

Stock Code:3685



Tradetool Auto Co., Ltd.

2023 Annual General Shareholders' Meeting

Meeting Agenda Handbook

MEETING TIME: 31 MAY 2023

**Location: 1F., No. 400, Shizheng N. 2nd Rd., Xitun Dist., Taichung City 40727, Taiwan
(Chauyang Vil Activity Center Conference Room)**

Table of Contents

MEETING PROCEDURE	1
MEETING AGENDA	2
REPORT ITEMS	3
PROPOSED RESOLUTIONS	4
OTHER MATTERS	5
QUESTIONS AND MATTER	5
ATTACHMENT	6
ATTACHMENT I. BUSINESS REPORT	7
ATTACHMENT II. AUDIT COMMITTEE'S REVIEW REPORT	10
ATTACHMENT III. COMPARISON TABLE FOR THE “RULES OF PROCEDURE FOR BOARD OF DIRECTORS MEETINGS” BEFORE AND AFTER REVISION	11
ATTACHMENT IV. COMPARISON TABLE FOR THE “CODES OF ETHICAL CONDUCT” BEFORE AND AFTER REVISION	15
ATTACHMENT V. COMPARISON TABLE FOR THE “ETHICAL CORPORATE MANAGEMENT BEST PRACTICE PRINCIPLES” BEFORE AND AFTER REVISION	18
ATTACHMENT VI. COMPARISON TABLE FOR THE “PROCEDURES FOR ETHICAL MANAGEMENT AND GUIDELINES FOR CONDUCT” BEFORE AND AFTER REVISION	24
ATTACHMENT VII. INDEPENDENT AUDITORS’ REPORT AND 2022 CONSOLIDATED FINANCIAL STATEMENTS	25
ATTACHMENT VIII. INDEPENDENT AUDITORS’ REPORT AND 2022 PARENT COMPANY ONLY FINANCIAL STATEMENTS	36
APPENDIX	46
APPENDIX 1. RULES OF PROCEDURE FOR BOARD OF DIRECTORS MEETINGS	47
APPENDIX 2. CODES OF ETHICAL CONDUCT	51
APPENDIX 3. ETHICAL CORPORATE MANAGEMENT BEST PRACTICE PRINCIPLES	53
APPENDIX 4. PROCEDURES FOR ETHICAL MANAGEMENT AND GUIDELINES FOR CONDUCT	58
APPENDIX 5. ARTICLES OF ASSOCIATION	63
APPENDIX 6. RULES AND PROCEDURES OF SHAREHOLDERS MEETING	68
APPENDIX 7. SHAREHOLDINGS OF DIRECTORS AND INDEPENDENT DIRECTORS	73
APPENDIX 8.EFFECT UPON BUSINESS PERFORMANCE AND EARNINGS PER SHARE OF ANY STOCK DIVIDEND DISTRIBUTION PROPOSED OR ADOPTED AT THE MOST RECENT SHAREHOLDERS MEETING:	73
APPENDIX 9.SHAREHOLDER(S) HOLDING ONE PERCENT (1%) OR MORE OF THE TOTAL NUMBER OF OUTSTANDING SHARES OF THE COMPAN	73

**Tradetool Auto Co., Ltd.
2023 Annual Meeting of Shareholders**

Meeting Procedure

I. Call the Meeting to Order

II. Chairperson Remarks

III. Report Items

IV. Proposed Resolutions

V. Other Matters

VI. Questions and Matters

VII. Adjournment

Tradetool Auto Co., Ltd.
2023 Annual Meeting of Shareholder
Meeting Agenda

Time: 9:00 a.m., 31 May 2023 (Wednesday) (24-hour clock)

Shareholders' attendance registrations will be accepted from : 8:30 a.m. (24-hour clock)

Place: 1F., No. 400, Shizheng N. 2nd Rd., Xitun Dist., Taichung City 40727, Taiwan
(Chauyang Vil Activity Center Conference Room)

Type of meeting: Physical Meeting

- I. Meeting Commencement Announcement (Report the total number of shares represented at this AGM)
- II. Chairman's Address
- III. Report Items
 - (I)2022 Business Report
 - (II)Audit Committee's review of 2022 audited financial statements
 - (III)Report of the revision to the "Rules of Procedure for Board of Directors Meetings"
 - (IV)Report of the revision to the "Codes of Ethical Conduct"
 - (V)Report of the revision to the "Ethical Corporate Management Best Practice Principles"
 - (VI)Report of the revision to the "Procedures for Ethical Management and Guidelines for Conduct"
- IV. Proposed Resolutions
 - (I)Adoption of the 2022 Business Report and Financial Statements
 - (II)Adoption of the Proposal for 2022 Deficit Compensation

Voting by Poll
- V. Other Matters
- VI. Questions and Matters
- VII. Adjournment

Report Items

Report No. 1:(Proposed by the board of directors)

Description: 2022 Business Report.

Explanation: For the Company’s 2022 Business Report, please refer to page 7 and page 9 of this Handbook.

Report No. 2: (Proposed by the board of directors)

Description: Audit Committee’s review of 2022 audited financial statements.

Explanation: For the Company’s 2022 Business Report, please refer to page 10 of this Handbook.

Report No. 3: (Proposed by the board of directors)

Description: Report of the revision to the “Rules of Procedure for Board of Directors Meetings”.

Explanation: The Company established the Audit Committee to replace supervisors and revised the laws. The Company revised the partial provisions of its “Rules of Procedure for Board of Directors Meetings”. For the comparison table of revisions, please refer to page 11 to page 14 of this Handbook.

Report No. 4: (Proposed by the board of directors)

Description: Report of the revision to the “Codes of Ethical Conduct”.

Explanation: The Company established the Audit Committee to replace supervisors and revised the partial provisions of the Company’s “Codes of Ethical Conduct”. For the comparison table of revisions, please refer to Page 15 to Page 17 of this Handbook.

Report No. 5: (Proposed by the board of directors)

Description: Report of the revision to the “Ethical Corporate Management Best Practice Principles”.

Explanation: The Company established the Audit Committee to replace supervisors and revised the partial provisions of “Ethical Corporate Management Best Practice Principles”. For the comparison table of revisions, please refer to Page 18 to Page 23 of this Handbook.

Report No. 6: (Proposed by the board of directors)

Description: Report of the revision to the “Procedures for Ethical Management and Guidelines for Conduct”.

Explanation: The Company established the Audit Committee to replace supervisors and revised the partial provisions of “Procedures for Ethical Management and Guidelines for Conduct”. For the comparison table of revisions, please refer to Page 24 of this Handbook.

Proposed Resolutions

Report No. 1:(Proposed by the board of directors)

Description: Adoption of the 2022 Business Report and Financial Statements.

Explanation:

1. The Company's 2022 financial statements (including Parent Company Only Financial Statements and Consolidated Financial Statements) have been approved by the board of directors and have been reviewed by the CPAs of Ernst & Young, Huang, Yu Ting and Huang, Tzu Ping. Also, the Company's Business Report has been examined by the Audit Committee and has issued an audit report.
2. For the financial statements and records as required in the preceding Paragraph, please refer to page 7-10 and page 25 -45 of this Handbook.
3. Proposed for adoption.

Report No. 2:(Proposed by the board of directors)

Description: Adoption of the Proposal for 2022 Deficit Compensation.

Explanation:

1. In accordance with the regulations of the Company Act and the Articles of Association, on 2 March 2023, the Company's board of directors proposed its deficit compensation in 2022 as follows:


Tradetool Auto Co., Ltd.
Deficit Compensation Statement
2022

Unit: NT\$ (in thousands)

Unappropriated retained earnings at the beginning of 2022	25,688,192
(-)2022 net loss	(59,812,044)
Deficit yet to be compensated – at the end of 2022	(34,123,852)
Items for compensating deficit:	
Statutory reserves	18,824,598
Special reserves	15,299,254
Accumulated earnings at the end of 2022	0

Note: The Company did not distribute dividend, employee remuneration and director's remuneration in 2022.

Chairman:



Manager:



Accounting Executive:



2. The Company's net loss in 2022(similarly hereinafter) was NT\$59,812,044.
3. According to 26-1 of Articles of Association, after adding unappropriated retained earnings at the beginning of 2022 of NT\$25,688,192, the compensating deficit became NT\$34,123,852. The Company proposed to compensate deficit with statutory reserves of NT\$18,824,598 and special reserves of NT\$15,299,254. It is expected that the accumulated earnings will be NT\$0 after executing the proposal. Therefore, the Company did not distribute dividend in 2022.
4. Proposed for adoption.

Voting by Poll

Other Matters

Voting by Poll

Questions and Matter

Adjournment

Attachment

Attachment I. Business Report



To shareholders,

Thanks to the entire management team's efforts of the Company, the specification and technology of automotive light guide plate of optical injection business department has been constantly improved; moreover, the quantity and size of automotive display has also increased. As a result, the operating revenue has been constantly growing in 2022. For automotive lightings, they have been officially mass-produced and used in electric buses. Also, the Company has been actively developing commercial vehicles market, electric-assist bicycles market, etc. For metal stamping business unit, it has been influenced by the continuous spread of COVID-19 pandemic, frequent lockdowns, rising raw material prices and chip shortage, and therefore resulted in losses of the business unit. As a result, the performance of the business unit was not as good as the Company expected.

According to China Association of Automobile Manufacturers' forecast, the production sales status in 2023 will be propelled by the promotion of policies and measures such as China's expansion on domestic demand and proactively promote improving entire economic operation. It is expected that the total car sales will reach 27,600,000 in 2023, which will approximately increase 3%. Furthermore, it is expected that the new energy vehicle sales will amount to 9,000,000. The annual rate of increase will reach 35% and will be beneficial to the business development of automotive-related supplier.

1. 2022 Operating Results

Item	2022	2021	Unit: NT\$ (in thousands)	
			Increase (decrease) amount	Increase (decrease) rate
Operating revenue	1,551,319	1,491,600	59,719	4%
Operating cost	1,334,455	1,279,621	54,834	4%
Gross profit	216,864	211,979	4,885	2%
Operating expense	262,573	218,621	43,952	20%
Operating losses	(45,709)	(6,642)	(39,067)	588%
Non-operating incomes and expenses	(20,102)	10,658	(30,760)	-289%
Net income before tax	(65,811)	4,016	(69,827)	-1739%
Tax income	9,832	307	9,525	3103%
Net profit for the period	(55,979)	4,323	(60,302)	-1395%
Net income attributable to the shareholders of the parent	(59,812)	3,795	(63,607)	-1676%

Comparing to 2021, the Company's consolidated operating revenue and operating income in 2022 have increased by 4%, which was mainly due to the increasing demand of the Group's optical injection business department for medium and large automotive displays as well as the completion of order verification on headlight tooling of electric buses. However, in 2022, the Group's metal stamping business department has been influenced by the COVID-19 pandemic outbreak in China and lockdowns. As a result, in 2022, the overall operating costs has significantly increased and the performance of gross

profit was not as good as the Group expected. Furthermore, the operating expenses in 2022 has increased by 20% than that of 2021, which was mainly because the Group's automotive optical injection business department actively dedicated to the R&D of headlight products. Moreover, in 2022, the metal stamping business department has been conducting various phased tests for tooling of new car models, which resulted in the increase in R&D expenses.

Non-operating income and expenses in 2022 has decreased by 289% than that of 2021, which was mainly because of the Company has increased the amount of debt issued by the bank in 2022 for operating capital demand. As a result, the interest expenses this year has increased than that of 2021. Moreover, the foreign exchange loss arising from changes in exchange rate in 2022 has increased than that of 2021 also resulted in the increase in non-operating expenses,

To sum up, in 2022, the Company's comprehensive net loss was NT\$55,979,000 and the net loss attributable to the shareholders of the parent was NT\$59,812,000.

2. Financial Profitability Analysis for 2022

Item	2022	2021
Debt Ratio (%)	44.88	43.65
Current Ratio (%)	132.73	156.74
Assets Return Ratio (%)	(1.56)	0.63
Equity return ratio attributable to owners of the parent (%)	(6.49)	0.40
Net Profit Margin (%)	(3.61)	0.29
Earnings per Share (after tax) (NT\$)	(0.75)	0.05

Note: The table above is prepared based on International Financial Reporting Standards (IFRS) for the compilation of consolidated financial statements.

The Company's debt ratio in 2022 has increased than that of 2021. Moreover, the current rate has decreased than that of 2021, which was mainly because the increased bank borrowings for the Group's operating demand. The Company's current liabilities have decreased in 2021 was mainly due to the increased bank borrowings in 2022, which resulted in the increase in current liabilities than that of 2021 and further influenced the related performance of financial ratio.

The Company's assets return ratio, equity return ratio, net profit margin and earnings per share (after tax) performed in 2022 performed worse than in previous period, which was mainly because the losses in operation metal stamping business, therefore the overall profitability for the period of the Group was lower.

3. Budget implementation for 2022:

The Company did not prepare its financial forecast for 2022.

4. R&D status in 2022

To maintain the development of the industry, the Company has been continuously developing new customers of optical component injection of automotive display and automotive metal stamping and welding parts. Also, the Company has been actively researching and developing other fields of automotive optics parts such as automotive LED headlight module, automotive metal stamping parts and continuous process improvement. In 2022, the Group invested NT\$91,368,000 in total for R&D, which accounted about 6% of operating revenues. Comparing to that of 2021 has increased by 49%.

5. Summary of the business plan for 2023 and the Company's future development strategy

Since 2022, the major economies have been raising interest rates to curb inflation. Furthermore, manufacturing activity in various countries has slowed down and with variables such as unresolved Ukraine-Russia war and U.S.-Chinese Technology War, the concern about global economic prospect has continued to rise. Therefore, those major international forecast institutions consider that the global economic and trade growth rate in 2023 will slow down compared to that of 2022. With China relaxing its lockdowns and control policies for pandemic prevention, the Company will implement relevant favorable economic supporting measures, which will accelerate China's economic growth and propel global economic growth. Nonetheless, global economy is facing sophisticated challenges. Both global economy and China's automobile market development should be viewed with caution.

The Company will pay close attention to global economic development and strive to gain further business opportunities. Moreover, the Company will adjust its production capacity arrangement, continuously improve manufacturing process and keep engaging in various cost rationalization improvement activities to create better performance and increase the Company's benefits and profits and also to give back to shareholders' support to the Company.

Chairman: CHIANG, KAI-LIANG



President: CHANG, MING-HUNG



Chief accounting officer: WANG, CHENG-WEN



Attachment II. Audit Committee's Review Report

Tradetool Auto Co., Ltd.

Audit Committee's Review Report

The board of directors has prepared the Company's 2022 Financial Statements. The CPAs of Ernst& Young, Yu-Ting Huang and Tzu-Ping Huang, were retained to audit Tradetool Auto Co., Ltd. 's Financial Statements and has issued an audit report relating to The Business Report, Financial Statements, and deficit off-setting have been reviewed and determined to be correct and accurate by the Audit Committee members of Tradetool Auto Co., Ltd. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Best regards,

Tradetool Auto Co., Ltd.

The 2023 Annual General Meeting of Shareholders

Convenor: CHEN, CHUN-MAO

Independent director:



2 March 2023

Attachment III. Comparison Table for the “Rules of Procedure for Board of Directors Meetings” Before and After Revision

Tradetool Auto Co., Ltd.

Comparison Table for the “Rules of Procedure for Board of Directors Meetings” Before and After Revision

Date of the resolution being approved: 8 August 2022, 11 November 2022

Date of shareholders meeting: 31 May 2023

After Revision	Before Revision	Explanation
<p>Article 3 A board meeting should meet at least quarterly. The reason for convening board meeting should be disclosed. The directors should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. With the consent of a counter party, the preceding notification for the convening of board meeting can be conducted through electronic transmission. All matters set out in Paragraph 1 of Article 12 of this regulation should be specified in the notice of the reasons for calling a board meeting; none of them may be raised by an extraordinary motion.</p>	<p>Article 3 A board meeting should meet at least quarterly. The reason for convening board meeting should be disclosed. The directors and supervisors should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. With the consent of a counter party, the preceding notification for the convening of board meeting can be conducted through electronic transmission. All matters set out in Paragraph 1 of Article 12 of this regulation should be specified in the notice of the reasons for calling a board meeting, except for emergencies or proper reasons; none of them may be raised by an extraordinary motion.</p>	<p>1. In accordance with the Company's policies, the Company has set up an Audit Committee. 2. Since all matters set out in Paragraph 1 of Article 12 involve important matters related to the Company's operation, they should be specified in the notice of the reasons for calling a board meeting to allow directors get sufficient information and time to evaluate motions before making decisions. As a result, the Paragraph 4 of the previous Article is deleted. All matters stipulated in Paragraph 1 of Article 7 should be specified in the notice of the reasons for calling a board meeting; none of them may be raised by an extraordinary motion. However, if there is emergent matter that should be proposed in the board meeting for discussion, a board meeting may be called on a shorter notice according to the second regulation. The Company's business or operation may not be influenced.</p>
<p>Paragraph 2 of Article 4 The agenda affairs group shall prepare agenda items for board meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.</p>	<p>Paragraph 2 of Article 4 The agenda working group shall prepare agenda items for board meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.</p>	<p>Text modification.</p>
<p>Article 12 1. The Company's business plan. 2. Annual financial reports and Q2 financial report that need to be audited and attested by a certified public accountant (CPA).</p>	<p>Article 12 1. The Company's business plan. 2. Annual financial reports and Q2 financial report that need to be audited and attested by a certified public accountant (CPA).</p>	<p>1. According to Paragraph 1 and Paragraph 2 of Article 208 of the Company Act, the appointment of</p>

After Revision	Before Revision	Explanation
<p>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, funds loan to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p><u>6. If the board of directors does not have managing directors, the election or discharge of the chairman of the board of directors.</u></p> <p><u>7. The appointment or discharge of a financial, accounting, or internal audit officer.</u></p> <p><u>8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board meeting for retroactive recognition.</u></p> <p><u>9. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or board meeting, or any such significant matter as may be prescribed by the competent authority.</u></p> <p>The term “related party” in subparagraph <u>8</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For foreign companies whose stock has no par value or a par value other than NT\$10, the “5 percent of paid-in capital” in paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.</p> <p>At least one independent director of the</p>	<p>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, funds loan to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p>6. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board meeting for retroactive recognition.</p> <p>8. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or board meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term “related party” in subparagraph <u>7</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For foreign companies whose stock has no par value or a par value other than NT\$10, the “5 percent of paid-in capital” in paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.</p> <p>At least one independent director of the</p>	<p>Chairman is the power and authority of board meeting or managing directors’ meeting. Moreover, the procedure of discharging a Chairman has not been stipulated in the Company Act, the Company has adopted the procedure of discharging a Chairman that stipulated in Letter(94)Shang-Zi No.09402105990 issued by MOEA dated 2 August 2005. Since the Company Act has not clearly stipulate relevant regulations, it is more reasonable that the procedure of discharging a Chairman resolved by the original appointed board of directors or managing directors if it has not been stipulated in the Articles.</p> <p>2. Refer to the preceding Company Act and the regulations issued by the MOEA, the discharge and appointment of a chairman is also an important matter to the Company. As a result, the subparagraph 6 has been added and clearly stipulated that the appointment and discharge of a chairman should be proposed to the board of directors for discussion if a company has no managing directors. The current subparagraph 6 to 8 has become subparagraph 7 to 9.</p> <p>3. The subparagraph 2 is amended to align with the subparagraph that subparagraph 1 involved, while the</p>

After Revision	Before Revision	Explanation
<p>Company shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	<p>Company shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	<p>subparagraph 3 to 5 remain unamended.</p>
<p>Article 16 Minutes shall be prepared of the discussions at board meetings. The meeting minutes shall record the following: 1.Session (or year), time, and place of meeting. 2.Name of the meeting chairperson. 3.Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent. 4.Names and titles of those attending the meeting as nonvoting participants. 5.Name of minutes taker. 6.Matters reported on. 7.Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 5. 8.Extraordinary motion: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing. 9.Other matters required to be recorded.</p>	<p>Article 16 Minutes shall be prepared of the discussions at board meetings. The meeting minutes shall record the following : 1.Session (or year), time, and place of meeting. 2.Name of the meeting chairperson. 3.Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent. 4.Names and titles of those attending the meeting as nonvoting participants. 5.Name of minutes taker. 6.Matters reported on. 7.Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 5. 8.Extraordinary motion: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
<p>Any of the following matters in relation to a resolution passed at the Company’s board meeting shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:</p> <p>1.Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.</p> <p>2.Any matter that has not been passed by the Audit Committee, <u>but</u> has been <u>passed</u> and adopted with the approval of two-thirds or more of all board directors.</p> <p>The attendance book forms a part of the minutes for each board meeting and shall be well preserved during the existence of the Company.</p> <p>The attendance book forms a part of the minutes for each board meeting and shall be well preserved during the existence of the Company.</p> <p>The minutes of a board meeting shall bear the signature or seal of both the meeting chairperson and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the Company.</p> <p>The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.</p>	<p>9.Other matters required to be recorded.</p> <p>Any of the following matters in relation to a resolution passed at the Company’s board meeting shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:</p> <p>1.Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.</p> <p>2.If the Company has an Audit Committee, any matter that has not been passed by the Audit Committee and if it has been adopted with the approval of two-thirds or more of all board directors.</p> <p>The attendance book forms a part of the minutes for each board meeting and shall be well preserved during the existence of the Company.</p> <p>The minutes of a board meeting shall bear the signature or seal of both the meeting chairperson and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and well preserved as important company records during the existence of the Company.</p> <p>The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.</p>	

**Attachment IV. Comparison Table for the “Codes of Ethical Conduct” Before and After Revision
Tradetool Auto Co., Ltd.**

Comparison Table for the “Codes of Ethical Conduct” Before and After Revision”

Date of the resolution being approved: 8 August 2022

Date of shareholders meeting: 31 May 2023

After Revision	Before Revision	Explanation
<p>1.Purpose and standard: The guideline is stipulated for making the Company’s directors and managers to act in line with ethical standards and to help interested parties better understand the ethical standards of such companies.</p>	<p>1. Purpose and standard: The guideline is stipulated for making the Company’s directors,supervisors and managers to act in line with ethical standards and to help interested parties better understand the ethical standards of such companies.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee</p>
<p>3. Prevention of conflicts of interest: A conflict of interest refers to a director or manager involved or is likely to be involved in a conflict of interest due to personal interests (financial or otherwise) that may impact or potentially impact the overall interests of the Company. Therefore, the Company’s directors, managers and employees have the responsibility to act in the best interests of the Company to eliminate conflicts of interest. When an individual is unable to handle business affairs due to obtaining improper interests due to personal interests or the interests of his/her spouse or the relatives within the second degree of kinship, the individual has to report to his/her immediate managers or the audit office. Then, the audit office will report to the board of directors and ask the individual to explain his/her conflicts of interest. Directors shall not have any direct financial relationship with the Company (such as loaning of funds or engage in transactions) except as they are authorized by the Company's board of directors. It is prohibited to lend loans to or guaranteed for directors, managers and their spouses or relatives within the third degree of kinship due to the high risks of conflicts of interest. Furthermore, potential conflicts of interest involving directors or any senior executives shall be directly reviewed by the board of directors of the Company. For other personnel who is involved in the potential conflicts of interest of the Company’s employees shall be reviewed in accordance with the Company’s work rules.</p>	<p>3. Prevention of conflicts of interest: A conflict of interest refers to a director,supervisor or manager involved or is likely to be involved in a conflict of interest due to personal interests (financial or otherwise) that may impact or potentially impact the overall interests of the Company. Therefore, the Company’s directors,supervisors, managers and employees have the responsibility to act in the best interests of the Company to eliminate conflicts of interest. When an individual is unable to handle business affairs due to obtaining improper interests due to personal interests or the interests of his/her spouse or the relatives within the second degree of kinship, the individual has to report to his/her immediate managers or the audit office. Then, the audit office will report to the board of directors and ask the individual to explain his/her conflicts of interest. Directors shall not have any direct financial relationship with the Company (such as loaning of funds or engage in transactions) except as they are authorized by the Company's board of directors and supervisors. It is prohibited to lend loans to or guaranteed for directors,supervisors, managers and their spouses or relatives within the third degree of kinship due to the high risks of conflicts of interest Furthermore, potential conflicts of interest involving directors,supervisors or any senior executives shall be directly reviewed by the board of directors of the Company. For other personnel who is involved in the potential conflicts of interest of the Company’s employees shall be reviewed in accordance with the Company’s work rules.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>4. Minimizing incentives to pursue personal gain: Directors or managers shall not engage in the following behaviors: 1. Seeking an opportunity to pursue</p>	<p>4. Minimizing incentives to pursue personal gain: Directors,supervisors or managers shall not engage in the following behaviors: 1. Seeking an opportunity to pursue</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
<p>personal gain by using company asset or information or taking advantage of their positions.</p> <p>2. Obtaining personal gain by using company property or information or taking advantage of their positions.</p> <p>3. Competing with the Company.</p> <p>When the Company has an opportunity for profit, it is the responsibility of the directors, or managers to maximize the reasonable and proper benefits that can be obtained by the company.</p>	<p>personal gain by using company asset or information or taking advantage of their positions.</p> <p>2. Obtaining personal gain by using company property or information or taking advantage of their positions.</p> <p>3. Competing with the Company.</p> <p>When the Company has an opportunity for profit, it is the responsibility of the directors, supervisors, and managers to maximize the reasonable and proper benefits that can be obtained by the company.</p>	
<p>5. Confidentiality:</p> <p>The directors and managers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.</p>	<p>5. Confidentiality:</p> <p>The directors, supervisors, and managers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>6. Fair trade:</p> <p>Directors and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.</p>	<p>6. Fair trade:</p> <p>Directors, supervisors, and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>7. Safeguarding and proper use of company assets:</p> <p>All directors and managers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the Company's profitability.</p>	<p>7. Safeguarding and proper use of company assets:</p> <p>All directors, supervisors, and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the Company's profitability.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>8. Legal compliance:</p> <p>Directors or managers are required to comply with the laws, regulations, rules, and administrative orders that are applicable to the Company, including the Securities and Exchange Act and other relevant laws and regulations.</p>	<p>8. Legal compliance:</p> <p>Directors, supervisors or managers are required to comply with the laws, regulations, rules, and administrative orders that are applicable to the Company, including the Securities and Exchange Act and other relevant laws and regulations.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>9. Encouraging reporting on illegal or unethical activities:</p> <p>The company shall raise awareness of ethics internally and encourage</p>	<p>9. Encouraging reporting on illegal or unethical activities:</p> <p>The company shall raise awareness of ethics internally and encourage employees</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
<p>employees to report to a company manager, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.</p>	<p>to report to a company supervisor, manager, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.</p>	
<p>10. Disciplinary measures: Directors or managers are responsible for clearly understanding and complying with the Codes of Ethical Conduct. Anyone who violates this code of conduct, including executives who are aware of but does not report improper behavior shall be reviewed by the board of directors. For those who seriously violate the code of conduct may face dismissal and their legal responsibilities will be pursued. If a violation of the code of conduct occurs and is confirmed by the board of directors, the Company shall disclose it on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. However, if the individual would like to express his/her opinions regarding the disclosure or the outcome of punishment, he/she is allowed to seek for assistance through the Company's complaint system or the legal affair office. If the violation is confirmed to be true, the Company may disclose it on the Market Observation Post System (MOPS) for explanation and clarification based on the importance of the matter.</p>	<p>10. Disciplinary measures: Directors, supervisors or managers are responsible for clearly understanding and complying with the Codes of Ethical Conduct. Anyone who violates this code of conduct, including executives who are aware of but does not report improper behavior shall be reviewed by the board of directors. For those who seriously violate the code of conduct may face dismissal and their legal responsibilities will be pursued. If a violation of the code of conduct occurs and is confirmed by the board of directors, the Company shall disclose it on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. However, if the individual would like to express his/her opinions regarding the disclosure or the outcome of punishment, he/she is allowed to seek for assistance through the Company's complaint system or the legal affair office. If the violation is confirmed to be true, the Company may disclose it on the Market Observation Post System (MOPS) for explanation and clarification based on the importance of the matter.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>13.Enforcement: The Company's Code of Ethical Conduct, and any amendments to it, shall enter into force after it has been approved by <u>the Audit Committee and submitted to the board of directors for a resolution.</u> Finally, submitted to shareholders meeting.</p>	<p>13.Enforcement: The Company's Code of Ethical Conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to each supervisor, and submitted to a shareholders meeting.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

Attachment V. Comparison Table for the “Ethical Corporate Management Best Practice Principles” Before and After Revision

Tradetool Auto Co., Ltd.

Comparison Table for the “Ethical Corporate Management Best Practice Principles” Before and After Revision

Date of the resolution being approved: 8 August 2022

Date of shareholders meeting: 31 May 2023

After Revision	Before Revision	Explanation
<p>Article 2 Prohibition of unethical conduct When engaging in commercial activities, directors, managers, employees, and mandataries of the Company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty (“unethical conduct”) for purposes of acquiring or maintaining benefits. Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.</p>	<p>Article 2 Prohibition of unethical conduct When engaging in commercial activities, directors, supervisors, managers, employees, and mandataries of the Company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty (“unethical conduct”) for purposes of acquiring or maintaining benefits. Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 10 Prohibition of offering and acceptance of bribes When conducting business, the Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.</p>	<p>Article 10 Prohibition of offering and acceptance of bribes When conducting business, the Company and their directors, supervisors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 11 Prohibition of providing illegal political donations When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.</p>	<p>Article 11 Prohibition of providing illegal political donations When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 12 Prohibition of improper charitable donations or sponsorship When making or offering donations and sponsorship, the Company and its directors, managers, employees, mandataries, and</p>	<p>Article 12 Prohibition of improper charitable donations or sponsorship When making or offering donations and sponsorship, the Company and its directors, supervisors, managers, employees ,</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.	mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.	
<p>Article 13 Prohibition of unreasonable presents, hospitality or other improper benefits The Company and its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.</p>	<p>Article 13 Prohibition of unreasonable presents, hospitality or other improper benefits The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.</p>	In accordance with the Company's policies, the Company has set up an Audit Committee.
<p>Article 14 Prohibition of intellectual property infringement The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.</p>	<p>Article 14 Prohibition of intellectual property infringement The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.</p>	In accordance with the Company's policies, the Company has set up an Audit Committee.
<p>Article 16 Prevention of damage caused by products and services to stakeholders In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. The Company shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</p>	<p>Article 16 Prevention of damage caused by products and services to stakeholders In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. The Company shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</p>	In accordance with the Company's policies, the Company has set up an Audit Committee.
<p>Article 17 Organization and responsibility The directors, managers, employees,</p>	<p>Article 17 Organization and responsibility The directors, supervisors, managers,</p>	In accordance with the Company's policies, the Company has set up an Audit Committee.

After Revision	Before Revision	Explanation
<p>mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies. (omitted)</p>	<p>employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies. (omitted)</p>	
<p>Article 18 Legal compliance regarding conducting business Law compliance of The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>Article 18 Legal compliance regarding conducting business The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 19 Recusal of interest The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company.</p> <p>When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for itself, its' spouses, parents, children or any other person.</p>	<p>Article 19 Recusal of interest The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, supervisors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company.</p> <p>When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, supervisors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The Company's directors, supervisors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for itself, its' spouses, parents, children or any other person.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 21 Procedures for Guidelines and Code of Conduct</p>	<p>Article 21 Procedures for Guidelines and Code of Conduct</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
<p>The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:</p> <ol style="list-style-type: none"> 1. Standards for determining whether improper benefits have been offered or accepted. 2. Procedures for offering legitimate political donations. 3. Procedures and the standard rates for offering charitable donations or sponsorship. 4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct. 7. Handling procedures for violations of Ethical Corporate Management Best Practice Principles. 8. Disciplinary measures on offenders. 	<p>The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:</p> <ol style="list-style-type: none"> 1. Standards for determining whether improper benefits have been offered or accepted. 2. Procedures for offering legitimate political donations. 3. Procedures and the standard rates for offering charitable donations or sponsorship. 4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct. 7. Handling procedures for violations of Ethical Corporate Management Best Practice Principles. 8. Disciplinary measures on offenders. 	
<p>Article 22 Education, training and appraisal The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis. The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct. The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system. 本</p>	<p>Article 22 Education, training and appraisal The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis. The Company shall periodically organize training and awareness programs for directors, supervisors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct. The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 23 Whistleblowing and system The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following: 1. An independent mailbox or hotline, either</p>	<p>Article 23 Whistleblowing and system The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following: 1. An independent mailbox or hotline, either</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
<p>internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports.</p> <p>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</p> <p>4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.</p> <p>6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>7. Whistle-blowing incentive measures. When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form.</p>	<p>internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports.</p> <p>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</p> <p>4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.</p> <p>6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>7. Whistle-blowing incentive measures. When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.</p>	
<p>Article 26</p> <p>Review and revision of ethical corporate management policies and measures</p> <p>The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p>	<p>Article 26</p> <p>Review and revision of ethical corporate management policies and measures</p> <p>The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, supervisors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p>	<p>Set up an Audit Committee in accordance with the Company's policies.</p>
<p>Article 27 Enforcement</p> <p>The Company's Ethical Corporate Management Best Practice Principles and any amendments hereto, shall be implemented after adoption by <u>the Audit Committee</u> and resolution of the board of</p>	<p>Article 27 Enforcement</p> <p>The Company's Ethical Corporate Management Best Practice Principles and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered-</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

After Revision	Before Revision	Explanation
<p>directors, and shall be delivered-and reported to the shareholders meeting.</p> <p>When the Company submits the Ethical Corporate Management Best Practice Principle to the board of directors for discussion in accordance with the previous regulation, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.</p>	<p>to each supervisor and reported to the shareholders meeting.</p> <p>When the Company submits the Ethical Corporate Management Best Practice Principle to the board of directors for discussion in accordance with the previous regulation, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.</p> <p>The Company has established the Audit Committee, and the provisions regarding supervisors in this regulation shall apply mutatis mutandis to the Audit Committee. The Guideline is stipulated on 18 May 2011. The first revision of this guideline was on 26 March 2015. The second revision of this regulation was on 25 March 2020.</p>	

Attachment VI. Comparison Table for the “Procedures for Ethical Management and Guidelines for Conduct” Before and After Revision

Tradetool Auto Co., Ltd.

Comparison Table for the “Procedures for Ethical Management and Guidelines for Conduct” Before and After Revision

Date of the resolution being approved: 8 August 2022

Date of shareholders meeting: 31 May 2023

After Revision	Before Revision	Explanation
<p>Article 11 (Recusal of interest) When a director, officer or other stakeholder of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting, that director, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner. (hereinafter omitted)</p>	<p>Article 11 (Recusal of interest) When a director, supervisor, officer or other stakeholder of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting, that director, supervisor officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner. (hereinafter omitted)</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>
<p>Article 24 (Enforcement) These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of <u>the Audit Committee</u> and the board of directors, and shall be delivered and reported to the shareholders meeting.</p>	<p>Article 24 (Enforcement) These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting.</p>	<p>In accordance with the Company's policies, the Company has set up an Audit Committee.</p>

REPORT OF INDEPENDENT ACCOUNTANTS

English Translation of a Report Originally Issued in Chinese

To Tradetool Auto Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Tradetool Auto Co., Ltd. (the "Company") and its subsidiaries as at 31 December 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries (the "Group") as at 31 December 2022 and 2021, and their consolidated financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Income recognition

Tradetool Auto Co., Ltd. and its subsidiaries recognized operating income of NTS1,551,319 thousand in 2022. The Group mainly engages in the manufacturing, trading of light guide plates and automotive stamping and welding parts, as well as the development and trading of related molds. The Company determines the timing of product control transfer based on the transaction terms specified in each sales contract, and recognizes sales revenue. Due to the different sales terms for major customers, judgement is made depending on the different transaction conditions. Because of the complexity of identifying the composition of performance obligations and the timing of satisfying performance obligations, there are significant risks in the recognition of operating income. As such, we determined this a key audit matter. Our audit procedures included, but were not limited to, understanding and testing of the effectiveness of the Company and the subsidiaries' internal control related to income recognition in the sales cycle; selecting samples to perform test of details of transactions and reviewing the revenue recognition requirements in the orders or contracts to meet the performance obligations; verifying the significant terms and conditions and checking the relevant supporting documents to confirm the accuracy of the timing to transfer rights of goods; examining the relevant supporting documents of the income transaction for a period of time before and after the balance sheet date to ensure the timing of income recognition was appropriate. We also considered the appropriateness of the disclosure of operating income in Note 6 of the consolidated financial statements.

Valuation for inventories

As at 31 December 2022, the net inventories amounted to NTS290,240 thousand, accounting for 11% of the total consolidated assets that could have significant impact on the Group. As the inventory price fluctuates greatly due to the influence of the market, the provision for valuation loss, sluggish or obsolete inventories involves major judgments by the management, we therefore determined this a key audit matter. Our audit procedures included, but were not limited to, evaluate the effectiveness of the internal control established by the management for inventory, including performing simple tests and understanding the appropriateness of the management's assessment of inventory evaluation policies and methods, evaluating the management's stocktaking plan and conducting inventory inspections on the spot, checking the unit cost of inventory, sampling inventory purchase and sales related documents to verify the net realizable value, and obtain the inventory aging table and test the correctness of the inventory age. We also considered the appropriateness of the disclosure of valuation for inventories in Notes 5 and 6 of the consolidated financial statements.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the ability to continue as a going concern of the Company and its subsidiaries, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company and its subsidiaries 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 financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Other

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as at and for the years ended 31 December 2022 and 2021 as reference.

Huang Yu Ting
Huang Tzu Ping

Ernst & Young, Taiwan
2 March 2023

Notice to Readers

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2022 and 31 December 2021
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As at	
		31 Dec 2022	31 Dec 2021
Current assets			
Cash and cash equivalents	4,6(1),12	\$290,282	\$217,082
Notes receivable, net	4,6(2),12	47,629	46,862
Notes receivable- related parties, net	4,6(2),7,12	4,319	-
Accounts receivable, net	4,6(2),12	472,445	410,756
Accounts receivable- related parties, net	4,6(2),7,12	17,055	22,720
Other receivables- related parties, net	7,12	1,071	1,829
Current tax assets	4	32	1,223
Inventories	4,6(3)	290,240	336,594
Prepayment	4	66,013	49,920
Other current financial assets	8,12	53,436	13,864
Other current assets- others		3,218	1,323
Total current assets		<u>1,245,740</u>	<u>1,102,173</u>
Non-current assets			
Financial assets at fair value through other comprehensive income, non-current	4,12,13	28,986	46,987
Property, plant and equipment	4,6(4),8	1,027,679	839,461
Right-of-use assets	4,6(14),8	193,701	100,807
Intangible assets	4,6(5),8	24,497	24,728
Deferred tax assets	4,6(18)	94,528	85,388
Other non-current assets- others	6(6)	39,389	172,376
Total non-current assets		<u>1,408,780</u>	<u>1,269,747</u>
Total assets		<u>\$2,654,520</u>	<u>\$2,371,920</u>

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

(continued)

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2021 and 31 December 2020
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 Dec 2022	31 Dec 2021
Current liabilities			
Short-term loans	4,6(7),8,12	\$461,053	\$273,708
Contract liabilities, current	4,6(12)	8,662	5,006
Notes payable	12	40,723	8,580
Notes payable- related parties	7,12	6,453	-
Accounts payable	12	217,020	223,805
Accounts payable- related parties	7,12	416	1,448
Other payables	12	91,630	70,759
Other payables- related parties	7,12	25,226	375
Current tax liabilities	4	11,999	3,475
Lease liabilities, current	4,6(14),12	9,497	4,437
Current portion of long-term loans	4,6(8),8,12	61,437	104,600
Other current liabilities- others		4,413	6,979
Total current liabilities		<u>938,529</u>	<u>703,172</u>
Non-current liabilities			
Long-term loans	4, 6(8),8,12	193,386	279,627
Deferred tax liabilities	4, 6(18)	36,842	48,393
Lease liabilities, non-current	4, 6(14),12	22,513	4,089
Total non-current liabilities		<u>252,741</u>	<u>332,109</u>
Total liabilities		<u>1,191,270</u>	<u>1,035,281</u>
Equity attributable to the parent company			
Capital			
Common stock	4,6(10)	795,740	799,900
Capital surplus	4,6(10)	130,965	115,783
Retained earnings	4,6(10)		
Legal reserve		18,825	18,460
Special reserve		31,914	29,111
Retained earnings		(34,124)	28,856
Total retained earnings		<u>16,615</u>	<u>76,427</u>
Other components of equity			
Exchange differences on translation of foreign operations		(18,421)	(24,343)
Unrealized gains or losses on financial assets at fair value through other comprehensive income		(23,297)	(7,570)
Total other components of equity		<u>(41,718)</u>	<u>(31,913)</u>
Treasury stock	4,6(10)	-	(17,887)
Non-controlling interests	4,6(10)(21)	561,648	394,329
Total equity		<u>1,463,250</u>	<u>1,336,639</u>
Total liabilities and equity		<u>\$2,654,520</u>	<u>\$2,371,920</u>

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended 31 December	
		2022	2021
Net sales	4,6(12),7	\$1,551,319	\$1,491,600
Cost of sales	6(3)(15),7	(1,334,455)	(1,279,621)
Gross profit		216,864	211,979
Operating expenses	6(15),7		
Selling and marketing		(47,450)	(38,396)
General and administrative		(121,502)	(118,889)
Research and development		(91,368)	(61,275)
Expected credit losses	4,6(13)	(2,253)	(61)
Total operating expenses		(262,573)	(218,621)
Operating loss		(45,709)	(6,642)
Non-operating income and expenses	6(16),7		
Interest revenue		2,040	3,948
Other gains and losses		(1,051)	19,673
Financial costs		(21,091)	(12,963)
Total non-operating income and expenses		(20,102)	10,658
(Loss) income from continuing operations before income tax		(65,811)	4,016
Income tax benefit	4,6(18)	9,832	307
(Loss) income from continuing operations, net of tax		(55,979)	4,323
Other comprehensive income (loss)	6(17)(18)		
Items that may not to be reclassified subsequently to profit or loss			
Unrealised gains or losses from investments in equity instruments measured at fair value		(15,727)	(766)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		11,670	(4,003)
Income tax related to items that may be reclassified subsequently to profit or loss		(1,481)	509
Total other comprehensive loss, net of tax		(5,538)	(4,260)
Total comprehensive (loss) income		<u>\$ (61,517)</u>	<u>\$ 63</u>
Net (loss) income attributable to:			
Stockholders of the parent		\$ (59,812)	\$ 3,795
Non-controlling interests	6(10)(21)	3,833	528
		<u>\$ (55,979)</u>	<u>\$ 4,323</u>
Comprehensive (loss) income attributable to:			
Stockholder of the parent		\$ (69,617)	\$ 993
Non-controlling interests	6(10)(21)	8,100	(930)
		<u>\$ (61,517)</u>	<u>\$ 63</u>
(Loss) earnings per share (NTD)	4,6(19)		
(loss) earnings per share-basic		<u>\$ (0.75)</u>	<u>\$ 0.05</u>
(loss) earnings per share-diluted		<u>\$ (0.75)</u>	<u>\$ 0.05</u>

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

TRABETOO AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

Item	Note	Equity attributable to the parent company												
		Common Stock	Capital Surplus	Retained Earnings			Other components of equity				Treasury Stock	Total	Non Controlling Interests	Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	Unrealized Gains or Losses on Financial Assets at Fair Value Through Other Comprehensive Income						
Balance as at 1 Jan 2021	6(10)	\$194,000	\$115,253	\$17,229	\$35,143	\$35,834	\$122,107	\$6,884		\$17,887	\$956,851	\$413,436	\$1,370,287	
Appropriations of earnings, 2021														
Legal reserve				731		(731)								
Special income					(6,032)	6,032								
Cash dividends						(15,915)							(15,915)	
Net income in 2021						3,795							3,795	
Other comprehensive income, act of tax in 2021	6(17)						(2,016)						(2,016)	
Total comprehensive income (loss)						3,795	(2,016)						993	
Change in ownership of subsidiaries	6(10)					(149)							(149)	
Share-based payment transactions- Share-based payment expense	6(11)				530								530	
Change in non controlling interests	6(10)(21)													
Balance as at 31 Dec 2021	6(10)(21)	\$194,000	\$115,783	\$18,460	\$29,111	\$28,836	\$134,443	\$7,576		\$17,887	\$942,310	\$394,329	\$1,336,639	
Balance as at 1 Jan 2022	6(10)	\$194,000	\$115,783	\$18,460	\$29,111	\$28,836	\$134,443	\$7,576		\$17,887	\$942,310	\$394,329	\$1,336,639	
Appropriations of earnings, 2021:														
Legal reserve				365		(365)								
Special income					2,805	(2,805)								
Net loss in 2022						(59,812)							(59,812)	
Other comprehensive income, act of tax in 2022	6(17)						5,922						5,922	
Total comprehensive income (loss)						(59,812)	5,922						(53,890)	
Retirement of treasury stock	6(10)	(4,166)								17,687			13,521	
Change in ownership of subsidiaries	6(10)													
Change in non controlling interests	6(10)(21)													
Balance as at 31 Dec 2022	6(10)(21)	\$189,740	\$130,965	\$18,825	\$31,914	\$24,124	\$138,423	\$123,297		\$-	\$901,602	\$361,648	\$1,463,250	

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December	
		2022	2021
Cash flows from operating activities:			
Net (loss) income before tax		\$ (65,811)	\$ 4,016
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation		104,308	104,162
Amortization		8,536	8,541
Expected credit losses		2,253	61
Inventory valuation losses		5,884	4,516
Interest expense		21,091	12,963
Interest income		(2,040)	(3,948)
Share-based payment expense		-	530
Loss (gain) on disposal of property, plant and equipment		1,376	(292)
Gains on disposals of intangible assets		-	(1,721)
Gain on lease modification		(8)	(5,351)
expense transfer from property, plant and equipment		3,967	-
Changes in operating assets and liabilities:			
Increase in notes receivable		(18,589)	(31,729)
(Increase) decrease in notes receivable- related parties		(4,319)	2,550
Increase in accounts receivable		(63,954)	(42,506)
Decrease (increase) in accounts receivable- related parties		5,665	(16,524)
Decrease (increase) in other receivable- related parties		758	(1,345)
Decrease (increase) in inventories		44,859	(85,373)
Increase in prepayments		(16,298)	(8,284)
(Increase) decrease in other current assets		(433)	19,510
Decrease in other noncurrent assets		-	97
Increase (decrease) in contract liabilities		3,656	(35,740)
Increase (decrease) in notes payable		32,143	(21,191)
Increase (decrease) in notes payable- related parties		6,453	(1,982)
(Decrease) increase in accounts payable		(6,785)	43,538
Decrease in accounts payable- related parties		(1,032)	(395)
Increase in other payables		13,724	7,348
Increase in other payables- related parties		2,804	344
Decrease in other current liabilities		(2,566)	(185)
Cash provided by (used in) generated from operations		<u>75,642</u>	<u>(48,390)</u>
Interest received		2,009	3,946
Interest paid		(20,040)	(9,802)
Income tax paid		(2,625)	(3,273)
Net cash provided by (used in) generated from operating activities		<u>54,986</u>	<u>(57,519)</u>

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

(Continued)

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December	
		2022	2021
(Continued)			
Cash flows from investing activities:			
Acquisition of financial assets measured at fair value through other comprehensive income		-	(10,171)
Acquisition of property, plant and equipment		(189,622)	(97,972)
Disposal of property, plant and equipment		50	3,787
Acquisition of right-of-use assets		-	(38,039)
Acquisition of intangible assets		(8,154)	(8,050)
Increase in deposits-out		(1,329)	(3,099)
Cash inflow from business combinations		856	-
Increase in prepayments for investments		-	(64,773)
(Increase) decrease in other financial assets		(39,572)	64,999
Increase in prepayments for business facilities		(5,036)	(8,623)
Net cash used in investing activities		<u>(242,807)</u>	<u>(161,941)</u>
Cash flows from financing activities:			
Increase in short-term loans		707,017	484,035
Decrease in short-term loans		(521,983)	(368,942)
Increase in long-term loans		30,000	98,580
Repayment of long-term loans		(160,892)	(54,733)
Decrease in other receivables- related parties		22,173	-
Repayment of lease principal		(6,703)	(16,265)
Cash dividends		-	(15,915)
Change in non-controlling interests		188,128	(18,326)
Net cash provided by financing activities		<u>257,740</u>	<u>108,434</u>
Effect of changes in exchange rate on cash and cash equivalents		3,281	(1,533)
Net increase (decrease) in cash and cash equivalents		73,200	(112,559)
Cash and cash equivalents at beginning of period		217,082	329,641
Cash and cash equivalents at end of period	6(1)	<u>\$290,282</u>	<u>\$217,082</u>

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

REPORT OF INDEPENDENT ACCOUNTANTS

English Translation of a Report Originally Issued in Chinese

To Tradetool Auto Co., Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of Tradetool Auto Co., Ltd. (the "Company") as at 31 December 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the parent company only financial statements, including the summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as at 31 December 2022 and 2021, and its parent company only financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 the parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Evaluation accounted for under equity method

The long-term equity investment of Tradetool Auto Co., Ltd. amounted to NT\$589,118 thousand, accounting for 50% of the total assets, which is significant to financial statements. We therefore considered this a key audit matter. The auditor's procedures included, but are not limited to, accounting for the Company's recognition of investment income in investee companies based on its shareholding ratio; discussing with management and understanding the assessment of important matters related to subsidiaries, so as to understand the reasonableness of the revenue recognition and the impairment assessment of accounts receivable of the subsidiaries, and evaluate the appropriateness of the disclosures of the notes to the financial statements by management. In addition, we also considered the appropriateness of the disclosures on investments using the equity method in Note 6 to the financial statements.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of the parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the ability to continue as a going concern of the Company, 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 financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the parent company only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's 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 parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 the parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Huang Yu Ting
Huang Tzu Ping

Ernst & Young, Taiwan
2 March 2023

Notice to Readers

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2022 and 31 December 2021
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As at	
		31 Dec 2022	31 Dec 2021
Current assets			
Cash and cash equivalents	4, 6(1),12	\$84,017	\$81,853
Other receivables, net-related parties	6(2),7,12	76,444	110,198
Current tax assets	4	6	1,212
Other current financial assets	8,12	7,009	6,001
Other current assets- others		1,101	1,026
Total current assets		<u>168,577</u>	<u>200,290</u>
Non-current assets			
Financial assets at fair value through other comprehensive income, non-current	4,12,13	28,986	44,816
Investments accounted for under the equity method	4, 6(3)	589,118	595,026
Property, plant and equipment	4, 6(4),8	44,094	45,040
Right-of-use assets	4	4,838	1,489
Investment property	4,6(5),8	273,010	277,020
Intangible assets	4	2,069	2,069
Deferred tax assets	4, 6(16)	55,618	72,666
Other non-current assets- others		3,506	2,493
Total non-current assets		<u>1,001,239</u>	<u>1,040,619</u>
Total assets		<u>\$1,169,816</u>	<u>\$1,240,909</u>

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2022 and 31 December 2021
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 Dec 2022	31 Dec 2021
Current liabilities			
Short-term loans	4,6(6),8,12	\$40,000	\$-
Other payables	12	5,578	6,321
Lease liabilities, current	4,12	2,108	1,322
Current portion of long-term loans	4, 6(7),8,12	20,871	60,947
Other current liabilities- others		682	872
Total current liabilities		<u>69,239</u>	<u>69,462</u>
Non-current liabilities			
Long-term loans	4, 6(7),8,12	161,426	182,066
Deferred tax liabilities	4, 6(16)	34,812	46,884
Lease liabilities, non-current	4,12	2,737	187
Total non-current liabilities		<u>198,975</u>	<u>229,137</u>
Total liabilities		<u>268,214</u>	<u>298,599</u>
Equity attributable to the parent company			
Capital			
Common stock	4,6(9)	795,740	799,900
Capital surplus	4,6(9)	130,965	115,783
Retained earnings	4,6(9)		
Legal reserve		18,825	18,460
Special reserve		31,914	29,111
Retained earnings		<u>(34,124)</u>	<u>28,856</u>
Total retained earnings		<u>16,615</u>	<u>76,427</u>
Other components of equity			
Exchange differences on translation of foreign operations		(18,421)	(24,343)
Unrealized gains or losses on financial assets at fair value through other comprehensive income		(23,297)	(7,570)
Total other components of equity		<u>(41,718)</u>	<u>(31,913)</u>
Treasury stock	4,6(9)	-	(17,887)
Total equity		<u>901,602</u>	<u>942,310</u>
Total liabilities and equity		<u>\$1,169,816</u>	<u>\$1,240,909</u>

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended 31 December	
		2022	2021
Net sales	4, 6(3)(11), 7	\$ (41,656)	\$ 30,096
Cost of sales		-	-
Gross (loss) profit		(41,656)	30,096
Operating expenses	6(13), 7		
General and administrative		(39,816)	(51,236)
Expected credit gains	4	-	163
Total operating expenses		(39,816)	(51,073)
Operating loss		(81,472)	(20,977)
Non-operating income and expenses	6(14), 7		
Interest revenue		5,124	2,425
Other gains and losses		26,206	34,934
Financial costs		(4,177)	(3,944)
Total non-operating income and expenses		27,153	33,415
(Loss) income from continuing operations before income tax		(54,319)	12,438
Income tax expense	4, 6(16)	(5,493)	(8,643)
(Loss) income from continuing operations, net of tax		(59,812)	3,795
Other comprehensive income (loss)	6(15)(16)		
Items that may not to be reclassified subsequently to profit or loss			
Unrealised gains or losses from investments in equity instruments measured at fair value		(15,727)	(766)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations	6(3)	7,403	(2,545)
Income tax related to items that may be reclassified subsequently to profit or loss		(1,481)	509
Total other comprehensive income, net of tax		(9,805)	(2,802)
Total comprehensive (loss) income		\$ (69,617)	\$ 993
(Loss) earnings per share (NTD)	4, 6(17)		
(loss) earnings per share-basic		\$ (0.75)	\$ 0.05
(loss) earnings per share-diluted		\$ (0.75)	\$ 0.05

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

Item	Notes	Common Stock	Capital Surplus	Retained Earnings			Other components of equity		Treasury Stock	Total
				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	Unrealized Gains or Losses on Financial Assets at Fair Value Through Other Comprehensive Income		
Balance as at 1 Jan 2021	6(9)	\$799,000	\$115,253	\$17,729	\$35,143	\$33,824	\$(22,307)	\$(6,894)	\$(17,887)	\$966,851
Appropriations of earnings, 2020:										
Legal reserve				731		(731)				-
Special reserve					(6,032)	6,032				-
Cash dividends						(15,915)				(15,915)
Net income in 2021						3,795				3,795
Other comprehensive income, net of tax in 2021	6(15)						(2,056)	(766)		(2,802)
Total comprehensive income (loss)						3,795	(2,056)	(766)		993
Change in ownership of subsidiaries						(149)				(149)
Share-based payment transactions- Share-based payment expense	6(10)		530							530
Balance as at 31 Dec 2021	6(9)	\$799,000	\$115,783	\$18,460	\$29,111	\$28,856	\$(24,343)	\$(7,570)	\$(17,887)	\$942,310
Balance as at 1 Jan 2022	6(9)	\$799,000	\$115,783	\$18,460	\$29,111	\$28,856	\$(24,343)	\$(7,570)	\$(17,887)	\$942,310
Appropriations of earnings, 2021:										
Legal reserve				365		(365)				-
Special reserve					2,803	(2,803)				-
Cash dividends										-
Net loss in 2022						(59,812)				(59,812)
Other comprehensive income, net of tax in 2022	6(15)						5,922	(15,727)		(9,805)
Total comprehensive income (loss)						(59,812)	5,922	(15,727)		(69,617)
Retirement of treasury stock		(4,169)							17,887	13,718
Change in ownership of subsidiaries	6(9)(18)									28,909
Balance as at 31 Dec 2022	6(9)	\$795,740	\$130,965	\$18,825	\$31,914	\$(54,124)	\$(18,421)	\$(23,297)	\$-	\$901,602

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December	
		2022	2021
Cash flows from operating activities:			
Net (loss) income before tax		\$ (54,319)	\$ 12,438
Adjustments:			
Reconcile net income to net cash provided by operating activities:			
Depreciation		7,140	16,130
Expected credit gains		-	(163)
Interest expense		4,177	3,944
Interest income		(5,124)	(2,425)
Share-based payment expense		-	227
Gains on disposals of intangible assets		-	(1,721)
Share of profit or loss of subsidiaries, associates and joint ventures		41,656	(30,096)
Gains on lease modification		(4)	-
Dividends income		4,628	27,715
Changes in operating assets and liabilities:			
Decrease in accounts receivable		-	855
(Increase) decrease in other receivable- related parties		(33)	3,064
Increase in other current assets		(68)	(220)
Decrease in other payable		(768)	(263)
(Decrease) increase in other current liabilities		(190)	87
Cash (used in) provided by generated from operations		(2,905)	29,572
Interest received		5,017	2,717
Interest paid		(4,123)	(3,917)
Income tax paid		(792)	(4,100)
Net cash (used in) provided by generated from operating activities		(2,803)	24,272

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

(Continued)

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	For the Years Ended 31 December		
	Notes	2022	2021
(Continued)			
Cash flows from investing activities:			
Acquisition of investments accounted for under the equity method		(3,961)	-
Acquisition of financial assets measured at fair value through other comprehensive income		-	(8,000)
Acquisition of property, plant and equipment		(234)	(170)
Disposal of intangible assets		-	3,790
Disposal of investment properties		-	63,821
Increase in deposits-out		(1,013)	-
Decrease (increase) in other receivable- related parties		33,887	(63,922)
(Increase) decrease in other financial assets		(1,008)	47,999
Net cash provided by investing activities		<u>27,671</u>	<u>43,518</u>
Cash flows from financing activities:			
Increase in short-term loans		40,000	-
Decrease in long-term loans		(60,716)	(40,666)
Decrease in lease liabilities		(1,988)	(1,969)
Cash dividends		-	(15,915)
Net cash (used in) generated from financing activities		<u>(22,704)</u>	<u>(58,550)</u>
Net increase in cash and cash equivalents		2,164	9,240
Cash and cash equivalents at beginning of period		81,853	72,613
Cash and cash equivalents at end of period	6(1)	<u>\$84,017</u>	<u>\$81,853</u>

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

Appendix

Appendix 1. Rules of Procedure for Board of Directors Meetings
Tradetool Auto Co., Ltd.
Rules of Procedure for Board of Directors Meetings
Approved by the board on 11 November 2022

- Article 1
To establish a well-established board governance system, sound supervisory function and strengthen management function of the Company, the Company stipulates this regulation according to Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.
- Article 2
With respect to the board meetings of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these rules.
- Article 3
The board of directors shall meet at least quarterly.
A notice of the reasons for convening a board meeting shall be given to each director and supervisor 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.
The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.
All matters set forth under Article 12, Paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.
- Article 4
The designated unit responsible for the board meetings of the Company shall be the financial and accounting department.
The agenda affairs group responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.
A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article 5
When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.
Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company’s Articles of Association. Attendance by video conference will be deemed attendance in person.
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.
The proxy referred to in Paragraph 2 may be the appointed proxy of only one person.
- Article 6
A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.
- Article 7
Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair. When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.
- Article 8
When a board meeting is held, the management (or the designated unit responsible for the board meetings) shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be

notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by the Company also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, Paragraph 2. The number of "all directors," as used in the preceding paragraph and in Article 16, Paragraph 2, Subparagraph 2, shall be counted as the number of directors then actually in office.

Article 9

Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.

Article 10

Agenda items for regular board meetings of the Company shall include at least the following:

I. Matters to be reported:

- (1) Minutes of the last meeting and action taken.
- (2) Important financial and business matters.
- (3) Internal audit activities.
- (4) Other important matters to be reported.

II. Matters for discussion:

- (1) Items for continued discussion from the last meeting.
- (2) Items for discussion at this meeting.

III. Extraordinary motions.

Article 11

A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 5 shall apply *mutatis mutandis*.

Article 12

The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:

(I) The Company's business plan.

(II) A Annual financial reports and Q2 financial report that need to be audited and attested by a certified public accountant (CPA).

(III) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.

(IV) Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.

(V) The offering, issuance, or private placement of equity-type securities.

(VI) If the board of directors does not have managing directors, the election or discharge of the chairman of the board of directors.

(VII) The appointment or discharge of a financial, accounting, or internal audit officer.

(VIII) A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.

(IX) Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholder meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term “related party” in Subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.

At least one independent director of the Company shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13:

When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision.

Article 14:

Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

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

Voting results shall be made known on-site immediately and recorded in writing.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Article 15

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, Paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, Paragraph 4 of the same Act.

Article 16

Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

- 1.The meeting session (or year) and the time and place of the meeting.
- 2.The name of the chair.
- 3.The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent
- 4.The names and titles of those attending the meeting as non-voting participants.
- 5.The name of the minute taker.
- 6.The matters reported at the meeting.

7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Paragraph 5 of Article 12,
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the Audit Committee of the Company.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company. °
The meeting minutes of Paragraph 1 may produced and distributed in electronic form.

Article 17

Except for the matters for discussion at a board meeting mentioned in Paragraph 1 of Article 12, the chairman who is authorized by the board to exercise the power and authority of the board according to the law or this Articles of Incorporation, the level of delegation or the content or matters to be delegated shall be clearly specified.

Article 18

This regulation, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors

Appendix 2. Codes of Ethical Conduct

Tradetool Auto Co., Ltd. Codes of Ethical Conduct

Approved by the board on 8 August 2022

1. Purpose and basis:

To make the directors and managers of the Company in line with ethical conduct and enable the stakeholders of the Company to know better about the Company's ethical conduct, therefore, the Company stipulates the Code of Ethical Conduct for compliance.

2. Content of the code:

The code of conduct includes personal responsibility, group responsibility and codes toward the Company, public and other stakeholders, which includes

- (1) Prevention of conflicts of interest
- (2) Minimizing incentives to pursue personal gain
- (3) Confidentiality
- (4) Fair trade
- (5) Safeguarding and proper use of company assets
- (6) Legal compliance
- (7) Encouraging reporting on illegal or unethical activities
- (8) Disciplinary measures

3. Prevention of conflicts of interest:

A conflict of interest refers to a director or manager involved or is likely to be involved in a conflict of interest due to personal interests (financial or otherwise) that may impact or potentially impact the overall interests of the Company. Therefore, the Company's directors, managers and employees have the responsibility to act in the best interests of the Company to eliminate conflicts of interest. When an individual is unable to handle business affairs due to obtaining improper interests due to personal interests or the interests of his/her spouse or the relatives within the second degree of kinship, the individual has to report to his/her immediate managers or the audit office. Then, the audit office will report to the board of directors and ask the individual to explain his/her conflicts of interest.

Directors shall not have any direct financial relationship with the Company (such as loaning of funds or engage in transactions) except as they are authorized by the Company's board of directors. It is prohibited to lend loans to or guaranteed for directors, managers and their spouses or relatives within the third degree of kinship due to the high risks of conflicts of interest.

Furthermore, potential conflicts of interest involving directors or any senior executives shall be directly reviewed by the board of directors of the Company. For other personnel who is involved in the potential conflicts of interest of the Company's employees shall be reviewed in accordance with the Company's work rules.

4. Minimizing incentives to pursue personal gain:

Directors or managers shall not engage in the following behaviors:

- (1) Seeking an opportunity to pursue personal gain by using company asset or information or taking advantage of their positions.
- (2) Obtaining personal gain by using company property or information or taking advantage of their positions.
- (3) Competing with the Company. (only the business strife limitation of directors and managers shall comply with the related regulations of the Company Act)

When the Company has an opportunity for profit, it is the responsibility of the directors, or managers to maximize the reasonable and proper benefits that can be obtained by the Company.

5. Confidentiality:

The directors and managers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the Company or the suppliers and customers.

6. Fair trade:

Directors or managers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

7. Safeguarding and proper use of company assets:

All directors and managers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the Company's profitability.

8. Legal compliance:

Directors or managers are required to comply with the laws, regulations, rules, and administrative orders that are

applicable to the Company, including the Securities and Exchange Act and other relevant laws and regulations.

9. Encouraging reporting on illegal or unethical activities:

The Company shall raise awareness of ethics internally and encourage employees to report to a company manager, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the Company will use its best efforts to ensure the safety of informants and protect them from reprisals.

10. Disciplinary measures:

Directors or managers are responsible for clearly understanding and complying with this code. Anyone who violates this code, including executives who are aware of but does not report improper behavior shall be reviewed by the board of directors. For those who seriously violate the code of conduct may face dismissal and their legal responsibilities will be pursued. If a violation of the code of conduct occurs and is confirmed by the board of directors, the Company shall disclose it on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. However, if the individual would like to express his/her opinions regarding the disclosure or the outcome of punishment, he/she is allowed to seek for assistance through the Company's complaint system or the legal affair office. If the violation is confirmed to be true, the Company may disclose it on the Market Observation Post System (MOPS) for explanation and clarification based on the importance of the matter.

11. Procedures for exemption:

The board has the rights to approve exemptions from compliance with this code. The related information of exemption includes the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the Code of Ethical Conduct, and to safeguard the interests of the company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

12. Method of disclosure:

The Code of Ethical Conduct, and any amendments to it, shall be disclosed on its company website, in its annual reports and prospectuses and on the MOPS.

13. Enforcement:

The Company's Code of Ethical Conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered and submitted to a shareholders meeting.

Appendix 3. Ethical Corporate Management Best Practice Principles

Tradetool Auto Co., Ltd.

Ethical Corporate Management Best Practice Principles

Approved by the board on 8 August 2022

- Article 1 Purpose and scope
These Principles are adopted to assist the Company to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices. As a result, these Principles are stipulated according to the “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” for compliance.
The Principles are applicable to its subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").
- Article 2 Prohibition of unethical conduct
When engaging in commercial activities, directors, supervisors, managers, employees, and mandataries of the Company or persons having substantial control over such companies (“substantial controllers”) shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty (“unethical conduct”) for purposes of acquiring or maintaining benefits. Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.
- Article 3 Forms of benefits
“Benefits” in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.
- Article 4 Legal compliance
The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.
- Article 5
The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.
- Article 6 Preventive measures
The Company shall in its own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct (“prevention programs”), including operational procedures, guidelines, and training.
When establishing the prevention programs, the Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.
- Article 7 Content of preventive measure
The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activities within their business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.
It is advisable for the Company to refer to prevailing domestic and foreign standards or guidelines in establishing the prevention programs, which shall at least include preventive measures against the following:
1. Offering and acceptance of bribes.
 2. Illegal political donations.
 3. Improper charitable donations or sponsorship.
 4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
 5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
 6. Engaging in unfair competitive practices.
 7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or

sale of products and services.

- Article 8 Commitment and implementation
The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.
The Company and its respective business group shall clearly specify in its rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.
The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.
- Article 9 Ethical management commercial activity
The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.
Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.
When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.
- Article 10 Prohibition of offering and acceptance of bribes
When conducting business, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.
- Article 11 Prohibition of offering illegal political donations
When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, shall comply with the “Political Donations Act” and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.
- Article 12 Prohibition of improper charitable donations or sponsorship
When making or offering donations and sponsorship, the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.
- Article 13 Prohibition of unreasonable presents, hospitality or other improper benefits
The Company’s directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.
- Article 14 Prohibition of intellectual property infringement
The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder
- Article 15 Prohibition against unfair competition
The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.
- Article 16 Prevention of damage caused by products and services to stakeholders
The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.
The Company shall adopt and publish on its website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are sufficient facts to determine that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall immediately recall those products or suspend the services.

Article 17

Organization and responsibility

The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, the Company shall establish a dedicated unit that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18

Legal compliance regarding conducting business

The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 19

Recusal of interest

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, supervisors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20

Accounting and internal control

The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of the Company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted

to the board of directors.

Article 21

Procedures for operation and codes of conduct

The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22

Education, training and appraisal

The Company's chairman, general manager or senior management should regularly communicate the importance of ethics to its directors, managers, employees, and mandataries.

The Company shall also regularly conduct education, training and advocacy, and invite relative parties who engage in business activities with the Company to participate. By this means, they can fully understand the Company's commitment to ethical management and its policies, preventive measures and the consequences of violating ethical conduct.

The Company shall integrate ethical management policies with employee performance appraisal and human resource policies to establish a clear and effective punishment.

Article 23

Whistleblowing system

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to its awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.

Article 24

Disciplinary and appeal system

The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the Company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25

Information disclosure

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. It shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on its company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

Article 26

Review and amendment to ethical corporate management and measures

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, supervisors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 27

Enforcement

The Ethical Corporate Management Best Practice Principles of the Company shall be implemented after the board of directors grants the approval, and shall be sent to the board and reported at a shareholders meeting. The same procedure shall be followed when the principles have been amended.

When the Company submits its “Ethical Corporate Management Best Practice Principles” to the board of directors for discussion pursuant to the preceding paragraph, the board of directors shall take each independent director's opinions into full consideration. Any objections or reservations of any independent director shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objections or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Appendix 4. Procedures for Ethical Management and Guidelines for Conduct
Tradetool Auto Co., Ltd.
Procedures for Ethical Management and Guidelines for Conduct
Approved by the board on 8 August 2022

Article 1 (Purpose of adoption and scope of application)

The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where the Company and its business groups and organizations operate, with a view to providing all personnel of the Company with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.

Article 2 (Applicable subjects)

For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations.

Article 3 (Unethical conduct)

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4 (Type of benefits)

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5 (Responsible unit and duties)

The Company shall designate the general manager's office as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:

1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.
7. Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.

Article 6 (Prohibition against providing or accepting improper benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed

Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Other conduct that complies with the rules of the Company.

Article 7 (Procedures for handling the acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to his or her immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

“A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel,” as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.

Article 8 (Prohibition of and handling procedure for facilitating payments)

The Company shall neither provide nor promise any facilitating payment.

If any personnel of the Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9 (Procedures for handling political contributions)

Political contributions by the Company shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the responsible unit, it shall be made only after being reported to and approved by the board of directors:

1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
2. A written record of the decision-making process shall be kept.
3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of this Corporation with the related government agencies shall be avoided.

Article 10 (Procedures for handling charitable donations or sponsorships)

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.
2. A written record of the decision-making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.

4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of the Company's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest.
5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

Article 11 (Recusal of interest)

When a director ,managers, or other stakeholder of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting , that director, managers or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of the Company may use company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of the Company.

Article 12 (Special unit in charge of confidentiality regime and its responsibilities)

The Company shall set up a special unit charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of the Company's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of this Corporation of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of this Corporation unrelated to their individual duties.

Article 13 (Prohibition against unfair competition)

The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 14 (Prevention of damage caused by products and services to stakeholders)

The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services. The Company shall adopt and publish on its website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports, or sufficient facts to determine, that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Corporation shall immediately verify the facts and present a review and improvement plan.

The responsible unit of the Company shall report the event as in the preceding paragraph, actions taken, and subsequent reviews and corrective measures taken to the board of directors.

Article 15 (Prohibition against insider trading and non-disclosure agreement)

All personnel of the Company shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.

Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Corporation

acquired as a result, and that they may not use such information without the prior consent of the Company.

Article 16 (Compliance and announcement of policy of ethical management)

The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy. The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the Company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17 (Ethical management evaluation prior to development of commercial relationships)

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes. When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18 (Statement of ethical management policy to counterparties in commercial dealings)

Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 19 (Avoidance of commercial dealings with unethical operators)

All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement this Corporation's ethical management policy.

Article 20 (Stipulation of terms of ethical management in contracts)

Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party for damages, and may also deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21. (Handling of unethical conduct by personnel of the Company)

As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, the Company will grant a reward depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.

The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for insiders and outsiders of this Corporation to submit reports. A whistleblower shall at least furnish the following information:

1. The whistleblower's name and I.D. number (whistleblowing reports may be submitted anonymously), and an

address, telephone number and e-mail address where it can be reached.

2. The informed party's name or other information sufficient to distinguish its identifying features.
3. Specific facts available for investigation.

Personnel of the Company handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The responsible unit of the Company shall observe the following procedure in handling whistleblowing matters:

1. An information shall be reported to the department head if involving the rank and file and to an independent director or supervisor if involving a director or a senior executive.
2. The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.
3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or this Corporation's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, this Corporation will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
5. With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
The responsible unit of the Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.
6. The responsible unit of the Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

Article 22 (Actions upon event of unethical conduct by others towards the Company)

If any personnel of the Company discovers that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.

Article 23 (Internal awareness sessions and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)

The responsible unit of the Company shall organize one awareness sessions each year and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.

This Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of the Company seriously violates ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24 (Enforcement)

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

Appendix 5. Articles Of Association

Tradetool Auto Co., Ltd.

Articles of Association

Approved by the shareholders meeting on 30 May 2022

Chapter 1 General Provisions

Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 元創精密車業股份有限公司, and TRADETOOL AUTO CO., LTD. in English.

Article 2: The business of the Company is as follows:

- 1.C805050 Industrial Plastic Products Manufacturing
- 2.CC01040 Lighting Equipment Manufacturing
- 3.CC01080 Electronics Components Manufacturing
- 4.CC01110 Computer and Peripheral Equipment Manufacturing
- 5.CC01120 Data Storage Media Manufacturing and Duplicating
- 6.CE01030 Photographic and Optical Equipment Manufacturing
- 7.CQ01010 Die manufacturing
- 8.CD01030 Automobiles and Parts Manufacturing
- 9.CD01040 Motorcycles and Parts Manufacturing
- 10.F113020 Wholesale of Household Appliance
- 11.F119010 Wholesale of Electronic Materials
- 12.F401010 International Trade
- 13.I501010 Product Designing
- 14.F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
- 15.IG02010 Research Development Service
- 16.H201010 Investment
- 17.ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in Taichung City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the board of directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 4: Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Capital Stock

Article 5: The total capital stock of the Company shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at ten New Taiwan Dollars to be issued in installments. Each. A total of 30,000,000 New Taiwan Dollars among the above total capital stock should be reserved for stock warrants, preferred shares with warrants or quota of the conversion for corporate bonds with warrants, which amounted to 3,000,000 shares, at ten New Taiwan Dollars each. The unissued shares were authorized to the board of directors to issue in installments. If the Company's shares shall be purchased by the Company itself to comply with the laws, the Company has authorized the board of directors for implementation according to the regulations and the laws. The Company transfers shares to employees at less than the average actual share repurchase price or employee stock option certificates that were issued at the subscription price lower than market price (net worth per share) shall be submitted to the shareholders meeting for approval. The shareholders' meeting shall be approved by two-thirds or more of the votes of the shareholders present at the shareholders meeting who represent a majority of the total number of issued shares.

The treasury shares purchased by the Company in accordance with the Company Act, the transferee of which includes the employees of parents or subsidiaries of the company meeting certain specific requirements. Qualification requirements of employees entitled to receive share subscription warrant includes the employees of parents or subsidiaries of the company meeting certain specific requirements.

While issuing new shares, the qualification requirements of employees include the employees of parents or subsidiaries of the company meeting certain specific requirements.

Qualification requirements of employees entitled to be granted new restricted employee shares issued by the Company include the employees of parents or subsidiaries of the company meeting certain specific requirements.

Article 6: The shares issued by the Company may be exempted from printing any share certificate for the shares; nonetheless, the issued shares shall be registered with a centralized securities depository enterprise.

Article 7: Registration for transfer of shares shall be suspended for a period of sixty days before the convening date of a regular shareholders meeting, thirty days before the convening date of a special shareholders meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

Chapter 3 Shareholders Meeting

Article 8: Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. The procedure for convening a shareholders meeting in accordance with the Company Act and related regulations and laws. A shareholders meeting can be held by means of convening a physical shareholders meeting with the assistance of video conferencing, virtual-only shareholders meeting or other means approved and published by the central regulating authorities. The Company shall in line with the conditions, procedures and other affairs stipulated by the central competent authorities.

Article 9: According to Article 177 of the Company Act, if a shareholder is unavailable to attend a shareholders meeting, he/she could hand in a written proxy and appoints a proxy to attend the shareholders meeting on his/her behalf. Unless otherwise stipulated in the Company Act, the means of attending a shareholders meeting by proxy shall in line with the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies”.

Article 10: A company whose shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders meeting shall describe in the shareholders meeting notice the method of exercising their voting power.

A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders meeting in person, but shall be deemed to have waived his/her/its voting power in respect of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders meeting .

In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission, his/her/its declaration of intention shall be served to the company two days prior to the scheduled meeting date of the shareholders meeting , whereas if two or more declarations of the same intention are served to the company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

Article 11: The chairman shall preside the shareholders meeting, and if the chairman is on leave or absent, the vice chairman shall act on his/her behalf. In case the chairman and vice chairman are absent at the same time, the chairman shall designate one of the directors, or where there is no director being designated, to act on his/her behalf. For a shareholders meeting convened by any other person having the convening right, the chairman shall in line with the regulation of Article 182-1 of the Company Act.

Article 12: In addition to the circumstances stipulated in Paragraph 3 of Article 157 and Article 179 of the Company Act and other related regulations, each of the Company’s shareholder is entitled to one vote for each share held.

Article 13: Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 14: Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.

The distribution of the minutes of shareholders meeting as required in the preceding Paragraph may be effected by means of a public notice of disclosing on the Market Observation Post System.

The minutes of shareholders meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company.

Article 14-1: If the Company plans to revoke the public issuance of its shares, it shall be proposed as a resolution and approved by the shareholders meeting, and this provision shall remain unchanged during both the emerging stock market and the listed stock market periods.

Chapter 4 Board of directors and Audit Committee

Article 15: The Company shall have 7 to 9 directors. The number of directors is authorized to the board of directors for resolution, with the term of three years. Directors are chosen from the candidate lists and elected in the shareholders meeting, and they shall be eligible for re-election. After being elected, the Company shall take out liability insurance for directors during their terms.

For the aggregate shareholding percentage of all of the directors shall in line with theregulations stipulated by the central competent authority.

The Company adopts cumulative voting method with registered form for the election of directors. In the process of electing directors at a shareholders meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. If the method requires amendment, it shall be in line with Article 172 of the Company Act and other related regulations and specify the explanation of the material contents.

Article 15-1: The preceding number of directors includes independent directors, which shall not less than three people and shall be above one-fifth of all the directors.

Directors (including independent directors) shall be elected by adopting candidates nomination system as specified in Article 192-1 of the Company Act. The implementation and related affairs shall comply with the relevant regulations of the Company Act and the Securities and Exchange Law.

The election of directors shall comply with Article 198 of the Company Act, independent and non-independent directors shall elected at the same time, but in separately calculated numbers. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director or non-independent director elect. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be prescribed by the Securities and Exchange Act and other related regulations and laws.

Article 15-2: 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 Act, the Securities and Exchange Law and other relevant regulations. Supervisor was abolished on the date that the Audit Committee was established.

The number, term of office, functions and powers and other affairs that shall comply with shall be regulated by related regulations and laws.

The Company's board of directors is available to establish other functional committees such as Remuneration Committee, and the qualification, functions and powers and other related affairs of its members shall be in line with the related regulations and laws, which shall be stipulated by the board of directors.

Article 16: In the case that vacancies on the board of directors exceed one third of the total number of the directors or one-third of the independent directors are dismissed, then the board of directors shall convene a special meeting of the shareholders within 60 days to elect new directors to fill such vacancies. The new directors shall serve the remaining term of the predecessors.

Article 17: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Article 18: The Company's business policy and other important affairs shall be determined by the board of directors.

Except from the first meeting of each newly elected board of directors shall be convened in line with Article 203 of the Company Act, the rest of the meetings shall be convened by the chairman and he/she shall be the chairperson. In case the chairman is unavailable to exercise his/her duties, he /she shall designate one of the directors to on his/her behalf. Where there is no director being designated, one of the directors shall act on his/her behalf.

Article 19: Where there the chairman is on leave or for any reason unable to exercise the powers, his/her proxy shall comply

with Article 208 of the Company Act.

Article 20: Except from being stipulated in the Company Act, a board meeting shall be attended by over half of the directors and decided by a resolution to be adopted by a majority vote of the directors. Where there a director for any reason unable to attend a meeting shall give a written proxy stating the scope of authorization with respect to the reasons for meeting and appoint another director to attend the meeting. A director may accept a proxy from one person only.

In case a board meeting is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20-1: The directors (independent directors included) should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice set forth in the preceding paragraph shall state the reason for calling the meeting in writing, E-mail or by fax.

Article 21: The minutes of a board meeting shall bear the signature or seal of the meeting chairperson; a copy of the minutes shall be distributed to each director within 20 days after the meeting, the meeting minutes may be conducted via electronic transmission. A meeting minute shall include a summary of the essential points of the proceedings and the results of the meeting. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the Company.

Article 22: The board of directors is authorized to determine the salary for the directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry.

Article 23: (Deleted)

Chapter 5 Managers

Article 24: The appointment, discharge and the remuneration of the Company's managers shall be in line with Article 29 of the Company Act.

Chapter 6 Accounting

Article 25: 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:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning the Distribution of Earnings or Covering of Losses.

Article 26: Where there are profits of the Company for the year, the Company shall allocate above 2% and less than 10% as employee remuneration. For director remuneration, the Company shall allocate less than 3%. Nonetheless, the Company shall have reserved a sufficient amount to offset its accumulated losses. The preceding employee remuneration obtained by the employees of parents or subsidiaries of the Company meeting certain specific requirements. Employee remuneration shall be distributed in stocks (treasury stocks, new share issuance) or cash and shall be determined by the board of directors by a resolution and reported to the shareholders meeting.

Article 26-1: Where there are final accounts shall first pay taxes and offset previous losses. Then, set aside 10% of such profits as a legal reserve. However, when the legal reserve amounts to the Company's paid-in capital, this shall not apply. Furthermore, depending on the Company's operational requirements and to comply with legal regulations, the Company shall set aside or reverse a special reserve. Where there are earnings and undistributed earnings at the beginning of the period, the appropriation of earnings shall be proposed by the board and submitted to the shareholders meeting to approve the appropriation.

According to this Article, the Company may authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders meeting. The amount of dividend distributions of dividend policy is based on the Company's surplus earnings of the current year and the accumulated surplus of previous years. The distribution of dividend of the Company may be determined after considering the Company's profit status, capital structure and future operational requirements. The Company's dividend distribution policy shall be determined based on factors such as capital requirements and dilution of the Company's earnings per share, and will be appropriately distributed in the form of stock dividends or cash dividends. For the preceding dividend distributions for shareholders, the ratio of cash dividend distribution shall not be less than 20% of the amount of dividend distribution for the current year.

Article 26-2: Where the Company's legal reserve (only the portion of legal reserve which exceeds 25 percent of the paid-in capital may be distributed) and the paid-in capital in accordance with the regulations of the Company Act is all or partially distributed by cash, the Company shall authorize the board meeting with two-thirds of the directors present and approved by over one half of the directors for implementation and submitted to the shareholders meeting .

Chapter 7 Supplementary Provisions

Article 27: When the Company becomes a shareholder of limited liability in other companies through investment, the total amount of its investments in such other companies may exceed forty percent of the amount of its own paid-up capital.

Article 28: For the Company's need of conducting business, the Company may provide endorsements and guarantees for others after being approved by the board.

Article 29: In regard to all matters not provided for in these Articles of Association, the Company Act of the Republic of China shall govern.

Article 30: This Articles of Association is stipulated on 24 August 1983, and its first amendment was on 12 September 1983, the second amendment was on 1 October 1984, the third amendment was on 23 May 1986, the fourth amendment was on 20 October 1986, the fifth amendment was on 12 June 1988, the sixth amendment was on 2 August 1988, the seventh amendment was on 16 June 2003, the eighth amendment was on 1 July 2004, the ninth amendment was on 25 March 2005, the tenth amendment was on 19 May 2005, the eleventh amendment was on 30 June 2005, the twelfth amendment was on 10 November 2005, the thirteenth amendment was on 16 October 2006, the fourteenth amendment was on 26 June 2007, the fifteenth amendment was on 20 May 2008, the sixteenth amendment was on 19 May 2009, the seventeenth amendment was on 6 August 2009, the eighteenth amendment was on 21 April 2010, the nineteenth amendment was on 21 April 2010, the twentieth amendment was on 18 May 2011, the twenty-first amendment was on 28 June 2012, the twenty-second amendment was on 5 May 2016, the twenty-third amendment was on 8 June 2017, the twenty-fourth amendment was on 30 May 2022.

Appendix 6. Rules and Procedures of Shareholders Meeting

Tradetool Auto Co., Ltd.

Rules and Procedures of Shareholders Meeting

Approved by the shareholders meeting on 30 May 2022

1. To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, therefore the Company these rules are established for compliance.
2. Except as otherwise provided by law and regulation or Articles of Association, the Company's rules of procedure for shareholders meetings shall as set out in these rules.
3. Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting.

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

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

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

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, Paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

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

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

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

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person

or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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

6. The Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

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

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

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

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

7. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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

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

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

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

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

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

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

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending

shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1 of Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

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

10. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the

shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

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

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

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

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

14. The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

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

15. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System (MOPS).

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

16. On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.

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

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

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

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

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

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

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

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

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

Appendix 7. Shareholdings of Directors and Independent Directors

Tradetool Auto Co., Ltd.

Shareholdings of Directors and Independent Directors

As of the book closure date (2 April 2023) of this shareholders meeting, the shareholdings of all the Company's directors recorded in the shareholders' roster is as follows:

Title	Name	Shareholdings Recorded in the Shareholders' Roster on Book Closure Date	
		Numbers of Shares Held	Shareholding (%)
Director	Fu Ya Investment Limited Representative: CHIANG, KAI-LIANG	18,344,076	23.05%
Director	CHANG, MING-HUNG	389,000	0.49%
Director	LIN, SHENG-CHIEH	439,000	0.55%
Director	Ai Po Technology Co., Ltd.	16,492,076	20.73%
Independent Director	CHEN, CHUN-MAO	0	0%
Independent Director	LIU, TE-SHOU	0	0%
Independent Director	LIN, YUN-SHAN	0	0%
	Total	35,664,152	44.82%

(Note)

1. The Company's paid-in capital was NT\$795,740,000, and the number of issued shares was 79,574,000.
2. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies:
All directors are required to hold a minimum of 6,365,929 shares.
3. It is stipulated in Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies that where the paid-in capital of the company is more than NT\$300 million but NT\$1 billion or less, the total registered shares owned by all directors shall not be less than ten percent of the total issued shares; the total registered shares owned by all supervisors shall not be less than one percent of the total issued shares.
4. Number of shares owned by all the directors: 35,664,152 shares.
All the directors of the Company have achieved the regulatory standard.
5. The Company has established an Audit Committee in accordance with the law, therefore it is not applicable to the regulations related to supervisors' shareholdings.

Appendix 8.

Effect upon business performance and earnings per share of any stock dividend distribution proposed or adopted at the most recent shareholders meeting:

There was no stock dividend being proposed or adopted in this regular shareholders meeting. Moreover, according to the "Regulations Governing the Publication of Financial Forecasts of Public Companies", the Company may be exempted from disclosing its financial forecasts for 2023. As a result, it does not apply to the Company.

Appendix 9.

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company:

According to the related regulations of Article 172-1 of the Company Act, the period for the Company to disclose the proposals of shareholders on the Market Observation Post System (MOPS) is from 27 March 2023 to 6 April 2023. As no shareholder proposals were received during this period, there will be no discussion on the matter during the regular shareholders meeting in 2023.