

Stock Code: 1305

China General Plastics Corporation

Handbook for the

2022 Annual General Meeting of Shareholders

Date: May 30, 2022

**Location: No.106, Gongyuan Rd, Zhunnan Town
Miaoli County, Taiwan (R.O.C.)
(Physical shareholders meeting)
Aesthetics Hotel**

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China General Plastics Corporation Procedure of the 2022 Annual General Meeting of Shareholders

1. Announcement of the Commencement of the Meeting
2. Chairperson Takes Chair
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8. Extemporaneous Motions
9. Adjournment

China General Plastics Corporation

Year 2022

Agenda of Annual General Meeting of Shareholders

Date : May 30, 2022 (Monday) AM 09:00

Location : No.106, Gongyuan Rd, Zhunnan Town Miaoli

County, Taiwan (R.O.C.)

(Physical shareholders meeting)

Aesthetics Hotel

1. Report Items :

- (1) To report 2021 operating results.
- (2) To report Audit Committee's Review Reports of 2021 Financial Statement.
- (3) To report 2021 remuneration of directors and employees.

2. Matters for Ratification and Discussion (I) :

- (1) To ratify 2021 Business Report and Financial Statements.
- (2) To ratify 2021 earnings distribution.
- (3) To approve the amendment to the Operating Procedure for Acquisition or Disposition of Assets.

3. Elections :

To elect nine directors.

4. Matters Discussion (II) :

To approve the permission of directors for competitive actions.

5. Extemporaneous Motions :

6. Adjournment

I. Report Items:

Report 1

To report 2021 operating results.

China General Plastics Corporation 2021 Business Report

In 2021, net sales increased from NT\$3.22 billion over last year to NT\$11.488 billion, with a budget achievement rate of only 138%. Operating income increased by NT\$471 million or 142% over last year to NT\$802 million, with a budget achievement rate of 267%. Non-operating income was NT\$1.82 billion, and net income after tax increased by NT\$834 million over last year to NT\$2.469 billion, with a budget achievement rate of 261%.

Business Outlook 2021 :

Raw materials :

Ethylene : Globally, a new capacity of nearly 10,000KMT was launched in 2021, mainly from Asia countries, to gradually relax the supply. However, ethylene supply reduced significantly when the steady production of cracking plants was prevented by the massive damage of petrochemical plants in the USA caused by extreme weather events. While small shale oil producers shut down operations due to the pandemic and the oil price plunge, leading to the supply reduction of ethylene suppliers like US shale gas producers. When the ethylene price soared as the domestic demand increased after the pandemic, ethylene export prices escalated beyond the affordability of Asian buyers. Although the price ran down again when new capacity in Asia was introduced in Q3, it rose again in Q4 after China introduced the new energy policy. As a result, ethylene prices in Asia fluctuated around CFR \$900-\$1200/MT.

EDC : Unstable EDC production began in the USA, the largest EDC exporting country, at the end of 2020. The production volume even dropped significantly upon the attack of extreme weather events in 2021. When the US domestic demand increased after daily life resumed in the post-pandemic era, EDC export declined by 33%. After the sharing by Europe and India, only very little stock was left for Asian countries, which needed to strive for goods through bidding. As a result, the price spiked with repeated history highs.

VCM : In 2021, the PVC demand pushed the PVC price to a new high in history. This also pulled the VCM price. With the speculation of trading companies, the VCM price also reached a new high in history. Although the price reduced slightly

following the fall of PVC price in Q2, the steady growth in VCM demand led to a price leap to CFR\$1400/MT in Q4. Although the price eventually went down when downstream suppliers couldn't afford it, the spread was compressed when the price of raw materials did not reduce accordingly.

Products : As the demand explosion during the post-pandemic era in 2020 continued in early 2021, the price rose and the overall PVC stock was below the standard. Additionally, when snowstorms shut down operations of plants in middle Texas in February and the intensive annual maintenance of plants in Asia began in March, the PVC price soared because of undersupplying. When economic activities stopped as lockdown recurred after the new outbreak of COVID-19 in April, the demand in South America and India plunged. When the freight spiked at the end of August after Hurricane Ida hit the USA, the emergency order transfer of India, and marine transport shortages and congestion, alongside China's introduction of the energy consumption and intensity dual control system in October, the PVC price escalated again. PVC's annual production and consumption volumes increased over last year to 222,000MT and 209,000MT respectively, with an operating income increased significantly over 2020 to NT\$541 million. In chemicals, due to the upturn of the caustic soda and hydrochloric acid prices and the amelioration of the electronics industry, sales increased by 3% to an operating income of NT\$177 million. In processing products, the government's policy to suppress real estate prices reduced the sales of construction materials by 3%. The sales of PVC vinyl fabrics dropped by 4% over last year following the decline of the end-user market, order reduction from downstream customers, and tariff barriers. However, the sales of plastic products increased by 25%, thanks to the US automotive market recovery. Overall, the operating profit from processing products reached NT\$84 million. In re-investment, TVCM's VCM production increased by 57,000MT over last year to 448,000MT, with a budget achievement rate of 101%; sales volume increased by 54,000MT over last year to 457,000MT, with a budget achievement rate of 101% and a profit of NT\$1.511 billion. Additionally, CGPCPOL's PVC production increased by 25,000MT over last year to 210,000MT, with a budget achievement rate of 98%; sales volume increased by 5,000MT over the year to 192,000MT, with a budget achievement rate of 89% and a profit of NT\$580 million.

Business Outlook 2022 :

Raw materials :

Ethylene : Due to the deficit from an increase in ethylene production cost pushed by the high oil price, cracking plants will cut production, while downstream customers will follow suit when profit is compressed, leading to a gentle ethylene demand. The ethylene price will be stuck at a fixed interval when the oil price continues to rise and the demand remains weak. The ethylene price will not reduce unless the US capacity recovers to increase the supply to Asia.

EDC : A regional balance is expected to maintain for EDC. Although US capacity

will gradually recover, the export will remain low when the domestic demand runs high. When production lines in the Middle East shuts down for a long time for either maintenance or upgrade, and European and Indian buyers can afford higher prices, the EDC stock for Asia will be reduced, and the stock EDC price will remain high. Fortunately, the higher demand for caustic soda at the moment will toughen the price to increase the operating rate of chlor-alkali plants to help increase EDC production. The maintenance of production lines in the Middle East is expected to advance. EDC supply will increase over last year, particularly in H2 when supply is expected to be sufficient.

VCM : Supply will be tightened due to the intensive annual maintenance of VCM plants and frequent non-accidental downtimes in H1. The PVC price will plunge after the implantation of the energy consumption and intensity dual control system in China one year before. When profit is low, stock will follow suit, leading to a weak VCM buying and price. For the same reason, as buyers of companies keep a low stock at the moment, Asian VMC buyers will begin to seek sources before Lunar New Year and buy materials more aggressively after the festival. Hence, the VCM market is optimistic this year.

Products : Looking ahead in 2022, as the increase in new PVC capacity will be lower than the demand, a high PVC demand is maintained in emerging markets, and China's ban of the calcium carbide method for environmental protection, all these will favor the positive development of the PVC/VCM market. In addition, as materials supply is expected to be higher than that of 2021, profit to a specific extent is expected. The falling PVC price since the last Q4 already rebound this early February in Asia, a better outlook is expected in H1. However, the level of influence from the global economic recovery in the post-pandemic era and the impact on the oil price and raw materials supply chain due to the ongoing Russia-Ukraine War should be noted. We will keep watching cautiously and make appropriate responses.

At present, carbon reduction is the most important global issue, and net zero emissions and the circular economy are the important development trend across the globe. With reference to the planning contents of the Corporate Governance 3.0-Sustainable Development Roadmap, ESG issues, and government regulations, we have already engaged in environmental protection, including the construction of 10% obliged renewable energy capacity, implementation of the ISO-46001 water efficiency management system, construction of the new natural gas boiler to replace the coal-fired boiler in 2023 and the active charcoal fluidized bed to prevent VOC emissions, and implementation of the Global Recycled Standard

(GRS) system. We also implement various energy conservation and carbon reduction programs by integrating with the circular economy and ISO-50001 energy management system to reduce carbon emissions and sustain water use. Additionally, to increase the VCM/PVC capacity, apart from continuing the automation, energy efficiency enhancement, and renewal of equipment, we will also construct the smart manufacturing and management system. The 3D automated storage-retrieval system (AS/RS) at Toufen Plant will start service in H2 to strengthen overall operational performance. Process safety management (PSM) will be implemented to ensure operational safety. New, high value-added and differentiated products will be developed aggressively.

Besides maximizing space for profit-making through the overall planning of the vinyl industry, the management team will make the best use of vertical integration and effective management to make unfailing HSE-related improvements and fulfill the organization's corporate social responsibility in order to build and expand niche to maximize operational performance to achieve and even surpass the annual budget targets.

Chairperson: Yi-Gui Wu

President: Han-Fu Lin

Chief Accounting Officer: Jian-Zhou Guo

Report Items:

Report 2

To report Audit Committee's Review Reports of 2021 Financial Statement.

China General Plastics Corporation Audit Report

This Audit Committee have audited the 2021 Business Report prepared by the Board of Directors, the financial statements (including individual and consolidated financial statements) audited and certified by CPA Xiu-Chun Huang and CPA Zheng-Jun Qiu of Deloitte Taiwan, and the proposal for profit distribution and found no nonconformity. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is presented for approval to AGM.

To
China General Plastics Corporation 2022 Annual General Meeting of Shareholders

Audit Committee, China General
Plastics Corporation
Independent Director: Zu-De Li
Independent Director: Ying-Bin Zheng
Independent Director: Liang-Xian Li

March 9, 2022

Report Items:

Report 3

To report 2021 remuneration of directors and employees.

Description: 1. Proceeded in accordance with related orders of the Ministry of Economic Affairs and Article 33 of the Articles of Incorporation of this Company.

2. The compensation for employees in 2021 will be distributed in cash at 1%, NT\$26,484,501, of the 2021 earnings, and no compensation will be distributed to directors.

II. Matters for Ratification and Discussion (I):

Proposal 1

Proposed by the Board

To ratify 2021 Business Report and Financial Statements.

- Description: 1. The 2021 financial statements (including individual and consolidated financial statements) approved by the Board on March 9, 2022 are audited by CPA Xiu-Chun Huang and CPA Zheng-Jun Qiu of Deloitte Taiwan and the Audit Committee for the record.
2. Please refer to p. 5-8 of this Handbook for the 2021 Business Report and p. 12-28 for the CPA Audit Report and the financial statements.

Resolution:

Independent Auditors' Report

The Board of Directors and Shareholders

China General Plastics Corporation

Opinion

We have audited the accompanying financial statements of China General Plastics Corporation (the "Company"), which comprise the balance sheets as of December 31, 2021 and 2020, 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.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, 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.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the Company for the year ended December 31, 2021. 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.

Key audit matters for the financial statements of the Company for the year ended December 31, 2021 are stated as follows:

Authenticity of revenue recognition for sales to specific customers

The Company's sales revenue of specific products increased significantly compared to the same period of last year. The growth of sales revenue from some customers was higher than the average growth rate and the amount was substantial, which had a significant impact on the sales revenue and financial results of the Company. Therefore, authenticity of revenue recognition for the sales to those customers is identified as one of the key audit matters for the year ended December 31, 2021.

Please refer to Notes 4 and 18 for relevant accounting policies and information in relation to revenue recognition.

We have performed the following audit procedures to validate authenticity of revenue recognition:

1. We studied and tested the internal control mechanism to monitor authenticity of revenue recognition, and assessed the effectiveness of its design and implementation. We evaluated the appropriateness of revenue recognition accounting policies adopted by management.
2. We reviewed original orders, shipping documents, invoice and receipt documents to verify the authenticity of revenue recognition.
3. We inspected the occurrence of sales returns and allowances post sales, and sent letters to confirm whether there were any irregularities in accounts receivable at year-end.

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

To ensure that the financial statements do not contain material misstatements caused by fraud or errors, the management is responsible for preparing prudent financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for preparing and maintaining necessary internal control procedures pertaining to the financial statements.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to the going concern and using the going concern basis of accounting unless the 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 the audit committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and evaluate the risk of material misstatements due to fraud or error in the financial statements; design and carry out appropriate countermeasures for the evaluated risk; and obtain sufficient and appropriate evidence as the basis for audit 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of the Company.
3. Assess the appropriateness of the accounting policies adopted by the management, as well as the reasonableness of their accounting estimates and relevant disclosures.
4. Conclude on the appropriateness of the 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 operate 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 expression, structure and contents of the financial statements (including relevant Notes), and whether the financial statements fairly present relevant transactions and items.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the 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 audit and for expressing an opinion on the financial statements of the Company.

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 the key audit matters of the Company's the financial statements for the year ended December 31, 2021. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche,

Taipei, Taiwan, Republic of China

CPA Huang, Hsiu-Chun

CPA Chiu, Cheng-Chun

Securities and Futures Commission

Approved Document No.

Tai Cai Zheng Liu Zi No. 0920123784

Financial Supervisory Commission

Approved Document No.

Jin Guan Zheng Liu Zi No. 0930160267

March 9, 2022

Notice to Readers:

The financial statement (Chinese version) of our company is audited by the CPA HUANG, HSIU-CHUN and CPA CHIU, CHENG-CHUN of Deloitte Taiwan. For the convenience of reading, the statement has been translated from Chinese to English. If there is any difference regarding the context or interpretation in the English version, the Chinese version shall prevail.

China General Plastics Corporation

Balance Sheets

December 31, 2021 and 2020

Unit: NT\$ thousand

CODE	ASSETS	December 31, 2021		December 31, 2020	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents	\$ 472,412	3	\$ 245,740	2
1110	Financial assets at fair value through profit or loss (FVTPL)				
	- current	289,388	2	362,101	3
1150	Notes receivables	195,162	2	162,639	1
1170	Trade receivables	1,008,006	7	1,044,989	8
1180	Trade receivables from related parties	189,714	1	111,124	1
1200	Other receivables	70,964	1	46,206	1
1210	Other receivables from related parties	2,208	-	2,265	-
1220	Current tax assets	-	-	15,941	-
1310	Inventories	1,363,980	9	626,446	5
1410	Prepayments	27,299	-	13,895	-
1470	Other current assets	761	-	1,176	-
11XX	Total current assets	<u>3,619,894</u>	<u>25</u>	<u>2,632,522</u>	<u>21</u>
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income (FVTOCI) - non-current	82,377	1	137,731	1
1550	Investments accounted for using the equity method	7,051,879	48	6,096,700	48
1600	Property, plant and equipment	3,454,391	23	3,248,517	26
1760	Investment properties	257,019	2	271,158	2
1840	Deferred tax assets	210,021	1	204,427	2
1990	Other non-current assets	10,209	-	11,212	-
15XX	Total non-current assets	<u>11,065,896</u>	<u>75</u>	<u>9,969,745</u>	<u>79</u>
1XXX	Total Assets	<u>\$ 14,685,790</u>	<u>100</u>	<u>\$ 12,602,267</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	Current Liabilities				
2120	Financial liabilities at fair value through profit or loss at FVTPL-current	\$ -	-	\$ 2,507	-
2170	Trade payables	211,195	1	256,825	2
2180	Trade payables to related parties	1,509,369	10	1,100,365	9
2200	Other receivables	561,648	4	420,564	3
2220	Other payables to related parties	3,263	-	4,779	-
2230	Current tax liabilities	161,641	1	48,917	1
2399	Other current liabilities	102,305	1	45,589	-
21XX	Total current liabilities	<u>2,549,421</u>	<u>17</u>	<u>1,879,546</u>	<u>15</u>
	Non-current liabilities				
2570	Deferred tax liabilities	485,251	4	484,721	4
2640	Net defined benefit liabilities	481,726	3	530,197	4
2670	Other non-current liabilities	6,415	-	4,288	-
25XX	Total non-current liabilities	<u>973,392</u>	<u>7</u>	<u>1,019,206</u>	<u>8</u>
2XXX	Total Liabilities	<u>3,522,813</u>	<u>24</u>	<u>2,898,752</u>	<u>23</u>
	Equity				
3110	Ordinary shares	5,810,505	40	5,533,814	44
3200	Capital surplus	12,002	-	10,338	-
	Retained earnings				
3310	Legal reserve	870,332	6	704,963	6
3320	Special reserve	408,223	3	408,223	3
3350	Unappropriated earnings	3,981,643	27	2,950,662	23
3300	Total retained earnings	<u>5,260,198</u>	<u>36</u>	<u>4,063,848</u>	<u>32</u>
3400	Other equity	80,272	-	95,515	1
3XXX	Total equity	<u>11,162,977</u>	<u>76</u>	<u>9,703,515</u>	<u>77</u>
	Total Liabilities and Equity	<u>\$ 14,685,790</u>	<u>100</u>	<u>\$ 12,602,267</u>	<u>100</u>

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

Notice to Readers:

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China General Plastics Corporation
Statements of Comprehensive Income
For the Years Ended December 31, 2021 and 2020

Unit: NT\$ thousand, except Earnings Per Share

CODE		2021		2020	
		Amount	%	Amount	%
4100	Net revenue	\$ 11,487,847	100	\$ 8,268,069	100
5110	Cost of revenue	9,876,746	86	7,389,155	89
5900	Gross profit	1,611,101	14	878,914	11
5910	Realized (unrealized) gains from sales	(28,022)	-	681	-
5950	Realized gross profit	1,583,079	14	879,595	11
	Operating expenses				
6100	Selling and marketing expenses	610,061	6	382,926	5
6200	General and administrative expenses	139,521	1	135,053	2
6300	Research and development expenses	31,954	-	31,014	-
6000	Total operating expenses	781,536	7	548,993	7
6900	Profit from Operations	801,543	7	330,602	4
	Non-operating income and expenses				
7100	Interest income	1,126	-	1,434	-
7010	Other income	53,569	-	27,917	-
7020	Other gain and loss	(45,829)	-	(33,826)	-
7510	Interest expense	(442)	-	(986)	-
7060	Share of profit of associates accounted for using the equity method	1,811,998	16	1,361,197	17
7000	Total non-operating income and expenses	1,820,422	16	1,355,736	17
7900	Profit before income tax	2,621,965	23	1,686,338	21
7950	Income tax expense	153,289	2	52,154	1
8200	Net Profit for the Year	2,468,676	21	1,634,184	20
	Other comprehensive income (loss)				
	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans	4,532	-	17,376	-
8316	Unrealized gain (loss) on investments in equity instruments at FVTOCI	(44,905)	-	36,272	1
8326	Share of the other comprehensive income of subsidiaries and associates accounted for using the equity method unrealized gain on investments in equity instruments at FVTOCI	38,864	-	35,473	-
8331	Share of other comprehensive income of subsidiaries and associates accounted for using the equity method- remeasurement of defined benefit plans	(3,175)	-	5,606	-
8349	Income tax relating to items that will not reclassified subsequently to profit or loss	(906)	-	(3,475)	-
8310		(5,590)	-	91,252	1
	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translating the financial statements of foreign operations	(11,080)	-	(12,122)	-
8371	Share of the other comprehensive gain (loss) of associates accounted for using the equity method - exchange differences on translating the financial statements of foreign operations	(338)	-	203	-
8399	Income tax relating to items that may be reclassified subsequently to profit or loss	2,216	-	2,423	-
8360		(9,202)	-	(9,496)	-
8300	Other comprehensive income (loss) for the year, net of income tax	(14,792)	-	81,756	1
8500	Total comprehensive income for the year	\$ 2,453,884	21	\$ 1,715,940	21
	Earnings per share				
9750	Basic	\$ 4.25		\$ 2.81	
9850	Diluted	\$ 4.24		\$ 2.81	

(Concluded)

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

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China General Plastics Corporation
Statements of Changes in Equity
For the Years Ended December 31, 2021 and 2020

Unit: NT\$ thousand

CODE		Ordinary shares	Capital surplus			Retained earnings				Other equity		Total	Total equity
			Unpaid Dividends	Others	Total	Legal reserve	Special reserve	Unappropriated earnings	Total	Exchange differences on translating the financial statements of foreign operations	Unrealized gain on financial assets at FVTOCI		
A1	Balance as of January 1, 2020	\$ 5,270,299	\$ 9,746	\$ 314	\$ 10,060	\$ 640,570	\$ 408,223	\$ 1,888,394	\$ 2,937,187	(\$ 33,763)	\$ 67,029	\$ 33,266	\$ 8,250,812
	Appropriation and distribution of earnings for 2019												
B1	Legal reserve	-	-	-	-	64,393	-	(64,393)	-	-	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	-	-	(263,515)	(263,515)	-	-	-	(263,515)
B9	Share dividends distributed by the Company	263,515	-	-	-	-	-	(263,515)	(263,515)	-	-	-	-
C17	Other changes in capital surplus	-	278	-	278	-	-	-	-	-	-	-	278
D1	Net profit in 2020	-	-	-	-	-	-	1,634,184	1,634,184	-	-	-	1,634,184
D3	Other comprehensive income (loss) in 2020, net of income tax	-	-	-	-	-	-	19,507	19,507	(9,496)	71,745	62,249	81,756
D5	Total comprehensive income (loss) in 2020	-	-	-	-	-	-	1,653,691	1,653,691	(9,496)	71,745	62,249	1,715,940
Z1	Balance as of December 31, 2020	5,533,814	10,024	314	10,338	704,963	408,223	2,950,662	4,063,848	(43,259)	138,774	95,515	9,703,515
	Appropriation and distribution of earnings for 2020												
B1	Legal reserve	-	-	-	-	165,369	-	(165,369)	-	-	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	-	-	(996,086)	(996,086)	-	-	-	(996,086)
B9	Share dividends distributed by the Company	276,691	-	-	-	-	-	(276,691)	(276,691)	-	-	-	-
C17	Other changes in capital surplus	-	1,412	-	1,412	-	-	-	-	-	-	-	1,412
M5	Acquisition of part of the equity of subsidiaries	-	-	252	252	-	-	-	-	-	-	-	252
D1	Net profit in 2021	-	-	-	-	-	-	2,468,676	2,468,676	-	-	-	2,468,676
D3	Other comprehensive income (loss) in 2021, net of income tax	-	-	-	-	-	-	451	451	(9,202)	(6,041)	(15,243)	(14,792)
D5	Total comprehensive income (loss) in 2021	-	-	-	-	-	-	2,469,127	2,469,127	(9,202)	(6,041)	(15,243)	2,453,884
Z1	Balance as of December 31, 2021	\$ 5,810,505	\$ 11,436	\$ 566	\$ 12,002	\$ 870,332	\$ 408,223	\$ 3,981,643	\$ 5,260,198	(\$ 52,461)	\$ 132,733	\$ 80,272	\$11,162,977

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

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China General Plastics Corporation
Statements of Cash Flows
For the Years Ended December 31, 2021 and 2020

Unit: NT\$ thousand

<u>CODE</u>		<u>2021</u>	<u>2020</u>
	Cash flows from operating activities		
A10000	Profit before income tax	\$ 2,621,965	\$ 1,686,338
A20010	Adjustments for:		
A20100	Depreciation expenses	225,571	209,482
A20200	Amortization expense	46	91
A20400	Net (gain) loss on financial instruments at FVTPL	(17,239)	68,860
A20900	Interest expense	442	986
A21200	Interest income	(1,126)	(1,434)
A21300	Dividend income	(34,216)	(9,192)
A22400	Share of profit of subsidiaries and associates accounted for using the equity method	(1,811,998)	(1,361,197)
A22500	Gains on disposal of property, plant and equipment	(2,663)	(2,027)
A23200	Loss from disposal of investments under equity method	-	173
A23700	Write-downs of inventories and obsolescence losses	15,598	3,798
A23900	Unrealized (Realized) gains from sales	28,022	(681)
A30000	Changes in operating assets and liabilities		
A31115	Financial Instruments at FVTPL	87,445	(36,869)
A31130	Notes receivable	(32,523)	(29,506)
A31150	Trade receivables	36,983	(415,227)
A31160	Trade receivables from related parties	(78,590)	(1,654)
A31180	Other receivables	(24,743)	(11,500)
A31190	Other receivables from related parties	57	33
A31200	Inventories	(753,132)	80,896
A31230	Prepayments	(13,404)	13,938
A31240	Other current assets	415	17
A32150	Trade payables	(45,630)	6,925
A32160	Trade payables to related parties	409,004	225,786
A32180	Other payables	87,110	125,368
A32190	Other payables to related parties	(1,516)	2,613
A32230	Other current liabilities	56,716	(20,415)
A32240	Net defined benefit liabilities	(43,939)	(37,311)
A33000	Cash generated from operations	708,655	498,291

(Continued)

<u>CODE</u>		<u>2021</u>	<u>2020</u>
A33100	Interest received	\$ 1,111	\$ 1,444
A33300	Interest paid	(442)	(986)
A33500	Income tax paid	(28,378)	(129)
AAAA	Net cash generated from operating activities	<u>680,946</u>	<u>498,620</u>
	Cash flows from investing activities		
B00030	Return of capital from financial assets at FVTOCI	10,449	16,423
B02400	Refund of shares from liquidation on investments accounted for using the equity method	-	1,274
B02700	Payments for property, plant and equipment	(362,945)	(392,253)
B02800	Proceeds from disposal of property, plant and equipment	2,977	2,952
B03700	Increase in refundable deposits	(43,515)	(39,029)
B03800	Decrease in refundable deposits	44,472	39,978
B07600	Dividends received	<u>890,189</u>	<u>181,958</u>
BBBB	Net cash generated from (used in) investing activities	<u>541,627</u>	(188,697)
	Cash flows from financing activities		
C03000	Increase in guarantee deposits received	2,395	461
C03100	Decrease in guarantee deposits received	(314)	(330)
C04400	Increase (decrease) in other non-current liabilities	46	(2)
C04500	Dividends paid	(995,375)	(261,146)
C05400	Acquisition of subsidiaries	(2,653)	-
CCCC	Net cash used in financing activities	(995,901)	(261,017)
EEEE	Net increase in cash and cash equivalents	226,672	48,906
E00100	Cash and cash equivalents at the beginning of the year	<u>245,740</u>	<u>196,834</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 472,412</u>	<u>\$ 245,740</u>

(Concluded)

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Independent Auditors' Report

The Board of Directors and Shareholders

China General Plastics Corporation

Opinion

We have audited the accompanying consolidated financial statements of China General Plastics Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, 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, 2021 and 2020, 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 audit of the consolidated financial statements in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China ("The Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Matters to Be Emphasized

As stated in Note 12 to the consolidated financial statements, China General Plastics Corporation and Subsidiaries has considered that its discontinued operations was resumed its operating substance. Such discontinued operations have been reclassified to continuing operations since 2021; therefore, when preparing comparative financial statements, it is required to restate the previously stated amounts as well as the financial statements for the comparative periods in accordance with International Financial Reporting Standards No. 5 "Non-current assets held for sale and discontinued operations." The effects of restating the previously stated amounts of the comparative periods are set out in Note 12. As such, we have not modified our audit opinion accordingly.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group for the year ended December 31, 2021. 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 key audit matters identified in the Group's consolidated financial statements for the year ended December 31, 2021 are stated as follows:

Authenticity of revenue recognition for sales to specific customers

The Group's sales revenue of specific products increased significantly in 2021 compared to the same period of last year. The growth of sales revenue from some customers was higher than the average growth rate and the amount was substantial, which had a significant impact on the sales revenue and financial results of the Group. Therefore, authenticity of revenue recognition for the sales to those customers is identified as one of the key audit matters.

Please refer to Notes 4 and 23 to the consolidated financial statements for relevant accounting policies and information in relation to revenue recognition.

We have performed the following audit procedures to validate authenticity of revenue recognition:

1. We studied and tested the internal control mechanism to monitor authenticity of revenue recognition, and assessed the effectiveness of its design and implementation. We evaluated the appropriateness of revenue recognition accounting policies adopted by management.
2. We reviewed original orders, shipping documents, invoice and receipt documents to verify the authenticity of revenue recognition.
3. We inspected the occurrence of sales returns and allowances subsequent to the balance sheet date, and sent letters to confirm whether there were any irregularities in accounts receivable at year-end.

Other Matters

We have also audited the parent company only financial statements of China General Plastics Corporation as of and for the years ended December 31, 2021 and 2020 on which we have issued an unmodified opinion.

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

To ensure that the Consolidated Financial Statements do not contain material misstatements caused by fraud or errors, the management is responsible for preparing prudent consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, as well as the IFRS, IAS, law and regulation reviews and their announcements recognized and announced by the Financial Supervisory Commission, and for preparing and maintaining necessary internal control procedures pertaining to the consolidated financial statements.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatements, 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and evaluate the risk of material misstatements due to fraud or error in the consolidated financial statements; design and carry out appropriate countermeasures for the evaluated risk; and obtain sufficient and appropriate evidence as the basis for audit 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of the Group.
3. Assess the appropriateness of the accounting policies adopted by the management, as well as the reasonableness of their accounting estimates and relevant disclosures.
4. Conclude on the appropriateness of the 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 operate 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 expression, structure and contents of the consolidated financial statements (including relevant Notes), and whether the consolidated financial statements fairly present relevant transactions and items.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the 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 and for expressing an opinion on the financial statements of the Group.

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 the key audit matters of the Group's the consolidated financial statements for the year ended December 31, 2021. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche,
Taipei, Taiwan, Republic of China
CPA Huang, Hsiu-Chun

CPA Chiu, Cheng-Chun

Securities and Futures Commission
Approved Document No.
Tai Cai Zheng Liu Zi No. 0920123784

Financial Supervisory Commission
Approved Document No.
Jin Guan Zheng Liu Zi No. 0930160267

March 9, 2022

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China General Plastics Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2021 and 2020

Unit: NT\$ thousand

CODE	ASSETS	December 31, 2021		December 31, 2020 (Restated)	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents	\$ 1,220,291	7	\$ 777,101	6
1110	Financial assets at fair value through profit or loss (FVTPL) - current	862,460	5	1,524,661	11
1136	Financial assets at amortized cost - current	269,291	2	269,224	2
1150	Notes receivables	404,709	2	200,777	1
1170	Trade receivables	1,638,291	10	1,703,390	12
1200	Other receivables	135,890	1	126,010	1
1210	Other receivables from related parties	1,791	-	2,811	-
1220	Current tax assets	-	-	16,481	-
1310	Inventories	3,102,691	18	1,207,129	9
1410	Prepayments	251,816	1	45,425	-
1470	Other current assets	1,062	-	1,576	-
11XX	Total current assets	<u>7,888,292</u>	<u>46</u>	<u>5,874,585</u>	<u>42</u>
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income (FVTOCI) - non-current	87,151	1	140,477	1
1550	Investments accounted for using the equity method	396,902	2	338,228	3
1600	Property, plant and equipment	7,666,434	45	6,570,237	47
1755	Right-of-use assets	156,057	1	178,823	1
1760	Investment Properties	507,848	3	534,465	4
1840	Deferred tax assets	228,381	2	216,299	2
1990	Other non-current assets	44,250	-	40,511	-
15XX	Total non-current assets	<u>9,087,023</u>	<u>54</u>	<u>8,019,040</u>	<u>58</u>
1XXX	Total Assets	<u>\$ 16,975,315</u>	<u>100</u>	<u>\$ 13,893,625</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	Current Liabilities				
2100	Short-term borrowings	\$ 200,000	1	\$ -	-
2120	Financial liabilities at fair value through profit or loss at FVTPL-current	-	-	4,556	-
2170	Trade payables	676,836	4	786,736	5
2180	Trade payables to related parties	237,498	1	107,035	1
2200	Other payables	1,018,080	6	802,869	6
2220	Other payables to related parties	15,197	-	13,471	-
2230	Current tax liabilities	687,974	4	374,688	3
2280	Lease liability - current	36,404	-	36,029	-
2300	Other current liabilities	120,512	1	95,219	1
21XX	Total current liabilities	<u>2,992,501</u>	<u>17</u>	<u>2,220,603</u>	<u>16</u>
	Non-current liabilities				
2540	Long-term borrowings	882,575	5	50,000	1
2570	Deferred tax liabilities	594,632	4	594,562	4
2580	Lease liability - current	124,307	1	147,189	1
2640	Net defined benefit liabilities	517,380	3	572,981	4
2670	Other non-current liabilities	28,651	-	4,532	-
25XX	Total non-current liabilities	<u>2,147,545</u>	<u>13</u>	<u>1,369,264</u>	<u>10</u>
2XXX	Total Liabilities	<u>5,140,046</u>	<u>30</u>	<u>3,589,867</u>	<u>26</u>
	Equity attributable to owners of the Company				
3110	Ordinary shares	5,810,505	34	5,533,814	40
3200	Capital surplus	12,002	-	10,338	-
	Retained earnings				
3310	Legal reserve	870,332	5	704,963	5
3320	Special reserve	408,223	2	408,223	3
3350	Unappropriated earnings	3,981,643	24	2,950,662	21
3300	Total retained earnings	<u>5,260,198</u>	<u>31</u>	<u>4,063,848</u>	<u>29</u>
3400	Other equity	80,272	1	95,515	1
31XX	Total equity attributable to owners of the Company	<u>11,162,977</u>	<u>66</u>	<u>9,703,515</u>	<u>70</u>
36XX	Non-controlling Interests	<u>672,292</u>	<u>4</u>	<u>600,243</u>	<u>4</u>
3XXX	Total equity	<u>11,835,269</u>	<u>70</u>	<u>10,303,758</u>	<u>74</u>
	Total Liabilities and Equity	<u>\$ 16,975,315</u>	<u>100</u>	<u>\$ 13,893,625</u>	<u>100</u>

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(Please refer to Deloitte & Touche auditors' report dated March 9, 2022)

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China General Plastics Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2021 and 2020

CODE		Unit: NT\$ thousand, except Earnings Per Share			
		2021		2020 (Restated)	
		Amount	%	Amount	%
4100	Net revenue	\$ 20,221,524	100	\$ 13,733,148	100
5110	Cost of revenue	<u>15,181,144</u>	<u>75</u>	<u>10,373,858</u>	<u>75</u>
5900	Gross profit	<u>5,040,380</u>	<u>25</u>	<u>3,359,290</u>	<u>25</u>
	Operating expenses				
6100	Selling and marketing expenses	1,353,416	7	874,540	6
6200	General and administrative expenses	292,634	2	271,846	2
6300	Research and development expenses	<u>77,173</u>	<u>-</u>	<u>68,776</u>	<u>1</u>
6000	Total operating expenses	<u>1,723,223</u>	<u>9</u>	<u>1,215,162</u>	<u>9</u>
6900	Profit from Operations	<u>3,317,157</u>	<u>16</u>	<u>2,144,128</u>	<u>16</u>
	Non-operating income and expenses				
7100	Interest income	2,235	-	3,882	-
7010	Other income	103,761	1	65,006	-
7020	Other gain and loss	(132,984)	(1)	(63,999)	-
7510	Interest expense	(5,294)	-	(7,387)	-
7060	Share of profit of associates accounted for using the equity method	<u>22,159</u>	<u>-</u>	<u>23,708</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>(10,123)</u>	<u>-</u>	<u>21,210</u>	<u>-</u>
7900	Profit before income tax	3,307,034	16	2,165,338	16
7950	Income tax expense	<u>675,616</u>	<u>3</u>	<u>373,628</u>	<u>3</u>
8200	Net Profit for the Year	<u>2,631,418</u>	<u>13</u>	<u>1,791,710</u>	<u>13</u>
	Other comprehensive income (loss)				
	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans	1,171	-	23,527	-
8316	Unrealized gain (loss) on investments in equity instruments at FVTOCI	(42,877)	-	37,096	1
8321	Share of other comprehensive income (loss) of associates accounted for using the equity method- remeasurement of defined benefit plans	(242)	-	241	-
8326	Share of the other comprehensive income of associates accounted for using the equity method unrealized gain on investments in equity instruments at FVTOCI	37,095	-	34,754	-
8349	Income tax relating to items that will not be reclassified subsequently to profit or loss	(906)	-	(3,475)	-
8310		<u>(5,759)</u>	<u>-</u>	<u>92,143</u>	<u>1</u>
	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translating the financial statements of foreign operations	(11,080)	-	(12,122)	-
8371	Share of the other comprehensive income (loss) of associates accounted for using the equity method - exchange differences on translating the financial statements of foreign operations	(338)	-	203	-
8399	Income tax relating to items that may be reclassified subsequently to profit or loss	<u>2,216</u>	<u>-</u>	<u>2,423</u>	<u>-</u>
8360		<u>(9,202)</u>	<u>-</u>	<u>(9,496)</u>	<u>-</u>
8300	Other comprehensive income (loss) for the year, net of income tax	<u>(14,961)</u>	<u>-</u>	<u>82,647</u>	<u>1</u>
8500	Total comprehensive income for the year	<u>\$ 2,616,457</u>	<u>13</u>	<u>\$ 1,874,357</u>	<u>14</u>
	Net profit attributable to:				
8610	Owners of the Company	\$ 2,468,676	12	\$ 1,634,184	12
8620	Non-controlling Interests	<u>162,742</u>	<u>1</u>	<u>157,526</u>	<u>1</u>
8600		<u>\$ 2,631,418</u>	<u>13</u>	<u>\$ 1,791,710</u>	<u>13</u>
	Total comprehensive income attributable to:				
8710	Owners of the Company	\$ 2,453,884	12	\$ 1,715,940	13
8720	Non-controlling Interests	<u>162,573</u>	<u>1</u>	<u>158,417</u>	<u>1</u>
8700		<u>\$ 2,616,457</u>	<u>13</u>	<u>\$ 1,874,357</u>	<u>14</u>
	Earnings per share				
9750	Basic	<u>\$ 4.25</u>		<u>\$ 2.81</u>	
9850	Diluted	<u>\$ 4.24</u>		<u>\$ 2.81</u>	

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China General Plastics Corporation and Subsidiaries
Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2021 and 2020

Unit: NT\$ thousand

CODE		Equity attributable to owners of the Company								Other Equity				Non-controlling Interests	Total equity
		Ordinary shares	Capital surplus			Retained earnings				Exchange differences on translating the financial statements of foreign operations	Unrealized gain on financial assets at FVTOCI	Total	Total		
			Unpaid Dividends	Others	Total	Legal reserve	Special reserve	Unappropriated earnings	Total						
A1	Balance as of January 1, 2020	\$ 5,270,299	\$ 9,746	\$ 314	\$ 10,060	\$ 640,570	\$ 408,223	\$ 1,888,394	\$ 2,937,187	(\$ 33,763)	\$ 67,029	\$ 33,266	\$ 8,250,812	\$ 461,754	\$ 8,712,566
	Appropriation and distribution of earnings for 2019														
B1	Legal reserve	-	-	-	-	64,393	-	(64,393)	-	-	-	-	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	-	-	(263,515)	(263,515)	-	-	-	(263,515)	-	(263,515)
B9	Share dividends distributed by the Company	263,515	-	-	-	-	-	(263,515)	(263,515)	-	-	-	-	-	-
O1	Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(19,927)	(19,927)
C17	Other changes in capital surplus	-	278	-	278	-	-	-	-	-	-	-	278	(1)	277
D1	Net profit in 2020	-	-	-	-	-	-	1,634,184	1,634,184	-	-	-	1,634,184	157,526	1,791,710
D3	Other comprehensive income (loss) in 2020, net of income tax	-	-	-	-	-	-	19,507	19,507	(9,496)	71,745	62,249	81,756	891	82,647
D5	Total comprehensive income (loss) in 2020	-	-	-	-	-	-	1,653,691	1,653,691	(9,496)	71,745	62,249	1,715,940	158,417	1,874,357
Z1	Balance as of December 31, 2020	5,533,814	10,024	314	10,338	704,963	408,223	2,950,662	4,063,848	(43,259)	138,774	95,515	9,703,515	600,243	10,303,758
	Appropriation and distribution of earnings for 2020														
B1	Legal reserve	-	-	-	-	165,369	-	(165,369)	-	-	-	-	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	-	-	(996,086)	(996,086)	-	-	-	(996,086)	-	(996,086)
B9	Share dividends distributed by the Company	276,691	-	-	-	-	-	(276,691)	(276,691)	-	-	-	-	-	-
O1	Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(87,619)	(87,619)
C17	Other changes in capital surplus	-	1,412	-	1,412	-	-	-	-	-	-	-	1,412	-	1,412
M5	Acquisition of part of the equity of subsidiaries	-	-	252	252	-	-	-	-	-	-	-	252	(2,905)	(2,653)
D1	Net profit in 2021	-	-	-	-	-	-	2,468,676	2,468,676	-	-	-	2,468,676	162,742	2,631,418
D3	Other comprehensive income (loss) in 2021, net of income tax	-	-	-	-	-	-	451	451	(9,202)	(6,041)	(15,243)	(14,792)	(169)	(14,961)
D5	Total comprehensive income (loss) in 2021	-	-	-	-	-	-	2,469,127	2,469,127	(9,202)	(6,041)	(15,243)	2,453,884	162,573	2,616,457
Z1	Balance as of December 31, 2021	\$ 5,810,505	\$ 11,436	\$ 566	\$ 12,002	\$ 870,332	\$ 408,223	\$ 3,981,643	\$ 5,260,198	(\$ 52,461)	\$ 132,733	\$ 80,272	\$ 11,162,977	\$ 672,292	\$ 11,835,269

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

(Please refer to Deloitte & Touche auditors' report dated March 9, 2022)

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China General Plastics Corporation and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2021 and 2020

CODE		2021	Unit: NT\$ thousand 2020 (Restated)
	Cash flows from operating activities		
A10000	Profit before income tax	\$ 3,307,034	\$ 2,165,338
A20010	Adjustments for:		
A20100	Depreciation expenses	681,269	653,933
A20200	Amortization expense	23,761	40,690
A20300	Expected credit loss	967	-
A20400	Net gain on fair value change on financial instruments at FVTPL	(19,628)	(24,501)
A20900	Interest expense	5,294	7,387
A21200	Interest income	(2,235)	(3,882)
A21300	Dividend income	(34,369)	(9,265)
A22300	Share of profit of associates accounted for using the equity method	(22,159)	(23,708)
A22500	Gain on disposal of property, plant and equipment	70,193	(764)
A22600	Property, plant and equipment transferred to expense	-	9,431
A23200	Loss from disposal of investments under equity method	-	173
A23700	Provision for write-downs of inventories and obsolescence losses	22,917	10,404
A30000	Net change in operating assets and liabilities		
A31115	Financial Instruments at FVTPL	677,273	(720,754)
A31130	Notes receivable	(203,932)	9,213
A31150	Trade receivables (including related parties)	60,503	(440,883)
A31180	Other receivables (including related parties)	(8,965)	(41,426)
A31200	Inventories	(1,924,507)	242,839
A31230	Prepayments	(156,391)	88,045
A31240	Other current assets	514	1,242
A32150	Trade payables (including related parties)	20,669	60,083
A32180	Other payables (including related parties)	95,848	188,642
A32230	Other current liabilities	25,293	20,999
A32240	Net defined benefit liabilities	(54,430)	(45,707)
A33000	Cash generated from operations	2,564,919	2,187,529
A33100	Interest received	2,328	4,289
A33300	Interest paid	(4,275)	(7,462)
A33500	Income tax paid	(356,551)	(96,032)
AAAA	Net cash generated from operating activities	<u>2,206,421</u>	<u>2,088,324</u>

(Continued)

<u>CODE</u>		<u>2021</u>	<u>2020 (Restated)</u>
	Cash flows from investing activities		
B00030	Return of capital from financial assets at FVTOCI	\$ 10,449	\$ 16,423
B00040	Purchase of financial assets at amortized cost	(662,805)	(662,578)
B00050	Proceeds from sale of financial assets at amortized cost	662,738	662,457
B02000	Increase in prepayments for investments	(50,000)	-
B02400	Refund of shares from reduction on investments accounted for using the equity method	-	1,274
B02700	Payments for property, plant and equipment	(1,681,675)	(1,133,190)
B02800	Proceeds from disposal of property, plant and equipment	20,288	4,115
B03700	Increase in refundable deposits	(59,949)	(50,062)
B03800	Decrease in refundable deposits	55,796	50,898
B05400	Acquisition of investment properties	(3,298)	(85,673)
B06700	Increase in other non-current assets	(23,356)	(7,235)
B07600	Dividends received	<u>34,369</u>	<u>9,265</u>
BBBB	Net cash used in investing activities	<u>(1,697,443)</u>	<u>(1,194,306)</u>
	Cash flows from financing activities		
C00100	Proceeds from short-term borrowings	200,000	-
C01600	Proceeds from long-term borrowings	1,350,200	50,000
C01700	Repayments of long-term borrowings	(500,000)	(500,000)
C03000	Proceeds from guarantee deposits received	8,230	15,683
C03100	Refunds of guarantee deposits received	(2,800)	(15,738)
C04020	Repayment of the principal portion of lease liabilities	(34,658)	(34,088)
C04300	Increase in other non-current liabilities	46	3
C04500	Dividends paid	(995,375)	(261,104)
C05400	Acquisition of subsidiaries	(2,653)	-
C05800	Cash dividends paid on non-controlling interests	<u>(87,619)</u>	<u>(19,927)</u>
CCCC	Net cash used in financing activities	<u>(64,629)</u>	<u>(765,171)</u>
DDDD	Effects of exchange rate changes on the balance of cash held in foreign currencies	<u>(1,159)</u>	<u>(5,093)</u>
EEEE	Net increase in cash and cash equivalents	443,190	123,754
E00100	Cash and cash equivalents at the beginning of the year	<u>777,101</u>	<u>653,347</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 1,220,291</u>	<u>\$ 777,101</u>

(Concluded)

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

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Matters for Ratification and Discussion (I):

Proposal 2

Proposed by the Board

To ratify 2021 earnings distribution.

Description: 1. In 2021, the earnings after tax was NT\$2,469,127,461. After appropriating NT\$246,912,746 as the legal reserve, the distributable net profit of 2021 is NT\$2,222,214,715. By the end of 2021, the accumulated distributable earnings is NT\$3,734,730,888 and will be distributed Cash dividend NT\$1,452,626,235, i.e. NT\$2.5 per share.

The unappropriated earnings after distribution will be NT\$2,282,104,653.

2. Please refer to p. 31, “Profit Distribution Table”, for details.
3. According to this proposal, the profit of 2021 will first be distributed, and the insufficiency will be distributed from the profit of previous years.
4. The cash dividends allocated to each shareholder shall be rounded down to a whole dollar amount of New Taiwan Dollars, and the total amount of allocation will be subject to the actual amount allocated.

5. Please authorize the Chairman to set a target date for the distribution of cash dividends after the adoption of this proposal.

Resolution:

China General Plastics Corporation 2021 Profit Distribution Table

expressed in NTD

Net profit before tax of 2021	2,621,965,589
Less: Income tax	<u>(153,289,324)</u>
Profit after tax of 2021	2,468,676,265
Add: Retained earnings adjusted for investments made under the equity method	<u>451,196</u>
Earnings after tax of 2021	2,469,127,461
Less: Legal reserve	<u>(246,912,746)</u>
Distributable net profit of 2021	2,222,214,715
Add: Beginning unappropriated earnings	<u>1,512,516,173</u>
Accumulated distributable earnings at the end of 2021	<u><u>3,734,730,888</u></u>
Distributable items: (total issued shares: 581,050,494)	
Cash dividend: 2.5/share	<u>1,452,626,235</u>
Total of distributable items	<u>1,452,626,235</u>
Unappropriated earnings at the end of 2021 transferred to the next year	<u><u>2,282,104,653</u></u>

Chairperson: Yi-Gui Wu President: Han-Fu Lin Chief Accounting Officer: Jian-Zhou Guo

Matters for Ratification and Discussion (I):

Proposal 3

Proposed by the Board

To approve the amendment to part of the “Operating Procedure for Acquisition or Disposition of Assets”.

Description : 1. Part of the “Operating Procedure for Acquisition or Disposition of Assets” is amended in accordance with related orders of the Financial Supervisory Commission.

2. The amendment to the “Operating Procedure for Acquisition or Disposition of Assets” is shown in the next page.

Resolution :

China General Plastics Corporation

The Amendment to the “Operating Procedure for Acquisition or Disposition of Assets”

After amendment	Before amendment	Description
<p>Article 6: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall comply with the following requirements:</p> <p>I. (omitted)</p> <p>II. (omitted)</p> <p>III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with <u>the self-discipline regulations of their own business associations and</u> the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience and independence.</p> <p>II. When <u>executing</u> a case, they shall appropriately plan and execute the adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected and conclusion shall be fully and accurately specified in the case working papers.</p>	<p>Article 6: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall comply with the following requirements:</p> <p>I. (omitted)</p> <p>II. (omitted)</p> <p>III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience and independence.</p> <p>II. When <u>examining</u> a case, they shall appropriately plan and execute the adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected and conclusion shall be fully and accurately specified in the case working papers.</p>	<p>Text was revised with respect to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 issued by the Financial Supervisory Commission on January 28, 2022.</p>

<p>III. They shall undertake an item-by-item evaluation of the <u>suitability</u> and fairness of the sources of data used, the parameters and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>the suitability and reasonable</u>, and that they have complied with the applicable laws and regulations</p> <p>Article 8: Operating Procedure for Acquisition or Disposition of Real Property、Equipment or its right-of-use assets</p> <p>I. (omitted) II. (omitted) III. (omitted) IV. Real estate or equipment appraisal report</p> <p>In acquiring or disposing..., shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser (the items to be noted in the appraisal report are identified in the appraisal report) and shall further comply with the following provisions: (I)~ (II) (omitted) (III) Where the professional appraiser's appraisal results meet any one of the following circumstances, unless all the appraisal results for the assets to be acquired are higher than the trading value, or all the appraisal results for the assets to be disposed of are lower than the trading value, a certified public accountant shall be engaged to render a specific</p>	<p>III. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy</u> and fairness of the sources of data used, the parameters and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>reasonable and accurate</u>, and that they have complied with the applicable laws and regulations.</p> <p>Article 8: Operating Procedure for Acquisition or Disposition of Real Property、Equipment or its right-of-use assets</p> <p>I. (omitted) II. (omitted) III. (omitted) IV. Real estate or equipment appraisal report</p> <p>In acquiring or disposing..., shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser (the items to be noted in the appraisal report are identified in the appraisal report) and shall further comply with the following provisions: (I)~ (II) (omitted) (III) Where the professional appraiser's appraisal results meet any one of the following circumstances, unless all the appraisal results for the assets to be acquired are higher than the trading value, or all the appraisal results for the assets to be disposed of are lower than the trading value, a certified public accountant shall be engaged to <u>perform the appraisal in</u></p>	<p>Text was revised with respect to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 issued by the Financial Supervisory Commission on January 28, 2022.</p>
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<p>opinion regarding the reasons for the discrepancies and the appropriateness of the trading value:</p> <ol style="list-style-type: none"> 1. The discrepancy between the appraisal result and the trading value is 20 percent or more of the trading value. 2. The discrepancy between the appraisal results of two (2) or more professional appraisers is ten (10) percent or more of the trading value. <p>(the rest omitted)</p> <p>Article 9: Operating Procedure for Acquisition or Disposition of Investment in Marketable Securities</p> <ol style="list-style-type: none"> I. (omitted) II. Procedure for determining trading terms and authorized limit <ol style="list-style-type: none"> (I) (omitted) (II) In acquiring or disposing of marketable securities, ... the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the trading value. Notwithstanding, this requirement does not apply to public quotation of the marketable securities in an active market, or not apply where otherwise prescribed by the competent securities authority. <p>The long-term investment in marketable securities referred to in the preceding subparagraphs <u>shall be approved by the Chairman of Board on a case-by-case basis. The dollar amount of the investment is more than NT\$300 million and less than NT\$500 million shall be reported to the latest Board of Directors' meeting, while the</u></p> 	<p><u>accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and</u> render a specific opinion regarding the reasons for the discrepancies and the appropriateness of the trading value:</p> <ol style="list-style-type: none"> 1. The discrepancy between the appraisal result and the trading value is 20 percent or more of the trading value. 2. The discrepancy between the appraisal results of two (2) or more professional appraisers is ten (10) percent or more of the trading value. <p>(the rest omitted)</p> <p>Article 9: Operating Procedure for Acquisition or Disposition of Investment in Marketable Securities</p> <ol style="list-style-type: none"> I. (omitted) II. Procedure for determining trading terms and authorized limit <ol style="list-style-type: none"> (I) (omitted) (II) In acquiring or disposing of marketable securities, ... the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the trading value. <u>If the CPA needs to adopt an expert's report as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> Notwithstanding, this requirement does not apply to public quotation of the marketable securities in an active market, or not apply where otherwise prescribed by the competent securities authority. <p>The long-term investment in marketable securities referred to in the preceding subparagraphs <u>less than NT\$500 million (inclusive) shall be</u></p> 	<p>Text was revised with respect to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 issued by the Financial Supervisory Commission on January 28, 2022 and Company's actual status of operations.</p>
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<p>investment more than NT\$500 million shall be subject to approval in advance by the Board of Directors upon resolution. (the rest omitted)</p> <p>Article 10: Operating procedure for dealing with transactions with stakeholders</p> <p>I. (omitted)</p> <p>II. Evaluating and operating procedure</p> <p><u>(I)</u> When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a stakeholder, or when it intends to acquire or dispose of assets other than real property or its right-of-use assets from or to a stakeholder and the trading value reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the majority of Audit Committee and passed by the board of directors:</p> <ol style="list-style-type: none"> <u>1.</u> (omitted) <u>2.</u> (omitted) <u>3.</u> (omitted) <u>4.</u> (omitted) <u>5.</u> (omitted) <u>6.</u> (omitted) 	<p><u>subject to approval by the Chairman of Board and reported to the latest Board of Directors’ meeting</u>, while the investment more than NT\$500 million shall be subject to approval in advance by the Board of Directors upon resolution. (the rest omitted)</p> <p>Article 10: Operating procedure for dealing with transactions with stakeholders</p> <p>I. (omitted)</p> <p>II. Evaluating and operating procedure</p> <p>When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a stakeholder, or when it intends to acquire or dispose of assets other than real property or its right-of-use assets from or to a stakeholder and the trading value reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more <u>(the trading value shall be calculated in the manner referred to in Paragraph 1 (7) of Article 15 herein. “Within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by Audit Committee and passed by the Board of Directors need not be counted toward the trading value)</u>, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following</p>	<p>Text was revised with respect to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 issued by the Financial Supervisory Commission on January 28, 2022 and Company’s actual status of operations.</p> <p>°</p> <p>Paragraph and subparagraph seriation change.</p>
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<p>7. (omitted)</p> <p><u>(II) By meeting the standard stated in the previous subparagraph, acquisition or disposition of equipment valuing less than NT\$500 million between the Company and the parent company, between subsidiaries, or between this Company and a subsidiary wholly owned, either directly or indirectly, by this Company shall be decided by the Chairman of Board, and then submitted to the latest Board of Directors' meeting for recognition. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Board of Directors upon resolution at first.</u></p> <p>1. Acquisition or disposal of equipment or its right-of-use assets for business operations.</p> <p>2. Acquisition or disposal of real property right-of-use assets for business operations.</p> <p><u>(III) When engaging in a transaction stated in subparagraph (I) of the preceding paragraph with an amount exceeding 10% of the Company's total assets, this Company or a subsidiary not publicly offered domestically shall submit all data as stated in subparagraph (I) to the meeting of shareholders to apply for approval before concluding the transaction contract or making the payment, except for transactions between this Company and the parent company, this Company and a subsidiary, or among subsidiaries.</u></p> <p><u>The transaction amounts as stated in subparagraphs (I) and (III) shall be calculated according to Article 15,</u></p>	<p>matters have been approved by the majority of Audit Committee and passed by the board of directors :</p> <p><u>(I) (omitted)</u></p> <p><u>(II) (omitted)</u></p> <p><u>(III) (omitted)</u></p> <p><u>(IV) (omitted)</u></p> <p><u>(V) (omitted)</u></p> <p><u>(VI) (omitted)</u></p> <p><u>(VII) (omitted)</u></p> <p>III. (omitted)</p> <p><u>IV. Acquisition or disposition of equipment valuing less than NT\$500 million (inclusive) between the Company and the parent company, between subsidiaries, or between this Company and a subsidiary wholly owned, either directly or indirectly, by this Company shall be decided by the Chairman of Board, and then submitted to the latest Board of Directors' meeting for recognition. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Board of Directors upon resolution at first.</u></p> <p><u>(I) Acquisition or disposal of equipment or its right-of-use assets for business operations.</u></p> <p><u>(II) Acquisition or disposal of real property right-of-use assets for business operations.</u></p>	
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<p><u>paragraph 1, subparagraph (VII); and “within the preceding year” as claimed in these Procedures refers to the year preceding the date of occurrence of the current transaction. The sections approved by the meeting of shareholders or the Board according to these Procedures shall be exempted from the calculation.</u></p> <p>III. (omitted)</p> <p>Article 11: Operating Procedure for Acquisition or Disposition of Intangible Assets or the right-of-use assets or Memberships</p> <p>I. (omitted) II. (omitted) III. (omitted) IV. Expert’s Evaluation Report on Intangible Assets or the right-of-use assets or Memberships Where the Company acquires or disposes..., the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the trading value.</p> <p>Article 12: Operating Procedure for Acquisition or Disposition of Derivatives</p> <p>I. Trading Principle and Policy (I) (omitted) (II) (omitted) (III) Division of authority and responsibility</p> <ol style="list-style-type: none"> 1. Procurement Dept. and Business Dept. 2. Financial Dept. <ol style="list-style-type: none"> (1) Trading personnel <ol style="list-style-type: none"> A.~C. (omitted) D. Where the trading personnel determine 	<p>Article 11: Operating Procedure for Acquisition or Disposition of Intangible Assets or the right-of-use assets or Memberships</p> <p>I. (omitted) II. (omitted) III. (omitted) IV. Expert’s Evaluation Report on Intangible Assets or the right-of-use assets or Memberships Where the Company acquires or disposes..., the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the trading value, <u>and the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p> <p>Article 12: Operating Procedure for Acquisition or Disposition of Derivatives</p> <p>I. Trading Principle and Policy (I) (omitted) (II) (omitted) (III) Division of authority and responsibility</p> <ol style="list-style-type: none"> 1. Procurement Dept. and Business Dept. 2. Financial Dept. <ol style="list-style-type: none"> (1) Trading personnel <ol style="list-style-type: none"> A.~C. (omitted) D. Where the trading personnel determine 	<p>Text was revised with respect to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 issued by the Financial Supervisory Commission on January 28, 2022.</p> <p>Amended based on the Company’s actual status of operations.</p>
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that the existing strategies shall not apply any longer due to material changes in the financial market, ..., which shall serve to be the basis for transactions after being approved by Treasurer.

E. To make evaluation per month and submit the evaluation report to Treasurer.

(2) (omitted)

3. (omitted)

4. Level of authority and authorized limit for derivatives transactions

(1) Transaction:

Level of authority engaged in the transaction	Authorized limit per transaction
Authorized trading personnel	Less than US\$1 million
Financial Dept. managers	Less than US\$5 million
President	Less than US\$10 million
Chairman of Board	<u>Exceed</u> US\$10 million

(2) Approval of transactions:

Level of authority approving the transaction	Authorized limit per transaction
Financial Dept. managers	Less than US\$5 million
President	Less than US\$10 million
Chairman of Board	<u>Exceed</u> US\$10 million

5. Performance evaluation

(1) (omitted)

(2) (omitted)

(3) Financial Dept. shall provide Treasurer with

that the existing strategies shall not apply any longer due to material changes in the financial market, ..., which shall serve to be the basis for transactions after being approved by CFO.

E. To make evaluation per month and submit the evaluation report to CFO.

(2) (omitted)

3. (omitted)

4. Level of authority and authorized limit for derivatives transactions

(1) Transaction:

Level of authority engaged in the transaction	Authorized limit per transaction
Authorized trading personnel	Less than US\$1 million (<u>inclusive</u>)
Financial Dept. managers	Less than US\$5 million (<u>inclusive</u>)
President	Less than US\$10 million (<u>inclusive</u>)
Chairman of Board	<u>More than</u> US\$10 million

(2) Approval of transactions:

Level of authority approving the transaction	Authorized limit per transaction
Financial Dept. managers	Less than US\$5 million
President	Less than US\$10 million
Chairman of Board	<u>More than</u> US\$10 million (<u>inclusive</u>)

5. Performance evaluation

(1) (omitted)

(2) (omitted)

<p>such information as evaluation on foreign exchange positions, foreign exchange market trends and market analysis for reference.</p> <p>(the rest omitted)</p> <p>Article 15: Procedure for information disclosure</p> <p>I. Standards for matter to be publicly announced and reported (I)~ (V) (omitted) (VI)Where an asset transaction other than any of those referred to in the preceding five subparagraphs, an investment in the mainland China area reaches 20 percent or more than of the Company’s paid-in capital, or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds <u>or overseas government bonds with credit ratings not lower than Taiwan’s sovereign rating.</u> 2. (omitted) <p>(the rest omitted)</p>	<p>(3) Financial Dept. shall provide <u>CFO</u> with such information as evaluation on foreign exchange positions, foreign exchange market trends and market analysis for reference.</p> <p>(the rest omitted)</p> <p>Article 15: Procedure for information disclosure</p> <p>I. Standards for matter to be publicly announced and reported (I)~ (V) (omitted) (VI)Where an asset transaction other than any of those referred to in the preceding five subparagraphs, an investment in the mainland China area reaches 20 percent or more than of the Company’s paid-in capital, or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds. 2. (omitted) <p>(the rest omitted)</p>	<p>Text was revised with respect to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 issued by the Financial Supervisory Commission on January 28, 2022.</p>
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III.Elections

Proposed by the Board

To elect nine directors.

- Description :
1. The term of all directors of the current board will expire on June 20, 2022, please elect another nine directors (including four independent directors) in accordance with the Articles of Incorporation.
 2. The candidate nomination system shall apply. AGM shall elect directors from the candidate list. Please refer to the table in the next page for the names, education, and experience of candidates.
 3. All new directors will take up their office immediately after the election for a term of three years, i.e. from May 30, 2022 to May 29, 2025.

Results :

China General Plastics Corporation

List of Candidates for Directorial Election (including independent directors)

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
1	95625	145,079,236	Union Polymer International Investment Corporation : Wu, Yi-Gui	—	College graduated Chairman: USI Corporation 、Asia Polymer Corporation 、China General Plastics Corp. 、Taita Chemical Co., Ltd. 、Acme Electronics Corporation 、USI Optronics Corporation 、Swanson Plastics Corporation CTCI Corporation Executive Director Chinese National Federation of Industries Executive Supervisors	Chairman: USI Corporation 、Asia Polymer Corporation 、China General Plastics Corp. 、Taita Chemical Co., Ltd. 、Acme Electronics Corporation 、Swanson Plastics Corporation CTCI Corporation Director Chinese National Federation of Industries Executive Director	Director Candidate
2	95625	145,079,236	Union Polymer International Investment Corporation : Lin, Han-Fu	—	Graduated from Dept. of Chemical Engineering of Chung Yuan Christian University. General Manager of Taiwan VCM Corporation Deputy General Manager of the Plastics Division of Formosa Plastics; Manager and Consultant of the Polypropylene Division of Formosa Plastics Chairman: Plastics Industry Development Center	Chairman: Taiwan VCM Corporation Vice Chairman : China General Plastics Corporation President: China General Plastics Corporation 、Taiwan VCM Corporation	Director Candidate
3	13363	46,886,185	Asia Polymer Corporation : Wang, Ke-Shun	—	Master of Business Administration, Andrews University, Michigan (U.S.A.) President: China Petrochemical Development Corporation	Chairman: USIG (Shanghai) Co., Ltd. Director : USI Corporation President: USI Corporation 、USIG (Shanghai) Co., Ltd.	Director Candidate
4	13363	46,886,185	Asia Polymer Corporation : Liu, Han-Tai	—	PhD in Chemical Engineering, Pennsylvania State University (U.S.A.) Chemical scientist engineer of Dow Chemical (U.S.A.)	Director : China General Plastics Corporation 、Asia Polymer Corporation Executive Vice President: USI Management Consulting Corp.	Director Candidate

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
5	118214	550,722	USIFE Investment Co., Ltd. : Wu, Hung-To	—	Globe Institute of Technology Maine Central General Manager & CEO: Eding Ok Technology Co., Ltd. ∙ Two Two biotechnology Co., Ltd.	Chairman & CEO: Eding Ok Technology Co., Ltd. ∙ Two Two biotechnology Co., Ltd.	Director Candidate
6	—	—	Li, Zu-De	A10241××××	Bachelor of Dentistry, Taipei Medical University. Chairman: Taipei Medical University ∙ Beijing Meida Starbucks Coffee Limited Company ∙ Shandong Kexing Bioproducts Director: Beijing Yansha Department Store Independent Director: Hsu Fu Chi International Limited (Singapore) General Manager: H&Q Asia Pacific (China) ∙ Hong Kong China Dynamic Growth Fund Managemen	Chairman: H & Q Medical Electronics Biotechnology Management Consultant Co., Ltd. Director: Taipei Medical University ∙ Diamond Capital Management Co., Ltd. ∙ Diamond Biofund Inc. ∙ Onyx Healthcare Inc. ∙ Sun Biofund Inc. ∙ iHELPER Inc. ∙ Microbio (Shanghai) Co., Ltd. Independent Director: Machvision Inc. Member of Performance Target Setting Group in Industrial Technology Research Institute	Independent Director Candidate
7	—	—	Zheng, Ying-Bin	A12123××××	MBA, National Taiwan University. Chairman: Longchen Paper & Packaging Co., Ltd.	Chairman: Longchen Paper & Packaging Co., Ltd.	Independent Director Candidate
8	—	—	Li, Liang-Xian	F10376××××	Bachelor of Chemistry, Fu Jen Catholic University. General Manager of the Alkali-chlorine and Special Alkali-chlorine Department in Greater China of Dow Chemical (U.S.A.) ∙ Asia Region President of Styron ∙ Marketing Manager of the Pacific Region Alkali-chlorine Department of Dow Chemical (U.S.A.)	None	Independent Director Candidate
9	—	—	Hsu, Chen-I	A12110××××	MBA, Swiss Business School. Chairman: TTFB Co., Ltd. ∙ Zhetai Co., Ltd. ∙ TTFB Charity Foundation.	Chairman: TTFB Co., Ltd.	Independent Director Candidate

IV.Matters for Discussion (II)

Proposed by the Board

To approve the permission of directors for competitive actions.

- Description :
1. While some new directors may engage in or operate a business similar to or within the scope of the Company's business, subject to no harm to the interests of the Company, it is proposed to allow such acts in accordance with Article 209 of the Company Act.
 2. The competitive actions in which new directors engage are shown in the next page.
 3. Please vote.

Resolution :

China General Plastics Corporation Directors' Engagment in Competitive Business Table

On the day of being elected, some directors of this Company engage in the following business items that are within the scope of business of this Company:

Union Polymer International Investment Corporation

Asia Polymer Corporation

Taita Chemical Company, Limited

Asia Polymer Corporation

China General Terminal & Distribution Corporation

Asia Polymer Corporation

Acme Electronics Corporation

USIFE Investment Co., Ltd.

Swanson Technologies Corporation

Taiwan United Venture Management Corporation
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Asia Polymer Corporation

Taita Chemical Company, Limited

Wu, Yi-Gui (Union Polymer International Investment Corporation)

A.S. Holdings (UK) Limited	Director	Swanson International Limited	Director
Acme Components (Malaysia) Sdn. Bhd.	Director	Swanson Plastics (India) Private Limited	Director
Acme Electronics (Cayman) Corp.	Chairman	Swanson Plastics (Malaysia) Sdn. Bhd.	Director
Acme Ferrite Products Sdn. Bhd.	Director	Swanson Plastics (Singapore) Pte. Ltd.	Director
APC (BVI) Holding Co., Ltd.	Director	Taita (BVI) Holding Co., Ltd.	Director
CGPC (BVI) Holding Co., Ltd.	Director	USI International Corporation	Director
CGPC America Corporation	Director	Chinese National Federation of Industries	Executive Director
Dynamic Ever Investments Ltd.	Director President	CTCI Corporation	Director
Ever Conquest Global Limited	Director	USIG (Shanghai) Co., Ltd.	Director
Ever Victory Global Limited	Director President	Taita Chemical Company, Limited	Chairman
Forever Young Co., Ltd.	Director	USI (Hong Kong) Company Limited	Director
Golden Amber Enterprises Ltd.	Director		
PT. Swanson Plastics Indonesia	Director		
Swanlake Traders Ltd.	Director		

USIFE Investment Co., Ltd.	Chairman	Swanson Plastics (Tianjin) Co., Ltd.	Director
USI Management Consulting Corp.	Chairman	Swanson Plastics (Kunshan) Co., Ltd.	Director
	President		
Taiwan VCM Corporation	Director	Swanson Plastics Corporation	Chairman
USI Corporation	Chairman	Emerald Investment Corporation	Director
APC Investment Corporation	Chairman	KHL Venture Capital Co., Ltd.	Director
USI Optronics Corporation	Chairman	Fujian Gulei Petrochemical Co., Ltd.	Chairman
Chong Loong Trading Co. Ltd.	Chairman	Taiwan United Venture Capital Corp.	Chairman
USI Education Foundation	Chairman	Taiwan United Venture Management Corporation	Chairman
Asia Polymer Corp.	Chairman	Union Polymer International Investment Corporation	Chairman
CGPC Polymer Corporation	Chairman		President
Acme Electronics Corporation	Chairman	USI Green Energy Corporation	Director
ACME Electronics (Kunshan) Co., Ltd.	Director	Zhangzhou USI Trading Co., LTD.	Director
ACME Electronics (Guangzhou) Co., Ltd.	Director		
ASK-Swanson (Kunshan) Company Limited	Director		
Swanson Technologies Corporation	Chairman		

Lin, Han-Fu (Union Polymer International Investment Corporation)

CGPC (BVI) Holding Co., Ltd.	Director	CGPC Consumer Products Corporation	President
CGPC America Corporation	Director	CGPC Polymer Corporation	Director
Taiwan VCM Corporation	Chairman		President
Continental General Plastics (ZhongShan) Co.,Ltd	Chairman	China General Terminal & Distribution Company	Director
	President		
	Chairman	Global Green Technology Corporation	Director

Wang, Ke-Shun (Asia Polymer Corporation)

Dynamic Ever Investments Ltd.	Director	Swanson Technologies Corporation	Director
Ever Victory Global Limited	Director	Taiwan United Venture Capital Corp.	Director
Swanlake Traders Ltd.	Director	INOMA Corporation	Director
Golden Amber Enterprises Ltd.	Director	USI Trading (Shanghai) Co., Ltd.	Director
Ever Conquest Global Limited	Director	Union Polymer International Investment Corporation	Director
APC (BVI) Holding Co., Ltd.	Director	USI Green Energy Corporation	Chairman
USIG (Shanghai) Co., Ltd.	Chairman President	Zhangzhou USI Trading Co., LTD.	Chairman
USI (Hong Kong) Company Limited	Director	USIFE Investment Co., Ltd.	Director
USI Management Consulting Corp.	Director	ACME Electronics (Kunshan) Co., Ltd.	Director
USI Corporation	Director President	Fujian Gulei Petrochemical Co., Ltd.	Director
Chong Loong Trading Co. Ltd.	Director President		
USI Education Foundation	Director		

Liu, Han-Tai (Asia Polymer Corporation)

Dynamic Ever Investments Ltd.	Director	INOMA Corporation	Director
Ever Victory Global Limited	Director	USI Green Energy Corporation	Director
Taiwan VCM Corporation	Director	Zhangzhou USI Trading Co., LTD.	Director
Asia Polymer Corp.	Director	USI Education Foundation	Director
Continental General Plastics (ZhongShan) Co.,Ltd	Director		
Swanson Plastics Corporation	Director		

Wu, Hung-To (USIFE Investment Co., Ltd.)

Eding Ok Technology Co., Ltd.	Director President	Two Two biotechnology Co., Ltd.	Director President
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Li, Zu-De (Independent Director)

H & Q Medical Electronics Biotechnology Management Consultant Co., Ltd.	Chairman	Onyx Healthcare Inc.	Director
Taipei Medical University	Director	Sun Biofund Inc.	Director
Diamond Capital Management Co., Ltd.	Director	iHELPER Inc.	Director
Diamond Biofund Inc.	Director	Microbio (Shanghai) Co., Ltd.	Director
		Machvision Inc.	Independent Director

Zheng, Ying-Bin (Independent Director)

L&C CO.,(BVI) LTD	Director	Shanghai Minhang Longchen Paper Co., Ltd.	Director
Metis International, Inc.	Director	Hubei Longchen Greentech Co., Ltd.	Director
Longchen Paper & Packaging Co., Ltd.	Chairman	Xiantao Longchen Greentech Co., Ltd.	Director
Qianjiang Investment Co., Ltd.	Chairman	Jingzhou Longchen Greentech Co., Ltd.	Director
Long Chen Investment Developing Co., Ltd.	Chairman	Wuhan Longchen Greentech Co., Ltd.	Director
Long Chen Paper (China) Holdings Co., Ltd.	Director	FUCHUN RESORT LIMITED	Chairman
Jiangsu Longchen Greentech Co., Ltd.	Director	Hong Kong Long Chen Paper Co., Ltd.	Director
Wuxi Longchen Greentech Co., Ltd.	Director	Hunan Longchen Green Packing Co., Ltd.	Director
Pinghu Longchen Greentech Co., Ltd.	Director	LONG CHEN PAPER JAPAN CO., LTD	Director
Suzhou Longchen Paper Co., Ltd.	Director		
Zhejiang Xiasha Longchen Packing Co., Ltd.	Director		

Hsu, Chen-I (Independent Director)

TTFB COMPANY LIMITED.	Chairman	Kung Fu Kitchen CO., LTD.	Chairman
WACHAN INTERNATIONAL LTD.	Chairman	Fresh Daily Co., LTD.	Chairman
SO DELICIOUS RESTAURANT MANAGEMENT CO., LTD.	Chairman	Great Win logistics Co., Ltd.	Chairman
TTFB WORLD CO., LTD.	Chairman	Fast gourmet Co., Ltd.	Chairman
Gourmet International Trading CO., LTD.	Chairman	TT Technology LAB CO., LTD.	Chairman
		ZHE TAI CO., LTD.	Chairman
		TTFB Charity Foundation	Chairman

V. Extemporany Motions

VI. Meeting Ajournment

Appendix 1

China General Plastics Corporation

Parliamentary Rules for Shareholders' Meetings

Amended on July 27, 2021

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

(Convening shareholders meetings and shareholders meeting notices)

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

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

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in

the form of new shares, dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act and Articles 56-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized in the subjects to be described and the essential contents shall be explained in the notice to convene the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

If re-election of the complete board of directors is listed as the purpose of a meeting of shareholders and the inauguration date is stated, after the completion of the board of directors, the inauguration date shall not be change by a motion or other means in the same meeting of shareholders.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission in writing or by way of electronic transmission; the period for submission of shareholder proposals may not be less than 10 days.

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

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

Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall

prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

(Principles determining the time and place of a shareholders meeting)

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 6

(Preparation of documents such as the attendance book)

This Corporation shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

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

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

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

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

Article 7

(The chair and non-voting participants of a shareholders meeting)

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

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

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by the directors. The attendance shall be recorded in the meeting minutes.

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

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

Article 8

(Documentation of a shareholders meeting by audio or video)

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

The recorded materials of the preceding paragraph shall be retained for at least 1 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 9

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

The chair shall call the meeting to order at the appointed meeting time, and announce relevant information of the number of non-voting shares and the number of shares in attendance, etc. 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 1 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 1 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 10

(Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Any extemporary motion(s) and/or the amendment(s) to the original proposal(s) shall be resolved. 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 and call for a vote. The time for voting shall be sufficient.

Article 11

(Shareholder speech)

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.

Report Items and matters unrelated to the proposals will not be put into discussion or vote. 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 3 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 12

(Calculation of voting shares and recusal system)

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

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

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

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

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

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

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

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

Article 14

(Election)

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 not-elected as directors and the number

of votes obtained.

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 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results of resolution (including a record made of the vote); where there is an election of directors, shall record the number of the vote for each candidate who is nominated and the minutes shall be retained for the duration of the existence of this Corporation.

Article 16

(Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

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

Article 17

(Maintaining order at the meeting place)

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

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

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

from so doing.

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

Article 18

(Recess and resumption of a shareholders meeting)

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 5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Appendix 2

China General Plastics Corporation

Articles of Incorporation

Section 1. General Provisions

- Article 1: The Company is incorporated under the Company Act of the Republic of China and named “華夏海灣塑膠股份有限公司” and “CHINA GENERAL PLASTICS CORPORAYION” in English.
- Article 2: The scope of the Company’s business is specified as follows:
1. Manufacture of plastic and raw materials.
 2. Manufacture of plastic products.
 3. Manufacture of the raw materials of plastic products.
 4. Manufacture of the printing and embossed wheel.
 5. Technical service (including design and installation), manufacture and sale of chemical equipment (including VCM plant).
 6. Marketing and commission processing business of above products.
 7. Research and extension services for the above businesses.
 8. F207110 Retail Sale of Petrochemical Materials.
 9. F107110 Wholesale of Petrochemical Materials.
 10. ZZ99999 Other than business requiring special approval, any business not prohibited or restricted by laws or regulations.
- Article 2-1: The Company’s total investment may be exempted from the restriction for no more than 40% of the paid-in capital prescribed by Article 13 of the Company Act.
- Article 2-2: The Company may make endorsement/guarantee externally due to the Company’s business needs or investment needs. The endorsement/guarantee shall be signed by the Chairman on behalf of the Company and comply with the Company’s operating procedure for making endorsement/guarantee.
- Article 3: The Company’s head office is situated in Taipei City, Taiwan, the R.O.C., and it’s factories are set up at the suitable site within the territories of the R.O.C., When necessary, the Company may set up branches or offices locally or overseas as approved by boards’ meeting.
- Article 4: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Section 2. Stocks

- Article 5: The total capital stock of the Company shall be in the amount of NT\$6,500,000,000, divided into 650,000,000 common shares, at a par value of NT\$10 per share, and may be issued in installments.
- Article 6: When issuing shares, this Company may be exempted from printing the stocks for such shares, provided that registration to and retention by a centralized securities depository enterprise shall be made. Printed stocks shall be registered stocks signed or stamped by the directors representing the Company. Such stocks shall be numbered and certified by the law prior to issuance.
- Article 7: (Deleted)
- Article 8: The Company's handling of its shareholders services shall comply with the "Regulations Governing the Administration of Shareholder Services of Public Companies" prescribed by the securities authority.
- Article 9: (Deleted)
- Article 10: (Deleted)
- Article 11: (Deleted)
- Article 12: (Deleted)
- Article 13: The transfer of shares shall not be registered within 60 days prior to the convening date of a general shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within five (5) days prior to the record date fixed by the Company for distribution of dividends, bonus or other benefits.

Section 3. Shareholders' Meeting

- Article 14: The Company's shareholders' meetings consist of the following:
1. General shareholders' meeting, shall be held once a year and within six (6) months after close of each fiscal year.
 2. Special shareholders' meeting, may be convened pursuant to laws when necessary.
- Unless otherwise provided for in laws and orders, a shareholders' meetings shall be convened by the Board of Directors.
- Article 15: Convening of a general shareholders' meeting shall be notified thirty (30) days ago. Convening of a special shareholders' meeting shall be notified fifteen (15) days ago.
- Article 16: Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act or other laws, be adopted by a majority of eligible votes of the shareholders present, who represent more than a majority of the total issued shares. A shareholder who exercises his/her/its voting power at a shareholders meeting by way of electronic transmission shall be deemed to have attended said shareholders'

meeting in person. The related matters shall be implemented in accordance with laws.

Article 17: When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-thirds or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present shareholders. A notice of such tentative resolution shall be given to each of the shareholders, and a shareholders' meeting shall be reconvened within one (1) month. In said shareholders' meeting, if the tentative resolution is again adopted by a majority of those present who represent one-thirds or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the preceding Article, unless otherwise provided in the Company Act.

Article 18: Unless otherwise provided for in laws or the Articles, each of shares held by each shareholder shall have the right to one (1) vote.

Article 19: (Deleted)

Article 20: Where any shareholder fails to attend a shareholders' meeting, he/she/it may appoint a proxy, pursuant to the Company Act and "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meeting of Public Companies", which announced by securities authority, to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.

Article 21: Unless otherwise provided for in the Company Act, a shareholders' meeting shall be convened by the Board of Directors, and chaired by the Company's Chairman of Board. Where the Chairman is absent, he/she is represented by the vice chairman. Where the vice chairman is also absent, the Chairman shall appoint a proxy to act on behalf of him/her. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. A shareholders' meeting shall be proceeded in accordance with the Company's Parliamentary Rules for Shareholders' Meetings.

Article 22: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson of the meeting and shall be, together with the shareholders' attendance book and proxy letter, if any, retained at the Company. The minutes shall be distributed to all shareholders of the Company within twenty (20) days. The distribution of the minutes may be effected by means of a public notice.

Section 4. Directors and Audit Committee

Article 23: A candidates nomination system shall be adopted by the Company for election of

independent directors and non-independent directors. The Company shall have 9~11 directors who shall be elected by the shareholders' meeting from among the name list of candidates. The Chairman of the Board of Directors shall be elected from among the directors by a majority vote at a meeting attended by over two-thirds of the directors pursuant to Article 208 of the Company Act. The Chairman of the Board of Directors shall externally represent the Company. Electing from among the directors as the vice chairman is allowed in the above way. The total shares of the Company's registered share certificates held by the whole directors shall be no less than the proportion prescribed by the competent securities authority.

Article 23-1: The directors referred to in the preceding Article shall include at least three (3) independent directors.

The professional qualifications, shares held, restrictions on concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be governed by the competent securities authority's related regulations.

Article 23-2: The Company shall establish an Audit Committee pursuant to the Securities and Exchange Act, which shall consist of all independent directors of the Company. The Audit Committee or the committee members shall be responsible for exercising a supervisor's power prescribed by the Company Act, Securities and Exchange Act, and other related laws.

Article 23-3: The Company's Board of Directors may establish other functional committees. The articles of association thereof shall be established by the Board of Directors.

Article 24: The term of a director is three years and may be eligible for re-election.

Article 25: Functions of the Board of Directors:

1. Frame the organization.
2. Decide the business policy;
3. Review important regulations and contracts;
4. Appoint and dismiss managers;
5. Set up and terminate branches and sub-factories;
6. Draft budget and financial reports;
7. Review the investment in the business rewarded by the government
8. Draft allocation of earnings;
9. Decide the issuance of new shares;
10. Enforce the resolution made by a shareholders' meeting ;
11. Exercise the powers granted pursuant to laws, "Articles of Incorporation" and by a shareholders' meeting.

Article 26: Directors' meetings which convened by the Chairman, are chaired by the Chairman. Where the Chairman is absent, the Chairman shall appoint a director to act on

behalf of him/her. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors.

Article 27: The convener shall notify each director of the agenda within seven (7) days prior to the meeting. However, in the case of emergency, the meeting may be convened at any time.

A directors' meeting may be convened in writing or by electronic transmission.

Article 28: Where any director may authorize another director in writing to attend the directors' meeting on behalf of him/her pursuant to Article 205 of the Company Act.

Resolutions at a directors' meeting shall, unless otherwise provided for in laws or "Articles of Incorporation", be adopted by a majority of eligible votes of the directors at a meeting attended by a majority of the whole directors.

Article 29: (Deleted)

Article 30: The amounts of remuneration to directors shall be determined by the shareholders' meeting based on the rate prevailing in fellow companies and the directors' participation in and contribution to the Company's operation, regardless of whether or not the Company operates of profit. If a director serves other position concurrently in the Company, he/she may be remunerated with salary according to general standard.

Article 30-1: The Board of Directors has set up a Secretariat of the Board dedicated to handling the affairs related to the Board of Directors.

Section 5. Managerial Personnel

Article 31: Job title, appointment, discharge and remuneration of the Company's managerial personnel, if any, shall be decided by a majority of the directors present at a meeting attended by a majority of the whole directors. The Company's managerial personnel shall process the Company's routine affairs per the resolution made by a directors' meeting.

Article 31-1: The Company may purchase liability insurance against the damages to be borne by directors and officers with respect to the scope of business carried out by them during their term of office.

Section 6. Final Accounts

Article 32: The Company's fiscal year shall commence from January 1 until December 31 of each year. The Board of Directors shall prepare the following reports at the end of each fiscal year and send them to the general shareholders' meeting for recognition:

1. Business report;

2. Financial statements;
3. Motion for allocation of earnings or covering of loss.

Article 33: If the Company retains earnings in the current year, it shall allocate the compensation to directors and employees. The compensation to directors shall be no more than 1% of the earnings gained in the current year, while the compensation to employees shall be no less than 1% of the earnings. Notwithstanding, if the Company retains accumulated losses, it shall reserve the amount to be covered in advance.

Said compensation to employees may be allocated in the form of shares or in cash, compensation for employees may also be distributed to employees of companies controlled by or affiliated to this Company. The specific requirements shall be defined by the Board of Directors.

If the Company has net profits after tax according to its annual financial account, the Company may, after making up all past losses, set aside a 10% legal reserve from the remainder, if any. The remaining allocable earnings, if any, plus the accumulated unappropriated earnings for prior years and the balance after provision or reversal of special earnings required by the competent authority, shall be accumulated allocable earnings, which shall be allocated according to the proposal drafted by the Board of Directors and resolution made by a general shareholders' meeting duly. The shareholders' meeting may retain the earnings, in whole or in part, subject to the overview of business.

As the industry which the Company is engaged in refers to a matured industry, when resolving to allocate earnings, in consideration of the R&D needs and diversified business, the shareholders' dividend allocable shall be no less than 10% of the allocable earnings, including the cash dividend no less than 10% of the whole dividends. Notwithstanding, no dividend shall be allocated, if the allocable earnings per share is less than NT\$0.1.

Section 7. Bylaw

Article 34: Any matters not covered herein shall be implemented in accordance with the Company Act and related laws of the R.O.C.

Article 35: The Articles of Incorporation was established on February 28, 1964. (following content omitted) 48th amendments hereto were made on June 22, 2018, 49th amendments hereto were made on June 21, 2019.

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Appendix 3

China General Plastics Corporation

Rules for Election of Directors

Amended on June 21, 2019

- Article 1: The Company's directors shall be elected in accordance with the Rules.
- Article 2: Election of the Company's directors shall be conducted at a shareholders' meeting.
- Article 3: Unless otherwise provided in related laws, the Company's directors shall be elected by the shareholders' meeting from the name list of candidates.
- Article 4: Quota of the Company's directors shall be based on the quota defined in the Company's Articles of Incorporation and approval by the Board of Directors.
- Article 5: The election of the Company's directors shall adopt an open cumulative voting system. In the process of electing directors at a shareholders' meeting. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. The votes which is cast on the site at the shareholders' meeting. Attendance card numbers printed on the ballots may replace the names of voting shareholders. The voters' equity shall be based on the Company's roster of shareholders. Election of the Company's independent directors and non-independent directors shall adopt the candidate nomination system referred to in Article 192-1 of the Company Act.
- Article 6: The Company's independent and non-independent directors shall be elected at the same time, but in separately calculated numbers. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elected. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- The votes referred to in Paragraph 1 shall be calculated based on the votes cast at the shareholders' meeting plus e-votes.
- For the e-voting result referred to in the preceding paragraph, an entity which meets Article 44-6 of the Regulations Governing the Administration of Shareholder Services of Public Companies shall be commissioned to verify the shareholders' identity and votes and certify the statistics of votes prior to the shareholders' meeting.
- Article 7: The Board of Directors shall prepare ballots to be cast at the shareholders' meeting. The ballots shall be affixed with the Company's official seal, as well as the voters'

attendance card number and number of votes.

For the election of the Company's directors, shareholders may choose to exercise their voting right in electronic form or by balloting on the site.

Shareholders who choose to exercise their voting right in an electronic form shall exercise the right on the e-voting platform designated by the Company.

Article 8: The chairperson shall designate several monitoring and counting personnel prior to the election to perform their duty.

Article 9: The ballot box and lot-drawing box at the shareholders' meeting shall be prepared by the Company and inspected by the monitoring personnel openly before the voting or lot drawing.

Article 10: The voters shall complete the relevant information based on the name list of candidates identified in the shareholders' meeting handbook. Each ballot may enter only one candidate. When the candidate is a shareholder, please enter his/her account number and account name; otherwise, please enter the candidate's name and ID No. When the candidate is a governmental organization or juristic person, the name of the governmental organization or juristic person shall be entered or both the name of the governmental organization or juristic person and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered. Shareholders may enter their seals to replace completion of the information about candidates referred to in the preceding paragraph.

Article 11: A ballot is invalid under any of the following circumstances at the shareholders' meeting:

- I. The ballot adopted is not that prepared pursuant to the Rules.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable.
- IV. Names and related information of the candidates, or the number of voting rights allotted is altered.
- V. The check shows that the information completed pursuant to the preceding Article is inconsistent with the information related to the nominated candidate.
- VI. Other words or marks are entered in addition to the information completed pursuant to the preceding Article and the number of voting rights allotted.
- VII. The candidate identified is not a candidate who is nominated, or the quota of candidates exceed the number of candidates to be elected.
- VIII. Total of voting rights allotted exceed the number of votes held by voters.

Where the shareholders exercise their votes in an electronic form, the invalid ballots shall be identified pursuant to the Rules and also the related laws

promulgated by the competent authority.

- Article 12: Where the total of voting rights allotted are less than the number of votes held by the voters, the decreased votes shall be waived.
- Article 13: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the results of calculation of e-voting, shall be announced by the chairperson on the site.
- Article 14: The Company shall issue notifications to the persons elected as directors.
- Article 15: The ballots for the election cast on the site, together with the e-voting materials, shall be sealed with the signatures/seals of the monitoring personnel and kept by the Company in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 16: Any matters not covered herein shall be implemented in accordance with the Company Act, the Company's Articles of Incorporation, and other related laws.
- Article 17: The Rules shall be enforced upon approval by a shareholders' meeting. The same shall apply where the Rules are amended.

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Appendix 4

China General Plastics Corporation

Operating Procedure for Acquisition or Disposition of Assets

Amended on June 21, 2019

Article 1: Purpose

The Operating Procedure is established in order to protect assets and fulfill the information disclosure.

Article 2: Legal basis

The Operating Procedure is adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act (hereinafter referred to as “the Act”) and “Regulations Governing the Acquisition and Disposition of Assets by Public Companies”.

Article 3: Scope of assets

- I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, and asset-backed securities, et al.
- II. Real property (including land, houses and buildings, investment property and rights to use land) and equipment.
- III. Memberships.
- IV. Such intangible assets as patents, copyrights, trademarks, and franchise rights.
- V. Right-of-use assets
- VI. Derivatives.
- VII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- VIII. Other substantial assets.

Article 4: Definitions:

- I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or

structured products containing embedded derivatives. The term “forward contracts” does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, and long-term purchase (sales) agreements.

- II. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act or other laws, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter referred to as the “transfer of shares”) under under Article 156 of 3 of the Company Act.
- III. Stakeholder or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional appraiser: A real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
- V. Date of occurrence: Contracting date, date of payment, date of consignment trade, date of transfer, dates of boards of directors’ resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
- VI. Mainland China area investment: Investments in Mainland China approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in Mainland China.
- VII. Over-the-counter venue (“OTC venue,” “OTC”): “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct a securities business.
- VIII. The “latest financial statements” referred to herein shall mean the financial statements certified or audited by an external independent auditor as disclosed by the company in the most recent period before acquisition or disposition of assets.
- IX. For the calculation of 10 percent of total assets herein, the total assets stated in the latest individual or separate financial statements prepared under the

Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

- X. In the case of a company whose shares have no par value or a par value other than NT\$10, trading values of 20 percent of paid-in capital shall be substituted by 10 percent of equity attributable to owners of the parent.

Article 5: Limit of investment in real property for non-operating purpose and its right-of-use assets and marketable securities

Limit on said assets acquired by the Company and each subsidiary is set as following:

- (I) Total investment in real property for non-operating purpose or its right-of-use assets shall be no more than 20% of the Company's net value, and 100% of net value of the Company's subsidiary. (No more than 150% of net value of the Company's investment purpose subsidiary, if any.)
- (II) Total investment in marketable securities shall be no more than 200% of the Company's net value, and investment in production and sale of any products other than petrochemical products no more than 100% of the Company's net value. Total investment by a subsidiary shall be no more than 150% of the Company's net value, including investments in production and the sale of any products other than petrochemical products for no more than 100% of the Company's net value. (No more than 150% of the Company's net value, in the case of investment purpose subsidiary.)
- (III) Total investment in individual securities of a subsidiary in which the Company holds more than 50% (inclusive) of its shares shall be no more than 150% of the Company's net value, while total investment in individual securities of a subsidiary in which the Company holds less than 50% of its shares shall be no more than 100% of the Company's net value. Total investment in individual securities of an indirect subsidiary in which the subsidiary holds more than 50% (inclusive) of its shares shall be no more than 200% of the subsidiary's net value, while total investment in individual securities of an indirect subsidiary in which the subsidiary holds less than 50% of its shares shall be no more than 150% of the subsidiary's net value. (No more than 200% of net value of the investment purpose subsidiary, if any.)

Article 6: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall

comply with the following requirements:

- I. May not have previously received a final and non-appealable sentence of imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents or occupational crime. However, this provision does not apply if three years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence or since a pardon has been received.
- II. May not be a related party or de facto related party of any party to the transaction.
- III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:

- I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience and independence.
- II. When examining a case, they shall appropriately plan and execute the adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected and conclusion shall be fully and accurately specified in the case working papers.
- III. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy and fairness of the sources of data used, the parameters and the information, as the basis for issuance of the appraisal report or the opinion.
- IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with the applicable laws and regulations.

Article 7: Where the Company acquires or disposes of assets through court auction procedures, the documentary evidence issued by the court may substitute the appraisal report or CPA opinion.

Article 8: Operating Procedure for Acquisition or Disposition of Real Property、Equipment or its right-of-use assets

I. Evaluating and operating procedure

The Company's acquisition or disposition of real estate and equipment or its right-of-use assets shall follow the real estate, plant and equipment circulation procedure under the Company's internal control system.

II. Procedure for determining trading terms and authorized limit

- (I) Acquisition or disposition of real estate or its right-of-use assets shall take into consideration announced current value, appraised value, and trading value of neighboring real estate or its right-of-use assets. An analysis report shall be submitted to the Chairman of Board after trading terms and trading value are decided. In the case of value less than NT\$500 million (inclusive), the acquisition or disposition shall be subject to approval by the Chairman of Board for approval and reported at the latest Board of Directors' meeting. In the case of value more than NT\$500 million, the acquisition or disposition shall be subject to approval of the Board of Directors upon resolution in advance.
- (II) Acquisition or disposition of equipment or its right-of-use assets shall be carried out in the form of price inquiry, price comparison, price negotiation or tender invitation. Acquisition or disposition of equipment valuing less than NT\$500 million (inclusive) shall be subject to approval by level of authority pursuant to authorization rules. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Chairman of Board, and by the Board of Directors upon resolution in advance.

III. Execution unit

The Company's acquisition or disposition of real estate or equipment or its right-of-use assets shall be subject to approval by the level of authority referred to in the preceding paragraph, and completed by the requesting department and responsible unit.

IV. Real estate or equipment appraisal report

In acquiring or disposing of real property, equipment or its right-of-use assets where the trading value reaches 20 percent of the Company's paid-in capital or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (5) of Article 15 herein. "Within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the trading value), the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or

acquiring or disposing of equipment or its right-of-use assets for operating purpose, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser (the items to be noted in the appraisal report are identified in the appraisal report) and shall further comply with the following provisions:

- (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the trading value, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the trading terms.
- (II) Where the trading value is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (III) Where the professional appraiser's appraisal results meet any one of the following circumstances, unless all the appraisal results for the assets to be acquired are higher than the trading value, or all the appraisal results for the assets to be disposed of are lower than the trading value, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reasons for the discrepancies and the appropriateness of the trading value:
 1. The discrepancy between the appraisal result and the trading value is 20 percent or more of the trading value.
 2. The discrepancy between the appraisal results of two (2) or more professional appraisers is ten (10) percent or more of the trading value.
- (IV) No more than three (3) months may elapse between the date of the appraisal report issued by a professional appraiser and the contracting date; provided, where the publicly announced current value for the same period applies and not more than six (6) months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 9: Operating Procedure for Acquisition or Disposition of Investment in Marketable Securities

I. Evaluating and operating procedure

The Company's purchase and sale of marketable securities shall follow the investment circulation procedure under the Company's internal control system.

II. Procedure for determining trading terms and authorized limit

- (I) Responsible unit shall carry out the transaction of marketable securities traded in the Stock Exchange Market or a securities firm's business place within the limit authorized by the Board of Directors after judging the market condition.
- (II) In acquiring or disposing of marketable securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the object company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the trading value, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (7) of Article 15 herein. "Within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the trading value), the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the trading value. If the CPA needs to adopt an expert's report as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. Notwithstanding, this requirement does not apply to public quotation of the marketable securities in an active market, or not apply where otherwise prescribed by the competent securities authority.

The long-term investment in marketable securities referred to in the preceding subparagraphs less than NT\$500 million (inclusive) shall be subject to approval by the Chairman of Board and reported to the latest Board of Directors' meeting, while the investment more than NT\$500 million shall be subject to approval in advance by the Board of Directors upon resolution.

III. Execution unit

The Company's investment in marketable securities shall be subject to approval by the level of authority referred to in the preceding paragraph, and completed by Financial Dept.

Article 10: Operating procedure for dealing with transactions with stakeholders

- I. When the Company engages in any acquisition or disposition of assets from or to a stakeholder, in addition to adopting the procedures referred to in

Article 8, Article 9 and Article 11 herein, the Company shall also ensure that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised according to the following requirement. That is, if the trading value reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions herein. When judging whether a trading counterpart is a stakeholder, in addition to legal formalities, the substance of the relationship shall also be considered.

II. Evaluating and operating procedure

When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a stakeholder, or when it intends to acquire or dispose of assets other than real property or its right-of-use assets from or to a stakeholder and the trading value reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (7) of Article 15 herein. "Within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by Audit Committee and passed by the Board of Directors need not be counted toward the trading value), except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the majority of Audit Committee and passed by the board of directors :

- (I) The purpose, necessity and anticipated benefit of acquisition or disposition of assets.
- (II) The reason for choosing the stakeholder as a trading counterpart.
- (III) With respect to the acquisition of real property or its right-of-use assets from a stakeholder, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraph 3 herein.
- (IV) The date and price at which the stakeholder originally acquired the real property, the original trading counterpart, and that trading counterpart's relationship with the Company and the stakeholder.
- (V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds

utilization.

- (VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
- (VII) Restrictive covenants and other important stipulations associated with the transaction.

III. Evaluation on reasonableness of transaction costs

- (I) Acquiring real property or its right-of-use assets from a stakeholder, the Company shall evaluate the reasonableness of the transaction costs in the following manners:
 - 1. Based upon the stakeholder's trading value plus necessary interest on funding and the costs to be duly borne by the buyer.
"Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property, provided that it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 - 2. Total loan value appraisal from a financial institution where the stakeholder has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one (1) year or more.
However, this shall not apply where the financial institution is a stakeholder of one of the trading counterparts.
- (II) Where land and structures thereupon are combined as a single property purchased or leased in one (1) transaction, the transaction costs for the land and the structures may be separately appraised in any of the manners referred to in the preceding paragraph.
- (III) When acquiring real property or its right-of-use assets from a stakeholder and appraising the cost of the real property or its right-of-use assets in accordance with Subparagraph (I) and Subparagraph (II) shall also engage a CPA to check the appraisal and render a specific opinion.
- (IV) When the results of the Company's appraisal conducted in accordance with Subparagraph (I) and Subparagraph (II) are uniformly lower than the trading value, Subparagraph (V) shall apply. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a

professional real property appraiser and a CPA has been obtained, this restriction shall not apply:

1. Where the stakeholder acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the stakeholder's construction cost plus reasonable construction profit are valued in excess of the actual trading value. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the stakeholder's construction division over the most recent three (3) years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (2) Completed transactions by any persons other than stakeholders within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price or lease discrepancies in floor or area land prices in accordance with standard property market practices.
2. Where the Company provides evidence that the terms of the transaction for acquisition of real estate or the right-of-use assets acquired by lease from a stakeholder are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by any persons other than stakeholders within the preceding year. The completed transactions for neighboring or closely valued parcels of land referred to in the preceding paragraph in principle refer to the parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value. The transaction for similarly sized parcels in principle refers to the transaction completed by any persons other than stakeholders for parcels with a land area of no less than 50 percent of the property in the planned transaction. The "within the preceding year" refers to the year preceding the date of occurrence of the acquisition of the real property or the right-of-use assets.

- (V) When the results of the Company's appraisal conducted in accordance with Subparagraph (I) and Subparagraph (II) are uniformly lower than the trading value, the following requirements shall apply.
1. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41 of the Act against the difference between the real property or the right-of-use assets trading value and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares.
 2. Audit Committee shall comply with Article 218 of the Company Act.
 3. Actions taken pursuant to Item 1 and Item 2 of this subparagraph shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

Where the Company has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value or termination of lease of the assets it purchased or lease at a premium; or they have been disposed of; or adequate compensation has been made; or the status quo ante has been restored; or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent securities authority has given its consent.

- (VI) Where the Company acquires real property or the right-of-use assets from a stakeholder and one of the following circumstances exists, the acquisition shall be conducted in accordance with the evaluation and operating procedure referred to in Paragraph 2 of this Article, while the evaluation on reasonableness of transaction costs requirements referred to in Subparagraphs (I), (II) and (III) of this paragraph shall not apply:
1. The stakeholder acquired the real property or the right-of-use assets through inheritance or as a gift.
 2. More than five (5) years will have elapsed from the time the stakeholder signs the contract to obtain the real property or the right-of-use assets to the signing date for the current transaction.
 3. The real property is acquired through signing of a joint development contract with the stakeholder, or through engaging a stakeholder to build real property, either on the Company's own land or on rented land.

4. The rights-of-use of the real property for business use are acquired by and between this Company and the parent company, between subsidiaries, or between this Company and a subsidiary wholly owned, either directly or indirectly, by this Company.

(VII) When the Company obtains real property or the right-of-use assets from a stakeholder, it shall also comply with the Subparagraph (V) if there is other evidence indicating that the acquisition is not an arm's length transaction.

IV. Acquisition or disposition of equipment valuing less than NT\$500 million (inclusive) between the Company and the parent company, between subsidiaries, or between this Company and a subsidiary wholly owned, either directly or indirectly, by this Company shall be decided by the Chairman of Board, and then submitted to the latest Board of Directors' meeting for recognition. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Board of Directors upon resolution at first.

(I) Acquisition or disposal of equipment or its right-of-use assets for business operations.

(II) Acquisition or disposal of real property right-of-use assets for business operations.

Article 11: Operating Procedure for Acquisition or Disposition of Intangible Assets or the right-of-use assets or Memberships

I. Evaluating and operating procedure

The Company's acquisition or disposition of Intangible Assets or the right-of-use assets or Memberships shall follow the real estate, plant and equipment circulation procedure under the Company's internal control system.

II. Procedure for determining trading terms and authorized limit

To be based on the Operating Procedure for Acquisition or Disposition of Equipment.

III. Execution unit

The Company's acquisition or disposition of Intangible Assets or the right-of-use assets or Memberships shall be subject to approval by the level of authority referred to in the preceding paragraph, and completed by the requesting department or administrative department.

IV. Expert's Evaluation Report on Intangible Assets or the right-of-use assets or Memberships

Where the Company acquires or disposes of Intangible Assets or the right-of-use assets or Memberships and the trading value reaches 20 percent or more of paid-in capital or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (7) of Article 15 herein. “Within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a CPA's opinion has been obtained need not be counted toward the trading value), except in transactions with a government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the trading value, and the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

Article 12: Operating Procedure for Acquisition or Disposition of Derivatives

I. Trading Principle and Policy

(I) Types of transaction

1. The derivatives which the Company is engaged in means the trading contracts (exclusively mean the forward contracts, options contracts, interest rate or foreign exchange rate contracts, swap contracts, and compound contracts combining the above products), whose value is derived from assets, interest rates, foreign exchange rates, or other interests. Any transaction involving other major derivatives shall be approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution in advance.
2. The Operating Procedure shall not apply to repurchase agreement (RP), if any.

(II) Business strategies

1. For non-operating purpose:
In order to hedge against risk, it is advisable to choose the trading products capable of hedging against the risk derived from the Company's business.
2. For operating purpose:
Subject to flexibility and mobility.

(III) Division of authority and responsibility

1. Procurement Dept. and Business Dept.
To provide the foreign exchange positions for next three (3) months and related documents by 25th day of each month to help

Financial Dept. calculate the Company's overall foreign exchange positions.

2. Financial Dept.

(1) Trading personnel

- A. To be responsible for researching and drafting the derivatives trading strategies throughout the Company.
- B. The trading personnel shall calculate the positions, collect market information, judge trends and evaluate risk once per two (2) weeks to research and draft operating strategies, which shall serve to be the basis for transactions after being approved subject to the level of authority.
- C. To execute transactions per the level of authority and existing strategies.
- D. Where the trading personnel determine that the existing strategies shall not apply any longer due to material changes in the financial market, the trading personnel shall provide their evaluation report at any time and re-draft strategies, which shall serve to be the basis for transactions after being approved by CFO.
- E. To make evaluation per month and submit the evaluation report to CFO.

(2) Personnel dedicated to settlement: To perform the function of settlement.

3. Accounting personnel

- (1) To execute confirmation of transactions.
- (2) To review whether transactions are conducted per the level of authority and existing strategies.
- (3) Accounting.
- (4) To make declaration and disclosure per the competent securities authority's requirements.

4. Level of authority and authorized limit for derivatives transactions

(1) Transaction:

Level of authority engaged in the transaction	Authorized limit per transaction
Authorized trading	Less than US\$1 million (inclusive)

Level of authority engaged in the transaction	Authorized limit per transaction
personnel	
Financial Dept. managers	Less than US\$5 million (inclusive)
President	Less than US\$10 million (inclusive)
Chairman of Board	More than US\$10 million

(2) Approval of transactions:

Level of authority approving the transaction	Authorized limit per transaction
Financial Dept. managers	Less than US\$5 million
President	Less than US\$10 million
Chairman of Board	More than US\$10 million (inclusive)

5. Performance evaluation

- (1) Accounting Dept. shall be responsible for providing Financial Dept. with the summary report on the Company's stated foreign exchange rate, interest rate cost and income generated from derivatives transactions.
- (2) In order to completely control and express the evaluation risk over transactions, the Company evaluates the income through monthly statement.
- (3) Financial Dept. shall provide CFO with such information as evaluation on foreign exchange positions, foreign exchange market trends and market analysis for reference.

6. Definition of total contract amount and maximum loss limit

(1) Total contract amount

A. Limit for non-operating purpose

a. Foreign exchange rate hedging

Financial Dept. shall control the Company's entire positions to evade trading risk. Total authorized trading value shall be no more than the receivables/payables already held and expected to be generated from the Company's business or net

positions after offset of assets and liabilities.

- b. Any hedges other than foreign exchange rate Financial Dept. shall be no more than the position exposed by the Company to the given risk.

B. Limit for operating purpose

The total amount of any contract shall be no more than 10% of the net value referred to in the Company's financial statements for the last quarter of the most recent fiscal year.

(2) Definition of maximum loss limit

- A. For non-trading purpose: Limits on aggregate losses or losses on individual contracts are 15% of the total contract amount or individual contract amount.

- B. For trading purpose: Limits on aggregate losses or losses on individual contracts are 15% of the total contract amount or individual contract amount.

II. Risk management policies

(I) Credit risk management

Considering that risk over operation of derivatives might arise due to changes of various factors in the market, the market risk shall be managed in the following manners:

1. Trading counterpart: Primarily domestic/foreign renowned financial institutions.
2. Trading product: Limited to the products provided by domestic/foreign renowned financial institutions.
3. Trading value: The value of transactions with the same trading counterpart which have not yet been offset shall be no more than 30% of the total authorized limit, unless with approval from the Chairman of Board.

(II) Market risk management

To be primarily the public foreign exchange market provided by banks, excluding futures market for the time being.

(III) Liquidity risk management

In order to ensure the market liquidity, the Company selects the derivatives with high liquidity primarily (to be offset on the market from time to time). The financial institution commissioned to engage in trading shall have sufficient information and ability to engage in trading in any market at any time.

(IV) Cash flow risk management

In order to ensure stability of the Company's working fund, the Company's source of fund for trading derivatives shall be limited to its own fund, and the operating amount shall take into consideration the funding need for cash income and expenditure forecast for future six (6) months.

(V) Operating risk management

1. To strictly comply with the Company's authorized limit and operating procedures, and include internal audit to avoid operating risk.
2. Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
3. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board of Directors or senior management personnel with no responsibility for trading or position decision-making.
4. Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the Board of Directors.

(VI) Commodity risk management

Internal personnel dedicated to trading shall have complete and correct knowledge about derivatives and demand that banks should make full risk disclosure to avoid the risk over misuse of derivatives.

(VII) Legal risk management

Documents to be signed with financial organizations shall be signed officially after being reviewed by personnel dedicated to foreign exchange and legal affairs, or legal advisers to avoid legal risk.

III. Accounting principles

Accounting and preparation of financial statements for the Company's derivatives trading shall comply with the Statements of Financial Accounting Standards.

IV. Internal audit system

- (I) The internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a

monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, Audit Committee shall be notified in writing.

(II) The internal audit personnel shall submit the audit report, together with details about the audit conducted in the year of internal audit, to the competent securities authority by the end of February of next year, and report correction of irregular circumstances, if any, to the competent securities authority by the end of May of next year, at the latest.

V. When the Company engages derivatives trading, the Board of Directors shall faithfully supervise and manage such trading in accordance with the following principles:

(I) A designated senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk, in the following manners:

1. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the procedures for engaging in derivatives trading formulated by the Company.
2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors. Where the Company has independent directors, an independent director shall be present at the meeting and express an opinion.

(II) Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's permitted scope of tolerance.

(III) The Company shall report to the latest meeting of the Board of Directors after it authorizes the relevant personnel to handle derivatives trading in accordance with the procedures for engaging in derivatives trading formulated by the Company.

(IV) When engaging in derivatives trading, the Company shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated under Subparagraph (V) of Paragraph 2 and Subparagraph (I) and Subparagraph (II) of Paragraph

5 herein shall be recorded in detail in the log book.

Article 13: Operating procedure for mergers, demergers, acquisitions, or transfer of shares

I. Evaluating and operating procedure

- (I) When engaging in mergers, demergers, acquisitions, or transfer of shares, it is advisable for the Company to retain a CPA, attorney-at-law, and securities underwriter to research and draft the schedule for statutory procedures jointly, and organize a taskforce to execute the procedures pursuant to law. Prior to convening the board of directors to resolve on motions, the Company shall retain a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and approval. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital. In case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.
- (II) The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in Paragraph 1 (I) herein when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, follow-up measures, and scheduled date of the next shareholders meeting.

II. Other requirements

- (I) Date of board of directors meeting: A company participating in a

merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the competent securities authority is notified in advance of extraordinary circumstances and grants consent. A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction.

- (II) Written undertaking of confidentiality: Every person participating in or knowing the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- (III) Principles for changing share exchange ratio or acquisition price: The Company may not arbitrarily alter the share exchange ratio or acquisition price unless circumstances permitting alteration has been provided in the contract for the merger, demerger, acquisition, or transfer of shares. The conditions on which share exchange ratio or acquisition price may be changed:
 - 1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares without consideration, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, and other equity based securities.
 - 2. An action, such as a disposition of major assets, affects the Company's financial operations.
 - 3. An event, such as a major disaster or major change in technology, affects shareholders' equity or securities price.
 - 4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
 - 5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - 6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
- (IV) Contents to be referred to in the contract: The contract shall record the

rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, in addition to the following:

1. Handling of breach of contract.
 2. Principles for handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 4. The manner of handling changes in the number of participating entities or companies.
 5. Preliminary progress schedule for plan execution, and anticipated completion date.
 6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- (V) In case of changes in the number of participating companies: After public disclosure of the information, if any participating company intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer. This is provided that where the number of participating companies is decreased and a participating company's shareholders' meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
- (VI) Where any of the participating companies is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Subparagraphs (I), (II) and (V) of Paragraph 2 herein.
- (VII) The Company shall prepare a full written record of the following information and retain it for five (5) years for reference:
1. Basic identification data for personnel: Including the job titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in any merger,

demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.

2. Dates of material events: Including execution of any letter of intent or memorandum of understanding, retaining of a financial or legal advisor, execution of a contract, and convening of a Board of Directors' meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board of Directors meetings.

(VIII) The Company shall, within two (2) days counting inclusively from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in Item 1 and Item 2 of the preceding subparagraph to the competent securities authority for recordation.

(IX) Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded at a securities firm's business place, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions referred to in the preceding subparagraphs.

Article 14: Any transaction involving acquisition or disposition of major assets shall be approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution in advance. With respect to the Company's acquisition or disposition of assets that is subject to the approval of the Board of Directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to each Audit Committee member. Where the Company has assigned the position of independent director, when a transaction is submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors' meeting.

Article 15: Procedure for information disclosure

I. Standards for matter to be publicly announced and reported

(I) Acquisition or disposal of real property or the right-of-use assets from

or to a stakeholder, or acquisition or disposition of assets other than real property or the right-of-use assets from or to a stakeholder where the trading value reaches 20 percent or more of the Company's paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more. If provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

- (II) Mergers, demergers, acquisitions, or transfer of shares.
- (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out herein.
- (IV) Where the type of asset acquired or disposed of is equipment or the right-of-use assets for operating purpose, the trading counterpart is not a stakeholder, and the trading value meets any of the following criteria:
 - 1. For the company whose paid-in capital is less than NT\$10 billion, the trading value reaches NT\$500 million or more.
 - 2. For the company whose paid-in capital is more than NT\$10 billion, the trading value reaches NT\$1 billion or more.
- (V) Where land is acquired from non-stakeholders under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction reaches NT\$500 million.
- (VI) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, an investment in the mainland China area reaches 20 percent or more than of the Company's paid-in capital, or NT\$300 million; provided, this shall not apply to the following circumstances:
 - 1. Trading of domestic government bonds.
 - 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (VII) The amount of transactions above shall be calculated as follows:
 - 1. Amount of any individual transaction.
 - 2. The cumulative transaction amount of acquisitions and

dispositions of the same type of underlying asset with the same trading counterpart within the preceding year.

3. The cumulative transaction amount of real property or the right-of-use assets acquisitions and dispositions (cumulative acquisitions and dispositions, respectively) within the same development project within the preceding year.
4. The cumulative transaction amount of securities acquisitions and dispositions (cumulative acquisitions and dispositions, respectively) within the same security within the preceding year.

(VIII) “Within the preceding year” as used in the preceding subparagraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the trading value.

II. Time limit for public announcement and report

Where the Company’s acquisition or disposition of assets involves the items to be announced or trading value which meets the standards for public announcement and report referred to herein, the Company shall publicly announce and report the relevant information within two (2) days counting inclusively from the date of occurrence of the event.

III. Procedure for public announcement and report

- (I) The Company shall publicly announce and report the relevant information on the competent securities authority’s designated website.
- (II) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies, and enter the information in the prescribed format into the information reporting website designated by the competent securities authority by 10th day of each month.
- (III) When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two (2) days counting inclusively from the date of knowing of such error or omission.
- (IV) When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company’s

headquarters, where they shall be retained for five (5) years, unless otherwise provided in laws.

- (V) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with this Article, a public report of relevant information shall be made on the information reporting website designated by the competent securities authority within two (2) days counting inclusively from the date of occurrence of the event:
1. Change, termination, or rescission of a contract signed in regard to the original transaction.
 2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 3. Change to the originally publicly announced and reported information.

Article 16: The Company's subsidiaries shall comply with the following requirements:

- I. The subsidiaries shall also adopt the "Operating Procedure for Acquisition or Disposition of Assets" in accordance with the "Regulations Governing the Acquisition and Disposition of Assets by Public Companies".
- II. Information required to be publicly announced and reported in accordance with standards for public announcement and report referred to in the "Regulations Governing the Acquisition and Disposition of Assets by Public Companies" on acquisitions and disposition of assets by a subsidiary of the Company that is not itself a public company in Taiwan shall be reported by the Company on behalf of the subsidiary.
- III. The paid-in capital or total assets requirements in the disclosure and reporting criteria of subsidiaries shall be subject to the paid-in capital or total assets of this Company.

Article 17: Penalty

Where the Company's employees handle acquisition or disposition of assets in violation of the Operating Procedure, the employees shall be reported for performance appraisal pursuant to the Company's personnel management rules and employees' work rules and disciplined subject to seriousness of the case.

Article 18: Enforcement and amendment

The Operating Procedure shall be enforced upon agreement by a majority of the Audit Committee members, and subject to resolution by a board of directors

meeting and approval by a shareholders' meeting. If a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to the Audit Committee and also state it to a shareholders' meeting for discussion.

Where the Company has assigned the position of independent director, when the Operating Procedure is submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Article 19: Bylaw

Any matters not covered herein shall be implemented in accordance with related laws and regulations

Attachment 1

The appraisal report shall record the following:

- I. Notes to be recorded pursuant to the Regulations on Real Estate Appraisal.
- II. Notes about professional appraisers and their officers.
 - (I) The name, capital, organization structure and staffs of professional appraisers.
 - (II) Name, age and educational background & work experience (with related certificates) of the appraiser's officer, and year and period for which they have engaged in appraisal, and number of appraisal cases undertaken by them.
 - (III) Relationship among the professional appraiser, officer and client.
 - (IV) Issuance of the statement certifying that "the appraisal report is free from any false or concealed statement".
 - (V) Date of the appraisal report.
- III. The basic information about subject property shall include, at least, the name and nature, location and occupied area of the subject property.
- IV. Comparable cases for transaction of real estate with the district where the subject property is situated.
- V. Where the appraisal adopts limited price, specified price, or special price, please specify the conditions for the limited price, specified price or special price and whether such conditions are met, and the cause and reasonableness of difference from fair price, and whether the limited price, specified price or special price can duly serve as the reference for transaction price.
- VI. The joint-construction contract, if any, shall state the reasonable allocation ratio between both parties.
- VII. Estimation of land value increment tax.
- VIII. Where the appraisal results given by the professional appraisers on the same date differ by 20% or more, whether Article 41 of the Real Estate Appraiser Act has applied.
- IX. The attachments shall consist of the statement of appraisal on the subject property, ownership registration information, transcript of cadastral map, urban planning scheme, location map of the subject property, land zoning certificate, and photos showing current status of the subject property.

Appendix 5

China General Plastics Corporation

Stake of Directors

Title	Name	Stake
Chairperson	Yi-Gui Wu (Representative of Union Polymer International Investment Corporation)	145,079,236
Vice Chairman	Han-Fu Lin (Representative of Union Polymer International Investment Corporation)	
Director	Ke-Shun Wang (Representative of Union Polymer International Investment Corporation)	
Director	Han-Tai Liu (Representative of Union Polymer International Investment Corporation)	
Director	Zhen-Tu Liu (Representative of Union Polymer International Investment Corporation)	
Director	Hung-To Wu (Representative of Union Polymer International Investment Corporation)	
Independent Director	Zu-De Li	0
Independent Director	Ying-Bin Zheng	0
Independent Director	Liang-Xian Li	0
Total Stake of Directors		145,079,236
Stake by Law of Directors		18,593,615

Note: 1. The said stake is the number of shares registered in the List of Shareholders dated by the book due date (April 1) of the 2022 AGM.

2. The total issued shares of CGPC are 581,050,494 shares.

Appendix 6

The Impact of Stock Dividend Issuance on Business

Performance, EPS, and ROE: No estimates should be disclosed as no financial forecast was made for 2022.

Item	Year	2022 (Estimates)	
Beginning paid-in capital		NT\$5,810,504,940	
Stock dividend of the year (Note 1)	Cash dividend per share	NT\$2.5	
	Stock dividend per share for capitalization with earnings.	0 share	
	Stock dividend per share for capitalization with capital reserve.	0 share	
Impact on business performance	Operating income	N/A (Note 2)	
	Rate of increase (decrease) of operating income YOY		
	Net profit after tax		
	Rate of increase (decrease) of net profit after tax YOY		
	EPS		
	Rate of increase (decrease) of EPS YOY		
	Average ROI (reciprocal of average price-earnings ratio (PER))		
Proposed EPS and PER	If issuing dividends in cash for capitalization with earnings		Proposed EPS
			Proposed annual average ROI
	If no capitalization with legal reserve		Proposed EPS
			Proposed annual average ROI
	If issuing dividends in cash for capitalization with earnings without capitalization with legal reserve		Proposed EPS
			Proposed annual average ROI

Note 1: Dividend distribution for 2021 is shown according to the profit distribution proposal resolved by the Board on March 9, 2022.

Note 2: CGPC does not conduct open financial forecast of any kind, and the information relating to the impact on business performance, proposed EPS and PER are not applicable.

1. The company shall present all basic assumptions for estimates or proposed data.
2. Proposed EPS for issuing dividends in cash for capitalization with earnings.
= $[\text{Net profit after tax} - \text{Imputed interest for cash dividends}^* \times (1 - \text{Tax rate})] \div [\text{Total Issued Shares by End of Year} - \text{Number of Shares with Dividends}^{**}]$
Imputed interest for cash dividends* = Amount of capitalization with earnings x General interest rate for one-year loan
Number of Shares with Dividends**: The number of shares increased from the stock dividends in the previous year.
3. Annual PER: Annual Average Market Price Per Share \div EPA in the Annual Financial Statement

Chairperson:

Manager:

Case Officer:

Appendix 7

Description of shareholders proposals:

1. Referring to Article 172-1 of the Company Act: “Shareholder(s) holding one per cent (1%) or more of the total number of outstanding shares of a company may make a proposal for discussion at a general meeting of shareholders, provided that only one matter shall be allowed in each single proposal of not more than 300 words.”
2. The acceptance period of proposals from shareholders for the 2022 AGM is from March 26, 2022 to April 5, 2022. Such information was disclosed on the Market Observation Post System by law on March 15, 2022.
3. No proposal from shareholder was received during the said period.