specific requirements.

Stock warrants of the Company or new stock issued by Company or restricted employee stock warrant can be transferred to the employees of parent's or subsidiaries of the company meeting certain specific requirements.

- Article 6 Unless otherwise provided in relevant laws or regulations, affairs concerning shareholder services need to be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies

promulgated by the competent authority.

Article 7 Share certificates of the Company shall be assigned with serial numbers, shall indicate the particulars accordance with the company law, shall be affixed with the signatures or personal seals of three or more directors of the issuing company, and shall be duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance
The shares issued by the Company are exempted from printing, however, they shall be registered in the central securities depository and be handled in accordance with the regulations of the institution.

Article 8 Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.
The period starts from the meeting date or the base date.

Chapter III Shareholders' Meeting

Article 9 Shareholders' meetings of the Corporation are of two types, namely: (1) general meetings and (2) special meetings. The general meeting shall be annually convened within six months from the end of each fiscal year. The special meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.

Unless otherwise provided by company law or other regulations, this Corporation's shareholders meetings shall be convened by the board of directors.

Article 9-1 Written notices shall be sent to all shareholders thirty days prior to the general meeting and fifteen days prior to the special meeting. The notice shall specify the date, place and reasons to convene. Pursuant to relevant laws and regulations, the notice served to the shareholder who owns less than 1,000 shares of nominal stocks may be given in the form of a public announcement.

Article 10 Shareholders who are unable to attend the shareholders' meeting may designate a proxy to attend the shareholders' meeting with a power of attorney indicating the scope of authority in accordance with Article 177 of the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meeting of Public Companies.

Article 11 Unless otherwise provided by laws, regulations, bylaws, or rules, each shareholder of the Corporation is entitled to one vote for each share held , except when the shares are restricted shares or are deemed non-voting shares under

Article 179, paragraph 2 of the Company Act.

Article 12 The resolutions of shareholders' meeting, unless otherwise stated in the relevant laws and regulations, shall be agreed by the majority of votes represented by the attending shareholders or proxies who represents the majority of total number of issued shares.

Chapter IV Directors and Audit Committees

Article 13 The Board of Directors of the company has five (5) to nine (9) Directors, and the term of office is three (3) years. Re-elected candidates are reappointed. The total shareholding ratio of all directors shall not be lower than the regulations of the securities regulatory authority. The election of Directors adopts the system of nomination for shareholders to vote from a list of nominated candidates at the shareholders' meeting. The nomination method shall be conducted in accordance with one of Article 192 of the Company Law.

In compliance with Articles 14-4 of the Securities and Exchange Law, the Corporation shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Law, the Securities and Exchange Law and other relevant regulations.

Article 13-1 The number of independent directors within the number of directors in the preceding article shall be three at least and shall not be less than one-fifth of the total number of directors.

Article 13-2 The meeting of the Board of Directors shall be held at least once every quarter. Unless otherwise stipulated in the Company Act, the Board of Directors' meeting shall be convened by the Chairperson and shall be clearly stated in the written notices sent out to the directors. All directors shall be notified of the meeting seven days in advance via mail, e-mail or fax. In case of emergency, the Board meeting can be convened.

Article 14 The Board of Directors shall be organized by the directors. One chairman shall be appointed during a Board of Directors meeting with over two-thirds of the directors present and with the support of over half of all attending directors, the same method shall be used to elect one vice chairman, and the chairman shall represent the Company externally.

Article 15 When the Chairperson is on leave or unable to exercise power, the person who may preside the meeting shall be determined in accordance with Article 208 of the Company Act.

Article 15-1 A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

No director may act as proxy for more than one other director.

Article 16 The compensation of all directors shall be recommended by the Remuneration Committee and determined by the board of directors in accordance with the usual standards of the industry.

The regulations governing the appointment and exercise of powers by the Remuneration Committee of a Company should be determined by the board of directors accordance with Article 14-6 of Securities and Exchange Act, other laws and the regulations of the authority.

Article 16-1 The company may purchase duty insurance for directors every year to reduce and diversify the risk of major damages to the company and shareholders caused by the directors' illegal activities.

Chapter V Managers

Article 17 The Company shall has a general manager, a deputy general manager, an associate and have several managers. The appointment, dismissal and remuneration shall be subject to Article 29 of the Company Act.

Chapter VI Accounting

Article 18 The fiscal year for the Corporation shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance: After the close of each fiscal year, the following reports shall be prepared by the Board of Directors on 30 days before the meeting of the shareholders' meeting, and submitted to the regular shareholders' meeting for acceptance: (1) Business report (2) Financial statement (3) Profit distribution or deficit compensation proposal

Article 19 If the final annual accounts of the Corporation show a net profit for a given year, it shall allocate 1~10 percent of the net profit as profit-sharing compensation to employees which could be paid by cash or stock which should be decided by the board of directors. Those employees should be qualified employees of the company or the subsidiaries. The Corporation shall alloction no more than 4% of the net profit as profit-sharing compensation to Directors which should be decided by the board of directors.

However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation to employees and remuneration to

the directors based on the above-mentioned ratios.

When the Company completes final accounting to obtain net income, after deduction of income tax and dues and have covered the losses, the Company shall first set aside 10% of net income as legal reserve; provided that no legal reserve may be set aside when such legal reserve has reached the Company's total paid-in capital. The Company should provide or reverse the remaining to special reserve pursuant accordance with the Company law 41, and the board of directors submit the proposal to a shareholders' meeting for resolution on the distribution of dividends to shareholders.

Article 19-1 The Company is at industrial growth stage. In the next few years, there are plans to expand operations and capital needs. Therefore, in addition to the distribution of earnings in accordance with the above regulations. Tthe company's dividend policy is in line with current and future development plans, Taking into account the investment environment, capital requirements and domestic and foreign competition conditions, and taking into account the interests of shareholders, the annual dividend is not less than 30% of the distributable earnings in current year, but when the cumulative distributable earnings is lower than the 1% of the total paid-in capital, it may not be distributed; when dividends to shareholders are distributed, it can be done in cash or stocks, where the cash dividend is not less than 10% of the total dividend, but the type and ratio of the surplus distribution , It may be adjusted according to the actual profit and capital status of the current year and determined by the shareholders meeting.

Chapter VII Supplementary

Article 20 The Company's investment may exceed 40% of the paid-in capital, and it shall be authorized by the board of directors to execute it.

Article 21 The company may provide external guarantees among the similar industries.

Article 22 Matters not set forth in the Articles of Incorporation shall be subject to the Company Act, and other laws.

Article 23 The Articles of Incorporation was established on May 7, 1984.

The first amendment was made on May 26, 1984.

The second amendment was made on December 10, 1984.

The third amendment was made on August 21, 1986.

The fourth amendment was made on September 9, 1986.

The fifth amendment was made on August 18, 1988.

The sixth amendment was made on May 2, 1989.

The seventh amendment was made on June 30, 1990.

The eighth amendment was made on August 6, 1990.

The ninth amendment was made on May 9, 1992.

The tenth amendment was made on December 21, 1992.

The eleventh amendment was made on February 15, 1993.
The twelfth amendment was made on August 5, 1993.
The thirteenth amendment was made on June 18, 1994.
The fourteenth amendment was made on July 20, 1994.
The fifteenth amendment was made on June 28, 1995.
The sixteenth amendment was made on August 18, 1995.
The seventeenth amendment was made on January 28, 1997.
The eighteenth amendment was made on March 18, 1997.
The nineteenth amendment was made on June 28, 1997.
The twentieth amendment was made on April 25, 1998.
The twenty-first amendment was made on June 12, 2001.
The twenty-second amendment was made on June 19, 2002.
The twenty-third amendment was made on May 13, 2003.
The twenty-fourth amendment was made on May 18, 2004.
The twenty-fifth amendment was made on June 14, 2005.
The twenty-sixth amendment was made on June 14, 2006.
The twenty-seventh amendment was made on June 15, 2007. (The revised Article 5-1 will be applicable from the date of implementation by the authority. (January 1, 1997).
The twenty-eighth amendment was made on June 13, 2008.
The twenty-ninth amendment was made on June 19, 2009.
The thirtieth amendment was made on November 18, 2009.
The thirty-first amendment was made on June 15, 2010.
The thirty-second amendment was made on June 22, 2011.
The thirty-third amendment was made on June 21, 2012.
The thirty-fourth amendment was made on October 4, 2012.
The thirty-fifth amendment was made on June 18, 2013.
The thirty-sixth amendment was made on December 30, 2013.
The thirty-seventh amendment was made on May 29, 2014.
The thirty-eighth amendment was made on June 29, 2016.
The thirty-ninth amendment was made on November 1, 2017.
The fortieth amendment was made on June 28, 2019.
The forty-first amendment was made on April 23, 2020.
The forty-second amendment was made on July 2, 2021.

TMP Steel Corporation

Shareholders Meeting Procedure Rules (before abolished)

Approved by the shareholders meeting on July 2, 2021

Article 1. Unless otherwise specified by the laws or the Articles of Incorporation, the Company's Shareholders Meeting Procedure Rules shall prevail.

Article 2. Unless otherwise specified by the laws or the Articles of Incorporation, the Company's Shareholders Meeting shall be convened by the Board of Directors.

The Company shall formulate the cause and the description information for the shareholders meeting notice, the power of attorney documents, the relevant approval proposals, the discussion proposals, and the various proposals concerning the appointment or dismissal of directors into electronic files and upload them to the Market Observation Post System at least 30 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting.

The Company shall also formulate the shareholders meeting handbook and supplementary materials into electronic files and upload them to the Market Observation Post System at least 21 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting. Prepare the meeting handbook and supplementary materials for the current shareholders meeting at least 15 days prior to the meeting, and make them available to shareholders upon request. The materials shall be displayed in the Company and the stock agency appointed by the Company, and must be distributed on-site during the shareholders meeting. The notice and announcement shall specify the reason for convening. If the notice is approved by the counterparty, it may be done electronically.

Issues that involve election or dismissal of directors, changes to the Articles of Incorporation, capital reduction, application for suspension of public offering, director's permission to compete, surplus capital increase, capital reserve conversion, corporate liquidation, merger, divestment, or any matters listed in Paragraph 1 of Article 185 of The Company Act, Article 26-1 or Article 43-6 of the Securities and Exchange Act, or Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers must be raised and have the main content explained as part of the regular motions and cannot be raised in the form of special motions.

Shareholder(s) holding over 1% of the Company's outstanding shares are entitled

to make a proposal for discussion at a general shareholders meeting. Only one matter is permitted, and proposals exceeding this limit shall be excluded from discussion. However, if a shareholder's proposal matters involve urging the Company to promote the public interest or fulfill its social responsibility, the Board of Directors must still include the proposal for discussion.

If a shareholder's proposal involves one of the conditions specify by Paragraph 4, Article 172-1 of the Company Act, the proposal shall be excluded from the board of directors meeting.

The Company shall announce, before the book closure date of the general shareholders meeting, the conditions, places, written or electronic acceptance method, and time within which shareholders proposals are accepted. The timing of acceptance must not be less than 10 days.

A proposal made by a shareholder shall be limited to 300 characters. Anything exceeding 300 characters shall be excluded. The proposing shareholder shall attend the shareholders meeting in person or entrust another to participate in the proposal discussion.

The Company shall, before the date of notice for the shareholders meeting, advise the proposing shareholder of the handling results, and list the proposals conforming to the provision of this Article in the meeting notice. For shareholder proposals not included in the proposals list, the board of directors shall explain why they are excluded during the shareholders meeting.

Article 3. During each shareholders meeting, shareholders may issue a power of attorney printed by the Company, specifying the scope of authorization, and appoint an proxy to attend the meeting.

One shareholder is limited to issuing one power of attorney to appoint one person as proxy, and shall deliver the document to the Company 5 days prior to the shareholders meeting. In case of duplicate power of attorney forms, the earliest one received shall prevail unless a declaration has been issued to revoke the earlier entrustment.

After the power of attorney is delivered to the company, shareholders who wish to attend the shareholders meeting in person or exercise their voting rights in writing or electronically shall notify the Company of revocation of the proxy in writing two days prior to the shareholders meeting. The voting rights of the entrusted proxy shall prevail if the revocation is not issued prior to the deadline.

Article 4. The shareholders meeting shall be located at a place within the Company or a place convenient for shareholders' attendance and suitable for the shareholders meeting. The start time of the meeting shall not be earlier than 9 am or later than 3 pm. The opinions of independent directors must be fully considered in terms of the place and

time of the meeting.

Article 5. The Company shall specify the time and location for shareholder registration in the meeting notice as well as other matters requiring attention.

The preceding registration time shall be at least 30 minutes prior to the meeting. The registration area shall be clearly identified, and sufficient personnel must be deployed to handle the registration matters.

The shareholder in person or the proxy entrusted by the shareholder (hereafter “the shareholder”) must present the attendance certificate, attendance sign-in card, or other attendance certificate in order to attend the shareholders meeting. Except for the documents required by the shareholders to attend, the Company shall not arbitrarily request other supporting documents. The proxy with a power of attorney must present ID documents for verification.

The Company shall provide a signature book for the attending shareholders to sign in, or the attending shareholders shall hand-in a sign-in card to sign in.

The Company shall deliver the meeting handbook, annual report, attendance certificate, speech slips, voting slips, and other meeting materials to the shareholders attending the shareholders meeting. In case of director election, additional voting slips must be included.

When the government or corporation is a shareholder, the representative attending the shareholders meeting is not limited to one person. When a corporation is entrusted to attend the shareholders meeting, only one representative may be appointed to attend.

Article 6. If the shareholders meeting is convened by the board of directors, the chairman of the board shall chair the meeting. If the chairman is unable to perform such duties due to leave of absence or any reason, the vice chairman shall act on the chairman's behalf. If the vice chairman is also unavailable or cannot perform such duties due to leave of absence or any reason, the chairman may appoint a managing director to act on the chairman's behalf. If there is no managing director, the chairman shall appoint a proxy. If the chairman has not appointed a proxy, the managing directors or other directors shall appoint one among them as proxy.

The chairman mentioned in the preceding paragraph shall be an executive director or a director's proxy who has served for over 6 months and has a clear grasp of the Company's financial business status. The same shall apply if the chairman is the representative of a corporate director.

If the shareholders' meeting is convened by someone with the right to convene other than the board of directors, the chairman shall be the convener.

Article 7. The Company may appoint the retained attorneys, accountants, or related personnel to attend the shareholders meeting.

Article 8. Staff handling the shareholders meeting shall wear identification cards or armbands.

Article 9. The chair may direct guards or security personnel to assist in maintaining order in the

venue. The guards or security personnel assist in maintaining order in the venue must wear a "Guard" armband.

If the venue is equipped with amplifying equipment, the chair may stop it when the shareholder does not use the equipment configured by the Company to speak.

If a shareholder violates the procedure rules, obstructs the progress of the meeting, and refuses to comply with the chair's instructions; the chair may direct the guard or security personnel to ask the shareholder to leave the venue.

Article 10. The Company may perform audio or video recording of the shareholder registration process from the time the shareholder registration begins.

Continuous audio or video recording must be made throughout the entire shareholder meeting and vote counting process.

The audiovisual materials from the preceding 2 paragraphs shall be retained for at least 1 year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Article 11. The attendance of the shareholders meeting shall be calculated based on the number of shares held by those present. The number of shares held by those present shall be calculated based on the signature book or the sign-in card submitted plus the number of shares exercising voting rights in writing or electronically.

The chair shall immediately announce the meeting adjourned at the scheduled meeting time, and announce the relevant information such as the number of non-voting rights and the number of shares present.

But shall postpone the meeting when the shareholders present do not represent over 1/2 of the total issued shares. The number of postponements is limited to 2, and the total postponement time shall not exceed 1 hour. If the share amount present is still insufficient after 2 postponements but is over 1/3 of the total issued shares, the chair shall announce the meeting aborted.

If the share amount present do not exceed 1/3 of the total issued shares after 2 postponements, a tentative resolution may be passed pursuant to the first paragraph of Article 175 of the Company Act, and notify the shareholders of the tentative resolution and reconvene the shareholders meeting within 1 month.

Before the end of the meeting, if the number of shares represented by the shareholders present has exceeded 1/2 of the total issued shares, the chair may submit the tentative resolution for a full resolution pursuant to Article 174 of the Company Act.

Article 12. If the shareholders meeting is convened by the directors, the agenda shall be set by the board of directors, and the meeting shall be conducted in accordance with the set agenda and shall not be changed without a resolution from the shareholders meeting.

If the shareholders meeting is convened by someone with the right to convene other than the board of directors, the preceding paragraph shall apply mutatis mutandis.

Before the meeting (including special motions) has been concluded, the chair shall not declare the meeting adjourned without a resolution. If the chair violates the procedure rules and announces the meeting adjourned, other members of the board of directors shall promptly assist the shareholders present to elect one person to serve as the chair and continue the meeting in accordance with the procedures established by law, and continue the meeting.

The chair must allow adequate time to explain and discuss the various motions, amendments, or special motions proposed during the meeting. The chair may announce discontinuing further discussions if the issue in question is considered to have been sufficiently discussed to proceed with the voting.

After the meeting is adjourned, shareholders shall not elect another chair to continue the meeting at the original location or another place.

Article 13. Before a shareholder makes a statement, the shareholder must specify the shareholder's account number (or attendance certificate number), account name, and statement summary on the statement slip. The chair shall determine the order of shareholder statements.

If a shareholder has submitted a statement slip and fails to make a statement, the statement is deemed as waived. If the content of the statement is inconsistent with that specified on the statement slip, the content of the statement shall prevail.

When an attending shareholder makes a statement, other shareholders shall not interfere with the statement except those with the consent of the chair and the speaking shareholder. Violators shall be stopped by the chair.

Article 14. Each shareholder shall not make over 2 statements during each meeting without the consent of the chair, and each statement shall not exceed 5 minutes. The chair may stop a statement if it violates the preceding provision or exceeds the scope of the topic.

Article 15. When a corporate shareholder appoints two or more representatives to attend the shareholders meeting, only one person is permitted to speak on the same proposal.

Article 16. After the shareholders have spoken, the chair may reply personally or designate the relevant personnel to reply.

Article 17. Votes during a shareholders meeting shall be calculated based on the number of shares.

During a shareholders meeting resolution, the total number of issued shares shall not be included the number of shares held by non-voting shareholders. When a shareholder is a stakeholder in matters presented at the meeting and may pose harm to the interests of the Company, said shareholder shall not participate in the

voting or act on behalf of other shareholders to exercise their voting rights.

The number of shares for which voting rights cannot be exercised in the preceding paragraph shall not be counted as the number of voting rights of shareholders present.

Except for a trust enterprise or a stock agency approved by the competent securities authorities, when one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total number of shares issued, and the part that exceeded this limit shall not be calculated.

Article 18. Shareholders have one voting right per share, except for those who are restricted or have no voting rights pursuant to Article 179, Paragraph 2 of the Company Act.

Voting rights can be exercised in writing or using the electronic method. When adopting the written or electronic method to exercise the voting rights, instructions for exercising voting rights in writing or using the electronic form must be clearly stated on the shareholders meeting notice. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the shareholders meeting in person. However, the provisional motions and amendments to the original shareholders meeting proposals shall be deemed as abstentions. Therefore, the Company must avoid proposing provisional motions and amendments to the original proposals.

For those who intend to exercise voting rights in writing or electronically under the preceding paragraph, their expressions of intent shall be delivered to the Company 2 days before the shareholders meeting. In the event of duplicate expressions of intent, the first 1 shall prevail unless a declaration has been issued to revoke the earlier expression of intent.

After shareholders have exercised their voting rights in writing or electronically, if they wish to attend the shareholders meeting in person, they must revoke the aforesaid expressions of intent 2 days prior to the shareholders meeting the same way they exercised their vote rights. If the revocation is overdue, the voting rights exercised in writing or electronically shall prevail. If voting rights are exercised in writing or electronically and a proxy is entrusted to attend the shareholders meeting via a power of attorney, the voting rights exercised by the entrusted proxy shall prevail.

The vote for a proposal shall be passed with the approval of a majority of the shareholder voting rights present unless otherwise stipulated in the Company Act or the Company's Articles of Incorporation. At the time of voting, shareholders

shall vote on a case-by-case basis, and the shareholders' approval, opposition, and abstention voting results shall be uploaded to the Market Observation Post System.

Article 19. In case there are any amendments or alternative solutions for the same proposal, the chair shall combine these amendments/alternative solutions with the original proposal and decide their priority for voting. If one of these cases has already been resolved, the other cases shall be considered rejected and no further voting is required.

Article 20. The scrutineers and vote-counters for the proposal votes shall be designated by the chair, but the scrutineers must be shareholders. The vote counting operation for shareholder votes or election proposals shall be conducted at a public place in the shareholders meeting. After the vote counting has completed, the voting results shall be announced on-site (including the statistical weight), and a record shall be made.

Article 21. The election of directors during the shareholders meeting must be handled according to the relevant election provisions set by the Company. The election results, including the list of elected directors, the final tally, and the list of directors who have lost the election as well as the number of voting rights they obtained must be announced on-site.

The electoral votes for the preceding election shall be sealed and signed by the scrutineers, and properly retained for at least one year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Article 22. The shareholders meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chair of the meeting before disseminating to each shareholder no later than 20 days after the meeting. The meeting minutes may be prepared and distributed in electronic form.

The aforesaid meeting minutes may be announced via upload to the Market Observation Post System.

The minutes must detail the date and venue of the meeting, the meeting chair's name, the key meeting discussions, and the meeting agenda result summary. The minutes shall be retained indefinitely.

Article 23. The number of shares acquired by the solicitor and the number of shares represented by the entrusted proxy shall be clearly disclosed in the shareholders meeting on the meeting day in a statistical table compiled under the prescribed format.

If the shareholders meeting resolution involves significant information required by the laws and regulations or by the Stock Exchange, the company shall transmit the content to the Market Observation Post System within a certain deadline.

Article 24. During a meeting, the chair may announce a break at his or her discretion. During a

force majeure event, the chair may rule to suspend the meeting temporarily and announce the meeting continuation time.

If the meeting venue cannot continue to be used before the agendas (including special motions) set by the shareholders meeting are concluded, the shareholders meeting may decide to find another venue to continue the meeting.

The shareholders meeting may decide to postpone or continue the meeting within 5 days pursuant to Article 182 of the Company Act.

Article 25. Matters not covered in this Procedure Rules shall be handled in accordance with the Company Act, the Rules Governing the Conduct of Shareholders Meetings by Public Companies, the Company's Articles of Incorporation, and the relevant laws and regulations.

Article 26. This Procedure Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its revisions.

TMP Steel Corporation

Procedures for Election of Directors

Amended by the shareholders meeting on April 23, 2020

Article 1. To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2. Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3. The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. Diversification shall be taken into consideration for the composition of the Board of Directors and a suitable diversification policy is prepared reflective of its function, operational pattern, and developmental demand. It shall include, without limitation, the following two criteria:

- (I) Basic requirements and values: gender, age, nationality, and culture, etc.
- (II) Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industrial experience, etc.

The Board members shall possess the general knowledge, skills, and attainments required for fulfilling their duties. The desired capabilities as a whole are shown below:

- i. The ability to make judgments about operations.
- ii. Accounting and financial analysis ability.
- iii. Business management ability.
- iv. Crisis management ability.
- v. Knowledge of the industry.
- vi. An international market perspective.
- vii. Leadership ability.
- viii. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Board of the Company shall consider adjusting its composition based on the results of performance evaluation.

Article 4. (Deleted)

Article 5. The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 6. Elections of both directors and supervisors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 7. The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

The board of directors shall prepare separate ballots for directors in numbers

corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 9. If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 10.

- (I) The ballot was not prepared by the board of directors.
- (II) A blank ballot is placed in the ballot box.
- (III) The writing is unclear and indecipherable or has been altered.
- (IV) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
- (V) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.

- (VI) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 11. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors or supervisors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The electoral votes for the preceding election shall be sealed and signed by the scrutineers, and properly retained for at least one year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Article 12. The number of directors and supervisors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 13. The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 14. Any matter not specified in the Procedures shall comply with the Company Act and related laws and regulations.

Article 15. These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

List of Shareholding by Directors

The Company has issued a total of 45,711,547 capital shares, and pursuant to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”:

1. The minimum number of shares held by all directors is 3,656,923 shares.
2. The Company has established an audit committee, so the number of shares that must be held by the supervisor is inapplicable.

TMP Steel Corporation

List of individual shareholdings and total shareholdings of directorseholdings and total shareholdings of directors.

Title	Name	Shareholding on the book closure date (2022.02.28) Number of shares	Shareholding percentage(%)
Chairman	Representative of Tianquan Investment Co., Ltd. : CAI YU YE	6,079,303 shares	13.30 %
Director	Representative of Tianquan Investment Co., Ltd. : YEH CHUN LIANG		
Director	Representative of TAIWAN STEEL GROUP UNITED CO., LTD. : YAN CING LI	1,849,000 shares	4.04%
Director	Representative of TAIWAN STEEL GROUP UNITED CO., LTD. : JHAO SHIH JIE		
Independent Director	YANG GUEI MEI	0 shares	0.00 %
Independent Director	WU DI MIAO	0 shares	0.00 %
Independent Director	WU YING DE	0 shares	0.00 %
Total		7,928,303 shares	17.34 %