

Stock Symbol: 6118



XANDER INTERNATIONAL CORP.

2023 Annual General Shareholders' Meeting

Meeting Handbook
(Translation)

June 16, 2023

Table of Contents

I. Meeting Procedure	1
II. Meeting Agenda	2
III. Presentations.....	3
IV. Ratifications	4
V. Discussions.....	5
VI. Extraordinary Motion.....	5
VII. Attachment	
Attachment 1: 2022 Business Report.....	6
Attachment 2: 2022 Audit Committee’s Review Report	10
Attachment 3: CPA’s Audit Report and Financial Statements.....	11
Attachment 4: 2022 Earnings Distribution Table	31
Attachment 5: Comparison Table of the “Articles of Incorporation” Before and After Amendment	32
Attachment 6: Comparison Table of the “Rules of Procedure for Shareholders’ Meetings” Before and After Amendment	33
VIII. Annex	
Annex 1: Articles of Incorporation	44
Annex 2: Rules of Procedure for Shareholders’ Meetings	48
Annex 3: Shareholding Status of Directors	51

XANDER INTERNATIONAL CORP.

Procedure for 2023 Annual General Shareholders' Meeting

I. Meeting Procedure

1. Chairperson Address
2. Presentations
3. Ratifications
4. Discussions
5. Extraordinary Motion
6. Adjournment

XANDER INTERNATIONAL CORP.

2023 Annual General Shareholders' Agenda

II. Meeting Agenda

Time: 9:00 am (Friday) on June 16, 2023

Venue: The Company Conference Room (5F, No. 531, Zhongzheng Road, Xindian District, New Taipei City)

How will the Meeting be Held: Physical shareholders' meeting

1. Chairperson Address:
2. Presentations:
 - (1) 2022 Business Report.
 - (2) 2022 Audit Committee's Review Report.
 - (3) Report on the distribution of 2022 remuneration to employees and that to directors.
3. Ratifications:
 - (1) The Company's 2022 Business Report and Financial Statements.
 - (2) The Company's 2022 Earnings Distribution Proposal.
4. Discussions:
 - (1) Revision of the "Articles of Incorporation".
 - (2) Revision of the "Rules of Procedure for Shareholders' Meetings".
5. Extraordinary Motion
6. Adjournment

III. Presentations

Case 1

Cause: 2022 Business Report.

Description: For the Business Report, please refer to Attachment 1 of this Handbook (Pages 6 to 9).

Case 2

Cause: 2022 Audit Committee's Review Report.

Description: For the Audit Committee's Review Report, please refer to Attachment 2 of this Handbook (Page 10).

Case 3

Cause: Report on the distribution of 2022 remuneration to employees and that to directors.

Description: 1. As is approved by the Board of Directors on March 15, 2023, according to Article 19 of the Company's Articles of Incorporation, in cases of profits made by the Company for the year, no less than 5% shall be set aside as the remuneration to employees and no greater than 1% as that to directors. In cases of further accumulated deficits, on the other hand, the Company shall first retain the amount sufficient to offset the deficits and then set aside the remuneration to employees and that to directors according to the ratios indicated in the foregoing.

2. The Company set aside 5%, that is, NTD 2,218,950, in total to be the remuneration to employees and 1%, that is, NTD 443,790, in total, to be the remuneration to directors in 2022 and all were distributed in cash.

IV. Ratifications

Case 1 Introduced by the Board of Directors

Cause: The Company's 2022 Business Report and Financial Statements for ratification.

Description: 1. The Company's 2022 Financial Statements have been audited by CPAs Shu-Lin Liu and Wen-Ya Hsu of Deloitte & Touche and are believed to be sufficient to adequately express the financial standing, financial performance, and cash flows of the Company in 2022 and hence the Audit Report with unqualified opinion is issued, which, along with the Business Report and the Earnings Distribution Proposal have been submitted to and been completely reviewed by the Audit Committee and the Review Report is issued, with records on file.

2. For the Business Report, the CPA's Audit Report and Financial Statements, please refer to Attachment 1 (Pages 6 to 9) and Attachment 3 (Pages 11 to 30) of this Handbook.

Resolution:

Case 2 Introduced by the Board of Directors

Cause: The Company's 2022 Earnings Distribution Proposal for ratification.

Description: 1. The unappropriated retained earnings at the start of the period of term of the Company was NTD 28,200,658, plus the re-measurements of the defined benefit plan of NTD 294,609 and the net income after tax of 2022 worth NTD 33,350,158 and less the provision of legal reserve worth NTD 3,364,477 and special reserve worth NTD 124,000; therefore, the distributable earnings came to NTD 58,356,948.

2. In light of the operational demand and to reflect changes on the market, it is intended to retain the earnings; they will not be distributed.

3. For the 2021 Earnings Distribution Table, please refer to Attachment 4 (Page 31) of this Handbook.

Resolution:

V. Discussions

Case 1 Introduced by the Board of Directors

Cause: Revision of Some Provisions of the Company's "Articles of Incorporation" for a resolution.

Description: To go with the revisions made to the "Company Act" and to meet the practical operational demand, it is intended to revise some of the Company's "Articles of Incorporation". For the Comparison Table Before and After Amendment, please refer to Attachment 5 (Page 32) of this Handbook.

Resolution:

Case 2 Introduced by the Board of Directors

Cause: Revision of some of articles of the "Rules of Procedure for Shareholders' Meetings" for a resolution.

Description: To go with the revisions made to the "Company Act" and to meet the practical operational demand, it is intended to revise some of the articles in the Company's "Rules of Procedure for Shareholders' Meetings". For the Comparison Table Before and After Amendment, please refer to Attachment 6 (Pages 33 to 43) of this Handbook.

Resolution:

VI. Extraordinary Motion

2022 Business Report

I. 2021 Operating Performance

(i) Business Plan Implementation Results:

Unit: In Thousands of New Taiwan Dollars

Account \ Fiscal year	2022		2021	
	Amount	%	Amount	%
Operating revenue	9,701,804	100.00%	9,437,223	100.00%
Gross profit	408,129	4.21%	413,227	4.38%
Net operating profit (loss)	46,132	0.48%	43,498	0.46%
Non-operating revenue and expenses	(4,416)	(0.05%)	27,883	0.30%
Net profit (loss) before tax	41,716	0.43%	71,381	0.76%
Net profit (loss) after tax	33,350	0.34%	54,330	0.58%

(ii) Budget implementation status

The Company does not release financial forecasts to public and hence fulfillment of budget is not available.

(iii) Analysis of Income, Expenditure and Profitability

	2022	2021
1. Financial Structure Analysis		
(1) Debt-to-assets ratio:	69%	61%
(2) Ratio of long-term capital to fixed assets:	694%	716%
2. Solvency Analysis		
(1) Current ratio:	137%	152%
(2) Quick ratio:	86%	76%
3. Operating Capacity Analysis		
(1) Accounts receivable turnover (times):	7	8
(2) Days to collect receivables in cash:	52	46
(3) Inventory turnover (times):	10	10
(4) Average days in sales:	37	37
(5) Fixed asset turnover (times):	64	64
4. Profitability analysis		
(1) Return on total assets:	1%	2%
(2) Return on shareholder equity:	3%	5%
(3) Net profit margin:	-	-
(4) Earnings (deficits) per share (NTD):	0.37	0.60

(iv) Status of Research and Development

The Company is in the electronics distribution business and hence there is no R&D plan.

II. Overview of 2023 Business Plan

(i) Operational Developments and Status

In 2022, under the overall strategic goal and the operational themes of being “proactive” and “efficient”, the Company managed to remain proactive and improve working efficiency to secure even greater competitive advantages. Despite the fluctuations on the financial market, unstable international political and economic situations, and impacts of COVID-19, XANDER INTERNATIONAL’s consolidated revenue continued to grow in 2022, which is truly impressive.

For 2023, the persistent Russia-Ukraine war and global inflation will be the largest variables to the economy, impacting economic growths and consumers’ willingness to spend money. In light of this, XANDER INTERNATIONAL will be even more proactive and provide more heart-felt service in order to combine existing distribution channels of manufacturers and distributors while coping with various challenges and creating opportunities. The overall strategic goals and operational themes of 2023 are positioned as “involvement” and “sharing”. “Teamwork”, which is the most important core value, is the guiding principle while efforts are made to secure greater competitive advantages so that the Company can fulfill its operational goals applying maximum efficiency. For respective operational departments, planning highlights are given below:

1. Logistics Department

(1) Product: Robust management proactive struggle

- Maximized ratios of developer products
- Secure new products
- Explore dealership of large and small home appliance brands

(2) Service: Build a home appliance service team

- Installation, transport, and service of TV sets
- Northern Taiwan → Southern Taiwan → Central Taiwan
- Demonstrate service value

(3) Customer: Keep track of mainstream Small instead of big

- Target progress of key customers
- Target progress of key customers
- Explore new business

(4) Marketing: Perfect B2B

- Optimize respective features
- Grow B2B and VIP numbers
- Reasonable cost

2. Value-added Business Department

(1) Product: Increase systems maintain peripherals

- Relationship-building with the manufacturer in AM
 - Further advance PM for optimal inventory management
 - (2) Service: Maximization and optimization
 - Maximize peripheral services and products
 - Optimize the SOP
 - Enhance manufacturer and customer dependency
 - (3) Customer: Have the right person to do the right thing
 - Adjust business and run suitable customers
 - Keep track of the funnel
 - Develop OA
 - (4) Marketing: Win the boss's heart
 - Distributor meeting
 - Golf gathering
 - Dining/birthday celebration/heartfelt gift
3. Commerce Department
- (1) Product: Focus on one good brand
 - PM: Fully interface with the developer's contact person
 - Coordinated sale: Hold onto key customers and support operations throughout Taiwan
 - (2) Service: Grow a professional team
 - Technical license
 - Complete technical support service
 - Proactive efficiency
 - (3) Customer: Do a proper job in business
 - Funnel
 - Main AM development of manufacturer
 - Be diligent in building connections with mainstream customers
 - (4) Marketing: Act first
 - Effectively utilize the marketing resources of the developer
 - Quarterly distributor event

III. Future Corporate Developmental Strategies

- (i) Continue to introduce new products for distribution in order to steadily grow the revenue.
- (ii) Increase the introduction of large and small home appliance home appliances and new smart phones and deploy the distribution network.
- (iii) Strictly control costs and enhance the ratio of high-profit products sold to bring up the sales profit.
- (iv) Reinforce the management over sales, purchases, inventories, credit, and accounts receivable and lower the ratio of inventories that are more than 60 days and carry the risk of being defaulted.

IV. Impacts from External Competition, Regulatory Environment, and Overall Operational Setting

External competition:

The Company deals with e-commerce. Given the fierce competition on the market for the sale of electronic products, the Company has been maintaining an optimal corporate image, abundant group resources, a rigid operational and management mechanism, and continuing to constantly eliminate old products and add new products to cope with the operational environment in the future.

Regulatory setting:

To cope with environmental changes, laws and regulations are constantly modified to cope with needs in reality. The Company, by the same token, will proactively prepare respective measures and guidelines in compliance with applicable regulatory requirements to achieve the compliance goal.

Overall operational environment:

In 2022, with vaccination against COVID-19 and popularization of effective treatments, impacts from the pandemic will gradually die out. Employment and terminal demand continue to recover. The supply chain bottleneck and the geopolitical tension, however, pushed up global commodity prices and inhibited the strength of economic growths. It is expected that the global economic growth rate in 2023 will be 2.9%, showing a significantly reduced pace throughout the year.

For 2023, major economies in the world, to inhibit inflation, have followed one another in increasing their interest rates while manufacturing activities have obviously slowed down. Meanwhile, given the Russia-Ukraine war yet to see an end and the resurgence of the US-China tech war, the global economic outlook remains under a cloud and the international systematic risk climbs. The momentum for spending and investments in our country are held back. The Company will continue to devote itself to respective operational improvements, with the hope to create steady profits and a happy workplace.

Chairman: Wen-Chi Chen

Manager: Wen-Kang Chen

Accounting Supervisor: Bin-Hai He

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 business report and financial statements, among which the financial statements were certified by Deloitte & Touche, and issued an audit report with unqualified opinion. The abovementioned business report and financial statements are approved by the Audit Committee, and it is considered that there is no disagreement. 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..

Sincerely yours,

2023 shareholders meeting of Xander International Corp.

Chairman of the Audit Committee : Dao-Song Chen
March 15, 2023

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Xander International Corp.

Opinion

We have audited the accompanying financial statements of Xander International Corp., which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies. (collectively referred to as the “ financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Xander International Corp. as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The description of the key audit matter of the financial statements for the year ended December 31, 2022 is as follow:

Consignment Revenue Recognition

For consignment transactions with customers, revenue is recognized when performance obligations are satisfied by periodic reconciliation and confirmation. Since timing differences might exist when the Company recognizes revenue, and may significantly influence on the financial statements for the year ended December 31, 2022, we identified the consignment revenue recognition as a key audit matter.

The relevant accounting policies of revenue recognition are referred to in Note 4.

We obtained the necessary understanding and verified the accounting policy and the design and implementation of internal controls with respect to the Company's revenue recognition. The accounting treatments of revenue recognition have been verified by reviewing the relevant contractual provisions to ensure compliance with the accounting policy adopted by the Company and IFRS 15. We reviewed and verified the consignment transaction and the reconciliation data and confirmed that the revenues were recognized within the appropriate period in accordance with the accounting policy.

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

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

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

Those charged with governance, including management and supervisors, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Lin Liu and Wen-Ya Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 15, 2023

Notice to Readers

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

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

XANDER INTERNATIONAL CORP.

BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 354,446	11	\$ 84,463	3
Notes receivable (Notes 4, 5 and 9)	99,095	3	105,334	4
Trade receivables, net (Notes 4, 5 and 9)	1,484,701	44	1,027,491	38
Trade receivables - related parties (Notes 4, 5, 9 and 27)	9,848	-	1,930	-
Other receivables (Notes 4 and 9)	1,587	-	193	-
Current tax assets (Notes 4 and 23)	-	-	4,926	-
Inventories (Notes 4, 5 and 10)	935,378	28	952,617	36
Prepayments (Note 15)	2,103	-	6,077	-
Other current assets (Note 15)	134,375	4	139,696	5
Right to recover a product (Notes 4, 15 and 21)	<u>88,307</u>	<u>3</u>	<u>124,820</u>	<u>5</u>
Total current assets	<u>3,109,840</u>	<u>93</u>	<u>2,447,547</u>	<u>91</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 8 and 26)	2,356	-	2,480	-
Investments accounted for using the equity method(Notes 4 and 11)	11,169	-	11,140	-
Property, plant and equipment (Notes 4, 12 and 28)	147,633	5	149,078	6
Right-of-use assets (Notes 4 and 13)	23,016	1	36,511	1
Computer software (Notes 4 and 14)	342	-	431	-
Deferred tax assets (Notes 4 and 23)	12,051	-	14,523	1
Refundable deposits (Notes 4, 15 and 28)	17,704	1	16,897	1
Other non-current assets (Note 15)	<u>5,040</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total non-current assets	<u>219,311</u>	<u>7</u>	<u>231,060</u>	<u>9</u>
TOTAL	<u>\$ 3,329,151</u>	<u>100</u>	<u>\$ 2,678,607</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 16 and 26)	\$ 525,597	16	\$ -	-
Financial liabilities at fair value through profit or loss - current (Notes 4, 7 and 26)	3	-	68	-
Notes payable (Note 17)	16	-	617	-
Trade payables (Note 17)	1,144,045	34	915,258	34
Current tax liabilities (Notes 4 and 23)	6,397	-	429	-
Other payables (Note 18)	246,915	7	278,441	10
Lease liabilities - current (Notes 4 and 13)	14,091	1	14,036	1
Other current liabilities (Notes 4, 18 and 21)	<u>333,153</u>	<u>10</u>	<u>402,677</u>	<u>15</u>
Total current liabilities	<u>2,270,217</u>	<u>68</u>	<u>1,611,526</u>	<u>60</u>
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4 and 13)	10,051	1	23,524	1
Net defined benefit liabilities - non-current (Notes 4 and 19)	4,325	-	5,252	-
Guarantee deposits received (Note 18)	<u>42</u>	<u>-</u>	<u>42</u>	<u>-</u>
Total non-current liabilities	<u>14,418</u>	<u>1</u>	<u>28,818</u>	<u>1</u>
Total liabilities	<u>2,284,635</u>	<u>69</u>	<u>1,640,344</u>	<u>61</u>
EQUITY				
Share capital - common stock (Note 20)	<u>908,896</u>	<u>27</u>	<u>908,896</u>	<u>34</u>
Capital surplus				
Additional paid-in capital issuance of shares in excess of par	34,164	1	34,164	1
Treasury stock transactions	8,600	-	8,600	1
Gain on disposal of property, plant and equipment, net of tax	46	-	46	-
Other	<u>24,608</u>	<u>1</u>	<u>24,608</u>	<u>1</u>
Total capital surplus	<u>67,418</u>	<u>2</u>	<u>67,418</u>	<u>3</u>
Retained earnings (Note 20)				
Legal reserve	6,481	-	953	-
Special reserve	2,865	-	-	-
Unappropriated earnings	<u>61,845</u>	<u>2</u>	<u>63,861</u>	<u>2</u>
Total retained earnings	<u>71,191</u>	<u>2</u>	<u>64,814</u>	<u>2</u>
Other equity (Note 20)	<u>(2,989)</u>	<u>-</u>	<u>(2,865)</u>	<u>-</u>
Total equity	<u>1,044,516</u>	<u>31</u>	<u>1,038,263</u>	<u>39</u>
TOTAL	<u>\$ 3,329,151</u>	<u>100</u>	<u>\$ 2,678,607</u>	<u>100</u>

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

XANDER INTERNATIONAL CORP.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
REVENUES (Notes 4, 21 and 27)				
Net sales	\$ 9,692,288	100	\$ 9,425,314	100
Other revenues	<u>7,897</u>	<u>-</u>	<u>8,150</u>	<u>-</u>
Total revenues	<u>9,700,185</u>	<u>100</u>	<u>9,433,464</u>	<u>100</u>
COST OF REVENUES (Notes 10 and 22)				
Cost of goods sold	9,287,868	96	9,019,504	95
Other operating costs	<u>4,322</u>	<u>-</u>	<u>920</u>	<u>-</u>
Total cost of revenues	<u>9,292,190</u>	<u>96</u>	<u>9,020,424</u>	<u>95</u>
GROSS PROFIT	<u>407,995</u>	<u>4</u>	<u>413,040</u>	<u>5</u>
OPERATING EXPENSES (Notes 9, 19, 22 and 27)				
Operating expenses	364,241	4	370,271	4
Expected credit gain	<u>(2,385)</u>	<u>-</u>	<u>(696)</u>	<u>-</u>
Total operating expenses	<u>361,856</u>	<u>4</u>	<u>369,575</u>	<u>4</u>
OPERATING PROFIT	<u>46,139</u>	<u>-</u>	<u>43,465</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES (Notes 7, 11, 22, 27 and 32)				
Other income	5,471	-	9,641	-
Other gains and losses	(4,054)	-	20,543	-
Finance costs	(6,483)	-	(2,688)	-
Interest income	614	-	437	-
Share of the profit or loss of subsidiary	<u>29</u>	<u>-</u>	<u>(17)</u>	<u>-</u>
Total non-operating income and expenses	<u>(4,423)</u>	<u>-</u>	<u>27,916</u>	<u>-</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	41,716	-	71,381	1
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(8,366)</u>	<u>-</u>	<u>(17,051)</u>	<u>-</u>
NET PROFIT FOR THE YEAR	<u>33,350</u>	<u>-</u>	<u>54,330</u>	<u>1</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 19, 20 and 23)				

(Continued)

XANDER INTERNATIONAL CORP.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	368	-	1,192	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(124)	-	(386)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>(74)</u>	<u>-</u>	<u>(238)</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>170</u>	<u>-</u>	<u>568</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 33,520</u>	<u>-</u>	<u>\$ 54,898</u>	<u>1</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$0.37</u>		<u>\$0.60</u>	
Diluted	<u>\$0.37</u>		<u>\$0.60</u>	

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

(Concluded)

XANDER INTERNATIONAL CORP.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Share Capital Common Stock	Capital Surplus				Retained Earnings			Other Equity Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Total Equity
		Additional Paid-in Capital - Issuance of Shares in Excess of Par	Treasury Stock Transactions	Gain on Disposal of Property, Plant and Equipment, Net of Tax	Other	Legal Reserve	Special Reserve	Unappropriated Earnings		
BALANCE, JANUARY 1, 2021	\$ 908,896	\$ 34,164	\$ 8,600	\$ 46	\$ 24,608	\$ -	\$ -	\$ 9,530	\$ (2,479)	\$ 983,365
Appropriation of 2020 net earnings										
Legal reserve offset accumulated deficits	-	-	-	-	-	953	-	(953)	-	-
Net profit for the year ended December 31, 2021	-	-	-	-	-	-	-	54,330	-	54,330
Other comprehensive income for the year ended December 31, 2021, net of income tax	-	-	-	-	-	-	-	954	(386)	568
Total comprehensive income for the year ended December 31, 2021	-	-	-	-	-	-	-	55,284	(386)	54,898
BALANCE, DECEMBER 31, 2021	908,896	34,164	8,600	46	24,608	953	-	63,861	(2,865)	1,038,263
Appropriation of 2021 net earnings										
Legal reserve	-	-	-	-	-	5,528	-	(5,528)	-	-
Special reserve	-	-	-	-	-	-	2,865	(2,865)	-	-
Cash dividends	-	-	-	-	-	-	-	(27,267)	-	(27,267)
Net profit for the year ended December 31, 2022	-	-	-	-	-	-	-	33,350	-	33,350
Other comprehensive income for the year ended December 31, 2022, net of income tax	-	-	-	-	-	-	-	294	(124)	170
Total comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	-	33,644	(124)	33,520
BALANCE, DECEMBER 31, 2022	\$ 908,896	\$ 34,164	\$ 8,600	\$ 46	\$ 24,608	\$ 6,481	\$ 2,865	\$ 61,845	\$ (2,989)	\$ 1,044,516

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

XANDER INTERNATIONAL CORP.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 41,716	\$ 71,381
Adjustments for:		
Depreciation	26,668	24,290
Amortization	331	946
Expected credit loss reversed on trade receivables	(2,385)	(696)
Finance costs	6,483	2,688
Interest income	(614)	(437)
Share of the profit or loss of subsidiary	(29)	17
Loss on disposal of property, plant and equipment	88	3
Net changes in operating assets and liabilities		
Notes receivable	6,239	(40,337)
Trade receivables	(454,825)	144,562
Trade receivables - related parties	(7,918)	(1,839)
Other receivables	(1,394)	426
Inventories	17,239	(154,440)
Prepayments	3,974	(4,601)
Other current assets (including right to recover a product)	41,834	29,640
Financial liabilities at fair value through profit or loss	(65)	68
Notes payable	(601)	(58)
Trade payables	228,787	103,285
Other payables	(31,923)	86,771
Other current liabilities	(69,524)	85,261
Net defined benefit liabilities	(559)	(558)
Cash (used in) generated from operations	(196,478)	346,372
Interest received	614	437
Interest paid	(6,086)	(2,576)
Income tax refunds	4,926	-
Net cash (used in) generated from operating activities	<u>(197,024)</u>	<u>344,233</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(10,403)	(13,190)
Increase in refundable deposits	(869)	(11,322)
Decrease in refundable deposits	62	1,353
Acquisition of intangible assets - computer software	(242)	(368)
Increase in prepayments for equipment	(5,040)	-
Net cash used in investing activities	<u>(16,492)</u>	<u>(23,527)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	525,597	-
Decrease in short-term borrowings	-	(256,000)
Decrease in guarantee deposits	-	(98)
Repayment of the principal portion of lease liabilities	(14,831)	(15,712)
Distribution of cash dividends	(27,267)	-

(Continued)

XANDER INTERNATIONAL CORP.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	2022	2021
Net cash generated from (used in) financing activities	<u>483,499</u>	<u>(271,810)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	269,983	48,896
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>84,463</u>	<u>35,567</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 354,446</u>	<u>\$ 84,463</u>

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

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Xander International Corp.

Opinion

We have audited the accompanying consolidated financial statements of Xander International Corp. and its subsidiary (the "Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The description of the key audit matter of the consolidated financial statements for the year ended December 31, 2022 is as follow:

Consignment Revenue Recognition

For consignment transactions with customers, revenue is recognized when performance obligations are satisfied by periodic reconciliation and confirmation. Since timing differences might exist when the Group recognizes revenue and may significantly influence the consolidated financial statements for the year ended December 31, 2022, we identified the consignment revenue recognition as a key audit matter.

For relevant accounting policies of revenue recognition, refer to Note 4.

We obtained the necessary understanding and verified the accounting policy and the design and implementation of internal controls with respect to the Group's revenue recognition. We reviewed the relevant contractual provisions, and we verified and confirmed that the accounting treatments of revenue recognition complied with the accounting policy adopted by the Group and IFRS 15. We reviewed and verified the consignment transaction and the reconciliation data and confirmed that revenues were recognized within the appropriate period in accordance with the accounting policy.

Other Matter

We have also audited the parent company only financial statements of Xander International Corp. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

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

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

Those charged with governance, including management and supervisors, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Lin Liu and Wen-Ya Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 15, 2023

Notice to Readers

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

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

XANDER INTERNATIONAL CORP. AND ITS SUBSIDIARY

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 363,277	11	\$ 95,540	4
Notes receivable (Notes 4, 5 and 9)	99,095	3	105,334	4
Trade receivables, net (Notes 4, 5 and 9)	1,486,163	45	1,028,998	38
Trade receivables - related parties (Notes 4, 5, 9 and 27)	9,839	-	1,922	-
Other receivables (Notes 4 and 9)	1,587	-	193	-
Current tax assets (Notes 4 and 23)	-	-	4,926	-
Inventories (Notes 4, 5 and 10)	935,378	28	952,617	36
Prepayments (Note 15)	2,103	-	6,077	-
Other current assets (Note 15)	136,640	4	141,940	5
Right to recover a product (Notes 4, 15 and 21)	<u>88,307</u>	<u>3</u>	<u>124,820</u>	<u>5</u>
Total current assets	<u>3,122,389</u>	<u>94</u>	<u>2,462,367</u>	<u>92</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 8 and 26)	2,356	-	2,480	-
Property, plant and equipment (Notes 4, 12 and 28)	147,633	4	149,078	6
Right-of-use assets (Notes 4 and 13)	23,016	1	36,511	1
Computer software (Notes 4 and 14)	342	-	431	-
Deferred tax assets (Notes 4 and 23)	12,052	-	14,524	-
Refundable deposits (Notes 4, 15 and 28)	17,704	1	16,975	1
Other non-current assets (Note 15)	<u>5,040</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total non-current assets	<u>208,143</u>	<u>6</u>	<u>219,999</u>	<u>8</u>
TOTAL	<u>\$ 3,330,532</u>	<u>100</u>	<u>\$ 2,682,366</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 16 and 26)	\$ 525,597	16	\$ -	-
Financial liabilities at fair value through profit or loss - current (Notes 4, 7 and 26)	3	-	68	-
Notes payable (Note 17)	16	-	617	-
Trade payables (Note 17)	1,145,300	34	918,922	34
Other payables (Note 18)	247,041	7	278,536	10
Current tax liabilities (Notes 4 and 23)	6,397	-	429	-
Lease liabilities - current (Notes 4 and 13)	14,091	1	14,036	1
Other current liabilities (Notes 4, 18 and 21)	<u>333,153</u>	<u>10</u>	<u>402,677</u>	<u>15</u>
Total current liabilities	<u>2,271,598</u>	<u>68</u>	<u>1,615,285</u>	<u>60</u>
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4 and 13)	10,051	1	23,524	1
Net defined benefit liabilities - non-current (Notes 4 and 19)	4,325	-	5,252	-
Guarantee deposits received (Note 18)	<u>42</u>	<u>-</u>	<u>42</u>	<u>-</u>
Total non-current liabilities	<u>14,418</u>	<u>1</u>	<u>28,818</u>	<u>1</u>
Total liabilities	<u>2,286,016</u>	<u>69</u>	<u>1,644,103</u>	<u>61</u>
EQUITY				
Share capital - common stock (Note 20)	<u>908,896</u>	<u>27</u>	<u>908,896</u>	<u>34</u>
Capital surplus				
Additional paid-in capital issuance of shares in excess of par	34,164	1	34,164	1
Treasury stock transactions	8,600	-	8,600	1
Gain on disposal of property, plant and equipment, net of tax	46	-	46	-
Other	<u>24,608</u>	<u>1</u>	<u>24,608</u>	<u>1</u>
Total capital surplus	<u>67,418</u>	<u>2</u>	<u>67,418</u>	<u>3</u>
Retained earnings (Note 20)				
Legal reserve	6,481	-	953	-
Special reserve	2,865	-	-	-
Unappropriated earnings	<u>61,845</u>	<u>2</u>	<u>63,861</u>	<u>2</u>
Total retained earnings	<u>71,191</u>	<u>2</u>	<u>64,814</u>	<u>2</u>
Other equity (Note 20)	<u>(2,989)</u>	<u>-</u>	<u>(2,865)</u>	<u>-</u>
Total equity	<u>1,044,516</u>	<u>31</u>	<u>1,038,263</u>	<u>39</u>
TOTAL	<u>\$ 3,330,532</u>	<u>100</u>	<u>\$ 2,682,366</u>	<u>100</u>

XANDER INTERNATIONAL CORP. AND ITS SUBSIDIARY

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
REVENUES (Notes 4, 21, 27 and 34)				
Net sales	\$ 9,693,907	100	\$ 9,429,073	100
Other revenues	<u>7,897</u>	-	<u>8,150</u>	-
Total revenues	<u>9,701,804</u>	<u>100</u>	<u>9,437,223</u>	<u>100</u>
COST OF REVENUES (Notes 10 and 22)				
Cost of goods sold	9,289,353	96	9,023,076	95
Other operating costs	<u>4,322</u>	-	<u>920</u>	-
Total cost of revenues	<u>9,293,675</u>	<u>96</u>	<u>9,023,996</u>	<u>95</u>
GROSS PROFIT	<u>408,129</u>	<u>4</u>	<u>413,227</u>	<u>5</u>
OPERATING EXPENSES (Notes 9, 19, 22 and 27)				
Operating expenses	364,382	4	370,425	4
Expected credit gain	<u>(2,385)</u>	-	<u>(696)</u>	-
Total operating expenses	<u>361,997</u>	<u>4</u>	<u>369,729</u>	<u>4</u>
OPERATING PROFIT	<u>46,132</u>	-	<u>43,498</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES (Notes 7, 22, 27 and 32)				
Other income	5,435	-	9,606	-
Other gains and losses	(3,995)	-	20,526	-
Finance costs	(6,483)	-	(2,688)	-
Interest income	<u>627</u>	-	<u>439</u>	-
Total non-operating income and expenses	<u>(4,416)</u>	-	<u>27,883</u>	-
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	41,716	-	71,381	1
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(8,366)</u>	-	<u>(17,051)</u>	-
NET PROFIT FOR THE YEAR	<u>33,350</u>	-	<u>54,330</u>	<u>1</u>

(Continued)

XANDER INTERNATIONAL CORP. AND ITS SUBSIDIARY

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 19, 20 and 23)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	\$ 368	-	\$ 1,192	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(124)	-	(386)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>(74)</u>	<u>-</u>	<u>(238)</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>170</u>	<u>-</u>	<u>568</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 33,520</u>	<u>-</u>	<u>\$ 54,898</u>	<u>1</u>
NET PROFIT ATTRIBUTABLE TO Owners of the Company	<u>\$ 33,520</u>	<u>-</u>	<u>\$ 54,330</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO Owners of the Company	<u>\$ 33,520</u>	<u>-</u>	<u>\$ 54,898</u>	<u>1</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$0.37</u>		<u>\$0.60</u>	
Diluted	<u>\$0.37</u>		<u>\$0.60</u>	

(Concluded)

XANDER INTERNATIONAL CORP. AND ITS SUBSIDIARY

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Share Capital Common Stock	Capital Surplus				Retained Earnings			Other Equity Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Total Equity
		Additional Paid-in Capital - Issuance of Shares in Excess of Par	Treasury Stock Transactions	Gain on Disposal of Property, Plant and Equipment, Net of Tax	Other	Legal Reserve	Special Reserve	Unappropriated Earnings		
BALANCE, JANUARY 1, 2021	\$ 908,896	\$ 34,164	\$ 8,600	\$ 46	\$ 24,608	\$ -	\$ -	\$ 9,530	\$ (2,479)	\$ 983,365
Appropriation of 2020 net earnings										
Legal reserve offset accumulated deficits	-	-	-	-	-	953	-	(953)	-	-
Net profit for the year ended December 31, 2021	-	-	-	-	-	-	-	54,330	-	54,330
Other comprehensive income for the year ended December 31, 2021, net of income tax	-	-	-	-	-	-	-	954	(386)	568
Total comprehensive income for the year ended December 31, 2021	-	-	-	-	-	-	-	55,284	(386)	54,898
BALANCE, DECEMBER 31, 2021	908,896	34,164	8,600	46	24,608	953	-	63,861	(2,865)	1,038,263
Appropriation of 2021 net earnings										
Legal reserve	-	-	-	-	-	5,528	-	(5,528)	-	-
Special reserve	-	-	-	-	-	-	2,865	(2,865)	-	-
Cash dividends	-	-	-	-	-	-	-	(27,267)	-	(27,267)
Net profit for the year ended December 31, 2022	-	-	-	-	-	-	-	33,350	-	33,350
Other comprehensive income for the year ended December 31, 2022, net of income tax	-	-	-	-	-	-	-	294	(124)	170
Total comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	-	33,644	(124)	33,520
BALANCE, DECEMBER 31, 2022	\$ 908,896	\$ 34,164	\$ 8,600	\$ 46	\$ 24,608	\$ 6,481	\$ 2,865	\$ 61,845	\$ (2,989)	\$ 1,044,516

XANDER INTERNATIONAL CORP. AND ITS SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 41,716	\$ 71,381
Adjustments for:		
Depreciation	26,668	24,290
Amortization	331	946
Expected credit loss reversed on trade receivables	(2,385)	(696)
Finance costs	6,483	2,688
Interest income	(627)	(439)
Loss on disposal of property, plant and equipment	88	3
Net changes in operating assets and liabilities		
Notes receivable	6,239	(40,337)
Trade receivables	(454,780)	144,793
Trade receivables - related parties	(7,917)	(1,860)
Other receivables	(1,394)	426
Inventories	17,239	(154,440)
Prepayments	3,974	(4,601)
Other current assets (including right to recover a product)	41,813	29,661
Financial liabilities at fair value through profit or loss	(65)	68
Notes payable	(601)	(58)
Trade payables	226,378	105,255
Other payables	(31,892)	86,736
Other current liabilities	(69,524)	85,261
Net defined benefit liabilities	(559)	(558)
Cash (used in) generated from operations	(198,815)	348,519
Interest received	627	439
Interest paid	(6,086)	(2,576)
Income tax refunds	4,926	157
Net cash (used in) generated from operating activities	<u>(199,348)</u>	<u>346,539</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(10,403)	(13,190)
Increase in refundable deposits	(869)	(11,323)
Decrease in refundable deposits	140	1,353
Acquisition of intangible assets - computer software	(242)	(368)
Increase in prepayments for equipment	(5,040)	-
Net cash used in investing activities	<u>(16,414)</u>	<u>(23,528)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	525,597	-
Decrease in short-term borrowings	-	(256,000)
Decrease in guarantee deposits	-	(98)

(Continued)

XANDER INTERNATIONAL CORP. AND ITS SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
Repayment of the principal portion of lease liabilities	\$ (14,831)	\$ (15,712)
Distribution of cash dividends	<u>(27,267)</u>	<u>-</u>
Net cash generated from (used in) financing activities	<u>483,499</u>	<u>(271,810)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	267,737	51,201
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>95,540</u>	<u>44,339</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 363,277</u>	<u>\$ 95,540</u>

(Concluded)

XANDER INTERNATIONAL CORP.
2022 Earnings Distribution Table

Item	Unit: In New Taiwan Dollars Amount
Unappropriated retained earnings at the start of the period	28,200,658
Add: Remeasurements of defined benefit plans are recognized under retained earnings	294,609
Net income after tax for 2022	33,350,158
Less: Provision of 10% as the legal reserve	(3,364,477)
Provision of special reserve	(124,000)
Unappropriated retained earnings at the end of the period	58,356,948

Chairman: Wen-Chi Chen

Manager: Wen-Kang Chen

Accounting Supervisor: Bin-Hai He

Attachment 5

XANDER INTERNATIONAL CORP.

Comparison Table of the Articles of Incorporation Before and After Amendment

After	Before	Specify details
<p>Article 4</p> <p>There are regular and extraordinary shareholders' meetings. The regular meeting is called for once a year by the Board of Directors as required by law within the six (6) months following the end of each fiscal year while the extraordinary one is to be called for as needed according to law. The shareholders should be noticed 30 days before convening a regular meeting and 15 days prior to holding an extraordinary meeting. <u>The Company shareholders' meetings may take place in the form of video conference or in any other way announced by the central competent authority.</u></p>	<p>Article 9</p> <p>There are regular and extraordinary shareholders' meetings. The regular meeting is called for once a year by the Board of Directors as required by law within the six (6) months following the end of each fiscal year while the extraordinary one is to be called for as needed according to law. The shareholders should be noticed 30 days before convening a regular meeting and 15 days prior to holding an extraordinary meeting.</p>	<p>As is required by Article 172-2 of the Company Act, the Articles of Incorporation shall stipulate that the Company shareholders' meetings may take place in the form of video conference or in any other way announced by the central competent authority.</p>
<p>Article 22</p> <p>These Articles of Incorporation were prepared on October 27, 1995.</p> <p>The first amendment occurred on February 12, 1997.</p> <p>The second amendment occurred on July 7, 1997.</p> <p>The third amendment occurred on September 10, 1998.</p> <p>The fourth amendment occurred on June 19, 1999.</p> <p>The fifth amendment occurred on June 19, 1999.</p> <p>The sixth amendment occurred on June 17, 2000.</p> <p>The seventh amendment occurred on June 29, 2001.</p> <p>The eighth amendment occurred on June 27, 2002.</p> <p>The ninth amendment occurred on December 6, 2002.</p> <p>The tenth amendment occurred on June 15, 2004.</p> <p>The eleventh amendment occurred on June 13, 2005.</p> <p>The twelfth amendment occurred on June 19, 2009.</p> <p>The thirteenth amendment occurred on June 18, 2010.</p> <p>The fourteenth amendment occurred on June 19, 2013.</p> <p>The fifteenth amendment occurred on June 19, 2014.</p> <p>The sixteenth amendment occurred on June 2, 2015.</p> <p>The seventeenth amendment occurred on June 15, 2016.</p> <p>The eighteenth amendment occurred on June 16, 2017.</p> <p>The nineteenth amendment occurred on June 19, 2020.</p> <p>The twentieth amendment occurred on July 20, 2021.</p> <p><u>The twentieth first amendment occurred on June 16, 2023.</u></p>	<p>Article 22</p> <p>These Articles of Incorporation were prepared on October 27, 1995.</p> <p>The first amendment occurred on February 12, 1997.</p> <p>The second amendment occurred on July 7, 1997.</p> <p>The third amendment occurred on September 10, 1998.</p> <p>The fourth amendment occurred on June 19, 1999.</p> <p>The fifth amendment occurred on June 19, 1999.</p> <p>The sixth amendment occurred on June 17, 2000.</p> <p>The seventh amendment occurred on June 29, 2001.</p> <p>The eighth amendment occurred on June 27, 2002.</p> <p>The ninth amendment occurred on December 6, 2002.</p> <p>The tenth amendment occurred on June 15, 2004.</p> <p>The eleventh amendment occurred on June 13, 2005.</p> <p>The twelfth amendment occurred on June 19, 2009.</p> <p>The thirteenth amendment occurred on June 18, 2010.</p> <p>The fourteenth amendment occurred on June 19, 2013.</p> <p>The fifteenth amendment occurred on June 19, 2014.</p> <p>The sixteenth amendment occurred on June 2, 2015.</p> <p>The seventeenth amendment occurred on June 15, 2016.</p> <p>The eighteenth amendment occurred on June 16, 2017.</p> <p>The nineteenth amendment occurred on June 19, 2020.</p> <p>The twentieth amendment occurred on July 20, 2021.</p>	<p>The date of revision is added.</p>

Attachment 6

XANDER INTERNATIONAL CORP.

Comparison Table of the Rules of Procedure for Shareholders' Meetings
Before and After Amendment

After	Before	Specify details
<p><u>Article 1</u> To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.</p>		<p>This is added with reference to Article 1 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 2</u> The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.</p>	<p><u>Article 1</u> The Company shareholders' meetings shall be based on these Rules. For matters not specified herein, the requirements of applicable laws and regulations apply.</p>	<p>The revisions are made with reference to Article 2 of the Template Rules of Procedure for Shareholders' Meetings. This is added reflective of Article 1 and the article numbers are updated accordingly.</p>
<p><u>Article 3</u> Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors. Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</p>		<p>This is added with reference to Article 3 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 4</u> For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p>		<p>This is added with reference to Article 4 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 5</u> (Omitted) The restrictions on the place of the meeting shall not</p>	<p><u>Article 3</u> (Omitted)</p>	<p>It is specified that a shareholders' meeting that takes place through</p>

<p><u>apply when this Corporation convenes a virtual-only shareholders meeting.</u></p>		<p>video conference is not subject to the restriction about the meeting venue with reference to Article 5 of the Template Rules of Procedure for Shareholders' Meetings. This is added reflective of Articles 1, 3, and 4 and the article numbers are updated accordingly.</p>
<p><u>Article 6</u> <u>This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</u> <u>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u> <u>Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.</u> <u>This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</u> <u>This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors (including independent directors), pre-printed ballots shall also be furnished.</u> <u>When the government or a juristic person is a</u></p>		<p>The time for check-in, procedure, and documentation of a shareholders' meeting are added with reference to Article 6 of the Template Rules of Procedure for the Shareholders' Meeting.</p>

<p><u>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.</u></p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>		
<p><u>Article 6-1</u></p> <p><u>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p><u>(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p><u>(2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p><u>(3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals</u></p>		<p>Refer to Article 6-1 Information to be Included in the Notice of Shareholders' Meeting Held through Video Conference of the Template Rules of Procedure for Shareholders' Meetings.</p>

<p><u>on meeting agenda of that shareholders meeting.</u></p> <p><u>(4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p> <p><u>Except for the condition specified under Article 44-9 Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least connection equipment and necessary assistance shall be provided to shareholders and it shall be specified when shareholders may apply with the Company and other precautions that shall be paid attention to.</u></p>		
<p><u>Article 7</u></p> <p><u>If a shareholders' meeting is convened by the Chairman of the Board of Directors, the Chairman shall chair the meeting. If the Chairman is on leave or is unable to exercise duties, acting is done as required by Article 208 of the Company Act.</u></p> <p><u>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.</u></p> <p><u>This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.</u></p>	<p><u>Article 6</u></p> <p><u>If a shareholders' meeting is convened by the Chairman of the Board of Directors, the Chairman shall chair the meeting. If the Chairman is on leave or unable to fulfill his/her duties, he/she may assign one director to act on his/her behalf. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. Where there are two or more conveners, one of them shall chair the meeting.</u></p> <p><u>Article 7</u></p> <p><u>This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.</u></p>	<p>Contents under the existing Articles 6 and 7 are revised and relocated hereunder and the revisions are made with reference to Article 7 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 8</u></p> <p><u>This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</u></p> <p><u>The recorded materials of the preceding paragraph</u></p>	<p><u>Article 12</u></p> <p><u>The Company shall record or videotape the shareholders' meeting from start to end and such records shall be kept 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</u></p>	<p>Contents under the existing Article 12 are revised and relocated hereunder. Evidence-keeping by recording and videotaping a shareholders' meeting</p>

<p><u>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.</u></p> <p><u>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p>	<p><u>litigation.</u></p>	<p>that takes place through video conference is revised with reference to Article 8 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 9</u></p> <p><u>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.</u></p> <p><u>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.</u></p> <p><u>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p><u>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this</u></p>	<p><u>Article 2</u></p> <p><u>Attendance at shareholders meetings shall be calculated based on numbers of shares. Shareholders shall hand in the sign-in card. The number of shares in attendance shall be calculated according to the shares indicated by sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.</u></p> <p><u>Article 5</u></p> <p>The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>(Omitted)</p>	<p>Contents under the existing Articles 2 and 5 are revised and relocated hereunder and the revisions are made with reference to Article 9 of the Template Rules of Procedure for Shareholders' Meetings.</p>

<p><u>Corporation in accordance with Article 6.</u> (Omitted)</p>		
	<p><u>Article 9</u> <u>Attending shareholders are obligated to abide by meeting rules, follow decisions made, and maintain order on the floor.</u></p>	<p>Deleted.</p>
<p><u>Article 10</u> <u>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.</u> (Omitted)</p>	<p><u>Article 8</u> If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. (Omitted)</p>	<p>Contents under the existing Article 8 are revised and relocated hereunder and the requirements for a shareholders' meeting that takes place through video conference are revised with reference to Article 10 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 11</u> (Omitted) <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p>	<p><u>Article 10</u> (Omitted)</p>	<p>Contents under the existing Article 10 are revised and relocated hereunder and the requirements for a shareholders' meeting that takes place through video conference are revised with reference to Article 11 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 12</u> (Omitted)</p>	<p><u>Article 4</u> (Omitted)</p>	<p>Contents of the existing Article 4 are revised and relocated hereunder, and the article numbers are updated accordingly.</p>
<p><u>Article 13</u> <u>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.</u> <u>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders</u></p>	<p><u>Article 11</u> Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. <u>Article 13</u> <u>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote</u></p>	<p>Contents under the existing Articles 11 and 13 are revised and relocated hereunder and the revisions are made with reference to Article 13 of the Template Rules of Procedure for Shareholders' Meetings.</p>

<p><u>meeting notice.</u> 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.</p> <p>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.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p><u>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.</u></p> <p><u>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and</u></p>	<p><u>of a majority of the voting rights represented by the attending shareholders. Decisions shall be made through voting for proposals.</u></p> <p><u>The chair may rule that voting is to take place case by case or separately or at once with the number of votes to be counted separated for respective proposals (including elections).</u></p> <p>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.</p> <p>Voting and election outcomes shall be announced on the spot as soon as the vote counting session is completed and records shall be kept.</p>	
--	---	--

<p><u>attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>		
<p><u>Article 14</u> <u>The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.</u> <u>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 recording shall be retained until the conclusion of the litigation.</u></p>		<p>This is added with reference to Article 14 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 15</u> <u>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.</u> <u>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes are documented in accordance with Article 183 of the Company Act, the minutes shall be retained for the duration of the existence of this Corporation.</u> <u>In the event of a virtual shareholders meeting, besides the details that shall be documented as required in the preceding paragraph in the meeting minutes, the requirements under the Regulations Governing the Administration of Shareholder Services of Public Companies shall be followed as well.</u></p>	<p><u>Article 16</u> <u>For decisions made in the shareholders' meeting, the meeting minutes shall be prepared and be signed or sealed by the chairperson and the meeting minutes shall be distributed to respective shareholders within twenty days after the meeting as is required by the Company Act. How the meeting minutes shall be kept and the duration of storage of meeting minutes, a sign-in book for attending shareholders and the Power of Attorney to be presented by the proxy are based on Article 183 of the Company Act.</u></p>	<p>Contents under the existing Article 16 are revised and relocated hereunder and the revisions are made with reference to Article 15 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 16</u> <u>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a</u></p>		<p>This is added with reference to Article 16 of the Template Rules of</p>

<p>statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</p> <p>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</p>		<p>Procedure for Shareholders' Meetings.</p>
<p><u>Article 17</u> <u>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."</u> <u>At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.</u></p>	<p><u>Article 15</u> 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 armband bearing the word "Proctor."</p>	<p>Contents under the existing Article 15 are revised and relocated hereunder and the revisions are made with reference to Article 17 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 18</u> (Omitted)</p>	<p><u>Article 14</u> (Omitted).</p>	<p>Contents of the existing Article 14 are revised and relocated hereunder, and the article numbers are updated accordingly.</p>
<p><u>Article 19</u> <u>In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>The regulations for a shareholders' meeting that takes place through video conference are added with reference to Article 19 of the Template Rules of Procedure for Shareholders' Meetings.</p>

<p><u>Article 20</u> <u>When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location.</u></p>		<p>The regulations for a shareholders' meeting that takes place through video conference are added with reference to Article 20 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 21</u> <u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u> <u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u> <u>For a meeting to be postponed or resumed, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u> <u>During a postponed or resumed session of a shareholders meeting held, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.</u> <u>When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot</u></p>		<p>The regulations for a shareholders' meeting that takes place through video conference are added with reference to Article 21 of the Template Rules of Procedure for Shareholders' Meetings.</p>

<p><u>continue, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p>		
<p><u>Article 22</u> <u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except for the condition specified under Article 44-9 Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least connection equipment and necessary assistance shall be provided to shareholders and it shall be specified when shareholders may apply with the Company and other precautions that shall be paid attention to.</u></p>		<p>The regulations for a shareholders' meeting that takes place through video conference are added with reference to Article 22 of the Template Rules of Procedure for Shareholders' Meetings.</p>
<p><u>Article 23</u> (Omitted) <u>The fourth amendment occurred on June 16, 2023.</u></p>	<p><u>Article 17</u> (Omitted)</p>	<p>Date prepared and date of revision are added.</p>

XANDER INTERNATIONAL CORP.

Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company is organized as required by the Company Act and its name shall be “建達國際股份有限公司” (English: XANDER INTERNATIONAL CORP.).
- Article 2 The Company’s scope of operation is as follows:
1. CB01020 Office Machines Manufacturing
 2. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 3. CC01060 Wired Communication Equipment and Apparatus Manufacturing
 4. CC01070 Telecommunication Equipment and Apparatus Manufacturing
 5. CC01090 Manufacture of Batteries and Accumulators
 6. CC01110 Computer and Peripheral Equipment Manufacturing
 7. CC01120 Data Storage Media Manufacturing and Duplicating
 8. CE01990 Other Optics and Precision Instrument Manufacturing
 9. E605010 Computer Equipment Installation
 10. F113020 Wholesale of Household Appliance
 11. F113030 Wholesale of Precision Instruments
 12. F113050 Wholesale of Computers and Clerical Machinery Equipment
 13. F113070 Wholesale of Telecommunication Apparatus
 14. F113110 Wholesale of Batteries
 15. F118010 Wholesale of Computer Software
 16. F119010 Wholesale of Electronic Materials
 17. F213010 Retail Sale of Electrical Appliances
 18. F213030 Retail Sale of Office Machinery and Equipment
 19. F213040 Retail Sale of Precision Instruments
 20. F213060 Retail Sale of Telecommunication Apparatus
 21. F213110 Retail Sale of Batteries
 22. F218010 Retail Sale of Computer Software
 23. F219010 Retail Sale of Electronic Materials
 24. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 25. F108031 Wholesale of Drugs, Medical Goods
 26. F116010 Wholesale of Photographic Equipment
 27. G202010 Parking area Operators
 28. I501010 Product Designing
 29. I301030 Electronic Information Supply Services
 30. JE01010 Rental and Leasing
 31. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval
- Article 3 The main office of the Company is located in New Taipei City and a branch office may be established domestically or internationally as decided by the Board of Directors if necessary.
- Article 4 The Company may provide external endorsements and guarantees. Re-investments that may be made by the Company are not subject to the limit of 40% of the paid-in capital size as the total value of investments defined in Article 13 of the Company Act.

Chapter 2 Shares

- Article 5 The total capital size of the Company is set to be NTD 1.7 billion, which consists of 170 million shares, at a par value of NTD 10 per share. The Board of Directors is authorized to issue shares yet to be issued in separate batches.
- As part of the total capital size in the preceding paragraph, NTD 80 million is retained separately for issuance of employee share subscription warrants, that is, 8 million shares in total, at a par value of NTD 10 per share. The Board of Directors may issue the shares in installments by passing a resolution.
- Article 6 Deleted.
- Article 7 The Company's shares are registered ones, and signed or sealed by the director that represents the Company. The shares shall be issued after they are certified as required by law. For shares issued by the Company, they need not be printed out and shall be registered with a centralized securities depository enterprise.
- Article 8 Registration for transfer of shares shall be suspended within the sixty (60) days prior to the regular shareholders' meeting or within the thirty (30) days prior to an extraordinary shareholders' meeting or during the five (5) days before the base date for distribution of dividends or bonus or other interests as determined by the Company.

Chapter 3 Shareholders' Meetings

- Article 9 There are regular and extraordinary shareholders' meetings. The regular meeting is called for once a year by the Board of Directors as required by law within the six (6) months following the end of each fiscal year while the extraordinary one is to be called for as needed according to law. The shareholders should be noticed 30 days before convening a regular meeting and 15 days prior to holding an extraordinary meeting.
- Article 10 When shareholders are unable to attend a shareholders' meeting, they may issue an authorization letter that is prepared by the Company specifying the scope of authorization and carries their signature/seal to authorize someone to attend it on their behalf.
- Article 11 Unless specified otherwise in laws and regulations, each share is entitled to one vote.
- Article 12 Except otherwise regulated by related laws, resolutions made in shareholders' meetings shall be supported by attendance of shareholders representing a majority of outstanding shares and more than 50% of the votes of the attending shareholders.

Chapter 4 Directors

- Article 13 The Company is configured with five to seven directors. The nomination system is adopted. They are to be elected among those on the list of candidates during the shareholders' meeting to serve a term of three years; a director may serve multiple terms if re-elected. The combined shareholding ratio of all directors shall be based on the requirements of the competent securities authority.
- Among the available directors of the Company, there shall not be fewer than three independent directors and the number of independent directors may not be less than one-fifth of all directors available. The professional qualification, shareholding, restrictions on part-time jobs, nomination and election methods and other required matters of independent directors shall be subject to the provisions of the competent securities authority.
- The election of directors includes both non-independent directors and independent ones. The number of those-elect, however, shall be calculated separately. Those with affirmative votes representing a greater number of voting weights shall be

- non-independent directors-elect and independent directors-elect, respectively.
- Article 13-1 The Company shall set up an Audit Committee as required by Article 14-4 of the Securities and Exchange Act. The Audit Committee shall consist of all independent directors and is responsible for carrying out duties as required of supervisors specified in the Securities and Exchange Act, the Company Act, and duties required by other laws of supervisors.
- Article 14 The Board of Directors shall consist of directors and the Chairman is to be elected among attending directors that account for at least two-thirds of all directors and with affirmative votes from a majority of the attending directors. The Chairman represents the Company externally. There may also be one Vice Chairman, who is to be generated in the same way as how the Chairman is generated.
When the Board of Directors meets under the preceding paragraph, directors shall attend the meeting in person. If it is held through video conference, those attending the meeting through video conference are considered as attending the meeting in person. When a director is unable to attend a meeting, he/she may authorize another director to attend it on his/her behalf, each director, however, may only be authorized by one other director. To authorize another director as the proxy in a Board of Directors meeting, the power-of-attorney shall be presented each time and the scope of authorization with regard to causes for which the meeting is called for shall be specified.
To call for a Board of Directors meeting, the cause shall be specified and respective directors shall be notified of the meeting seven days in advance. In case of emergency, however, it may be called for at any time. Respective directors may be notified of a Board of Directors' meeting convened in writing, by email, or by fax.
- Article 15 If the Chairman is on leave or is unable to exercise duties, acting is done as required by Article 208 of the Company Act.
- Article 16 The Company's directors shall be compensated for their duties fulfilled for the Company. The Board of Directors is authorized to determine the amount of compensation to the directors of the Company based on the directors' level of involvement in corporate operation and the value of their contribution, which is expected to be defined reflective of the common practice in the industry. Should there be earnings for the Company, remunerations will be assigned as required by Article 19. The Company shall have all directors covered by liability insurance for damages that may arise from the tasks they perform during their term in office and to reduce and decentralize the risk of major damages borne by the Company and shareholders as a result of illegal acts.

Chapter 5 Manager

- Article 17 The Company may have one general manager. The appointment, removal and remuneration of the managers shall be subject to Article 29 of the Company Act.

Chapter 6 Accounting

- Article 18 The Board of Directors shall prepare: 1. Business Report; 2. Financial Statements; 3. Earnings Distribution or Deficits Offset Proposal, among other statements and reports at the end of each fiscal year and bring them forth during the regular shareholders' meeting as required by law for ratifications.
- Article 19 If the Company makes profits for the year, remuneration to employees at no less than 5% shall be set aside and it shall be distributed in stock or in cash as determined by the Board of Directors. With the foregoing profits, the Company may decide to set aside the remuneration to directors at no higher than 1% resolved by the Board of Directors. The proposal for the remuneration to employees and that to

directors shall be presented during the shareholders' meeting. In cases of further accumulated deficits, on the other hand, the Company shall first retain the amount sufficient to offset the deficits and then set aside the remuneration to employees and that to directors according to the ratios indicated in the foregoing.

Recipients of the employee treasury stock, employee share subscription warrant, new shares available for employees to purchase, restricted stock award, and remuneration to employees may include employees of the controlling company or affiliates; the details are to be set by the Board of Directors.

Article 20

The Company's dividend policy shall be based on the distributable earnings and the demand for funds for the current year of the Company and dividends are distributed to shareholders as required by the competent authority. The ratio of the dividends in cash, however, may not be less than 20% of the overall dividends available for distribution.

Earnings concluded by the Company for the year, if any, shall be distributed in the following sequential order.

1. Pay taxes.
2. Offset prior deficits.
3. 10% is retained to be the legal reserve unless the statutory legal reserve as reached the total capital size of the Company.
4. The special reserve is allocated or reversed by law.
5. Following the distribution sequentially as mentioned in Paragraphs 1 through 4 above, along with the accumulated undistributed earnings, the Board of Directors shall prepare the earnings distribution proposal and submit it to the shareholders' meeting for a decision on distribution of dividends to shareholders.

Chapter 7 Supplementary Provisions

Article 21

For matters not specified herein, the requirements of the Company Act shall apply.

Article 22

These Articles of Incorporation were prepared on October 27, 1995.

The first amendment occurred on February 12, 1997.

The second amendment occurred on July 7, 1997.

The third amendment occurred on September 10, 1998.

The fourth amendment occurred on June 19, 1999.

The fifth amendment occurred on June 19, 1999.

The sixth amendment occurred on June 17, 2000.

The seventh amendment occurred on June 29, 2001.

The eighth amendment occurred on June 27, 2002.

The ninth amendment occurred on December 6, 2002.

The tenth amendment occurred on June 15, 2004.

The eleventh amendment occurred on June 13, 2005.

The twelfth amendment occurred on June 19, 2009.

The thirteenth amendment occurred on June 18, 2010.

The fourteenth amendment occurred on June 19, 2013.

The fifteenth amendment occurred on June 19, 2014.

The sixteenth amendment occurred on June 2, 2015.

The seventeenth amendment occurred on June 15, 2016.

The eighteenth amendment occurred on June 16, 2017.

The nineteenth amendment occurred on June 19, 2020.

The twentieth amendment occurred on July 20, 2021.

XANDER INTERNATIONAL CORP.

Rules of Procedure for Shareholders' Meetings

Revised on 2021.07.20

- Article 1 The Company shareholders' meetings shall be based on these Rules. For matters not specified herein, the requirements of applicable laws and regulations apply.
- Article 2 Attendance at shareholders meetings shall be calculated based on numbers of shares. Shareholders shall hand in the sign-in card. The number of shares in attendance shall be calculated according to the shares indicated by sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- Article 3 The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
- Article 4 Voting at a shareholders meeting shall be calculated based the number of shares. With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder. The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
- Article 5 The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of 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.
- Article 6 If a shareholders' meeting is convened by the Chairman of the Board of Directors, the Chairman shall chair the meeting. If the Chairman is on leave or unable to fulfill his/her duties, he/she may assign one director to act on his/her behalf. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. Where

- there are two or more conveners, one of them shall chair the meeting.
- Article 7 This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
- Article 8 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.
- Article 9 Attending shareholders are obligated to abide by meeting rules, follow decisions made, and maintain order on the floor.
- Article 10 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.
- Article 11 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.
- Article 12 The Company shall record or videotape the shareholders' meeting from start to end and

- such records shall be kept 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.
- Article 13 Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.
- Decisions shall be made through voting for proposals. The chair may rule that voting is to take place case by case or separately or at once with the number of votes to be counted separated for respective proposals (including elections).
- 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.
- Voting and election outcomes shall be announced on the spot as soon as the vote counting session is completed and records shall be kept.
- Article 14 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
- If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
- Article 15 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 armband bearing the word "Proctor."
- Article 16 For decisions made in the shareholders' meeting, the meeting minutes shall be prepared and be signed or sealed by the chairperson and the meeting minutes shall be distributed to respective shareholders within twenty days after the meeting as is required by the Company Act. How the meeting minutes shall be kept and the duration of storage of meeting minutes, a sign-in book for attending shareholders and the Power of Attorney to be presented by the proxy are based on Article 183 of the Company Act.
- Article 17 These Rules shall take effect after resolved by the Board of Directors and having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.
- These Rules were prepared on June 17, 2000.
- The first amendment occurred on June 27, 2002.
- The second amendment occurred on June 12, 2012.
- The third amendment occurred on July 20, 2021.

XANDER INTERNATIONAL CORP.

Shareholding Status of Directors

1. The paid-in capital size of the Company is NTD 908,895,730, with a total of 90,889,573 shares issued.
As is for required by Article 26 of the Securities and Exchange Act, the minimum number of shares that shall be held by all directors is 7,271,165 in total. The Audit Committee is in place at our Company, so the statutory number of shares available for supervisors does not apply.
2. The number of shares held by respective directors and that held by all directors combined as recorded in the roster of shareholders as of the book closure date for the current shareholders' meeting are as follows:

Job title	Name	Commence- ment date	Number of shares held at time of election			Number of shares currently held		
			Type	Number of Shares	% to the number issued then	Type	Number of Shares	% to the number issued then
Chairman	Hung Mao Investment Co., Ltd. Representative: Wen-Chi Chen	110.07.20	Common stock	22,989,868	25.29%	Common stock	22,989,868	25.29%
Directors	Hung Mao Investment Co., Ltd. Representative: Cher Wang							
Directors	Chuan Te Investment Co., Ltd. Representative: Che Chen	110.07.20	Common stock	2,694,647	2.96%	Common stock	2,694,647	2.96%
Directors	Chuan Te Investment Co., Ltd. Representative: Yuh-Ta Chang							
Indepen- dent Director	Tao-Sung Chen	110.07.20	Common stock	0	0.00%	Common stock	0	0.00%
Indepen- dent Director	Hsuan-Hsuan Chen	110.07.20	Common stock	0	0.00%	Common stock	0	0.00%
Indepen- dent Director	Wen-Hua Liao	110.07.20	Common stock	0	0.00%	Common stock	0	0.00%
Total			Common stock	25,684,515		Common stock	25,684,515	