



Catcher Technology Co., Ltd.

Handbook for the 2023 Annual General Meeting of Shareholders

(TRANSLATION)

Meeting Date: May 30, 2023

(This English translation is prepared based on the Chinese version and is for reference purposes only. If there is any inconsistency between the Chinese version and this translation, the Chinese version shall prevail.)

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Catcher Technology Co., Ltd.

Procedures of the Annual General Shareholders' Meeting in 2023

1. Call the Meeting to Order
2. Chairman's Remarks
3. Reported Items
4. Items for Ratification
5. Other Business and Special Motion
6. Meeting Adjourned

Catcher Technology Co., Ltd.

Agenda of the Annual General Shareholders' Meeting in 2023

1. Time: 10:00 am, Tuesday, May 30, 2023
2. Form: Physical conference
3. Venue: Silks Place Tainan (2F, No. 1, Heyi Rd., West Central Dist., Tainan City, Taiwan R.O.C.)
4. Call the Meeting to Order
5. Chairman's Remarks
6. Reported Matters
 - (1) To report 2022 business report
 - (2) To report 2022 Audit Committee's review report
 - (3) To report 2022 distribution of employees and directors' compensation
 - (4) To report execution of share buyback
 - (5) To report distribution of 2022 profits
 - (6) To explain the reasons why shareholders' proposal is not included in the agenda
7. Acknowledged Matters
 - (1) To accept 2022 Business Report and Financial Statements
 - (2) To approve the proposal for distribution of 2022 profits
8. Special Motion
9. Meeting Adjourned

1. Reported Matters

1. To report 2022 business report

Description: Please refer to ATTACHMENT I

2. To report 2022 Audit Committee's review report

Description: Please refer to ATTACHMENT II

3. To report 2022 distribution of employees and directors' compensation

Description: Please refer to ATTACHMENT III

4. To report execution of share buyback

Description: Please refer to ATTACHMENT IV

5. To report distribution of 2022 profits

Description:

- (1) In accordance with Article 18 of Catcher's Articles of Incorporation, the Board of Directors approved to distribute 2022 profits partly or all in cash, and report the distribution to the annual general shareholders' meeting.
- (2) The total proposed cash dividends of NT\$ 6,803,640,680, equivalent to NT\$ 10 per share (rounded down to the nearest Dollar), was approved by the Board of Directors on April 18th, 2023. Please refer to Attachment V for the 2022 profits distribution table.
- (3) The Chairman is authorized by the Board of Directors to determine the record date and payment date and other related matters. In the event that proposed earnings distribution is affected by a change in the number of outstanding shares, the Chairman is authorized to adjust the distribution amount per share based on the actual number of the outstanding shares on the record date.

6. To explain the reasons why shareholders' proposal is not included in the agenda

Description:

- (1) Shareholder Account No. 317560 and shareholder Account No. 317557 jointly proposed to amend partial wordings of Subparagraph 5, Paragraph 2 of Article 18, delete Paragraph 4 of Article 18 and add the date of amendment to the end of the Company's Articles of Incorporation.
- (2) The Board hosted a meeting on April 18, 2023 and rejected the proposal jointly presented by Shareholder Account No. 317560 and shareholder Account No. 317557 to be included in the AGM agenda, for the reasons as below:
 - i. The proposal essentially relates two provisions: 1) the authorization of earnings distribution by cash, as stipulated in Paragraph 5, Article 240 of the Company Act (R.O.C.); 2) the authorization of distribution of legal reserve and capital reserve by cash, as stipulated in Paragraph 2, Article 241 of the Company Act (R.O.C.).
 - ii. The aforementioned provisions are not necessarily related because they deal with different objects on different conditions with different constituent elements, and are authorized for different reasons.

In accordance with Article 172-1 of the Company Act (R.O.C.), shareholder(s) holding 1% or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal. The proposal presented by Shareholder Account No. 317560 and shareholder Account No. 317557 contains TWO matters; therefore, it shall not be included in the AGM agenda.

2. Acknowledged Matters

1. To accept 2022 Business Report and Financial Statements (proposed by the Board of Directors)

Description:

- (1) CATCHER's 2022 Business Report, Parent Company Only Financial Statements, and Consolidated Financial Statements were approved by the Board of Directors. The Financial Statements were audited by independent auditors, Ms. Chi Chen Lee and Mr. Hung Ju Liao, of Deloitte & Touche and also reviewed by the Audit Committee. For the 2022 Business Report, independent auditors' report and aforementioned Financial Statements, please refer to Attachments I and Attachment VI.
- (2) Please accept the 2022 Business Report, Parent Company Only Financial Statements, and Consolidated Financial Statements.

Resolution:

2. To accept the proposal for distribution of 2022 profits (proposed by the Board of Directors)

Description:

The Company's 2022 Earnings Distribution was approved by the Board of Directors and reviewed by the Audit Committee. Please accept the proposal for distribution of 2022 profits. Please refer to Attachment V for the 2022 profits distribution table.

Resolution:

3. Special Motion

4. Meeting Adjourned

ATTACHMENT I

2022 Business Report

Dear Shareholders,

In the post-COVID era, 2022 appeared to be full of challenges for Catcher Technology (Catcher). With the pandemic easing, countries around the world are gradually reopening and restarting their economic cycles. On the other hand, uncertainties remain. The US-China disputes have intensified, the war between Russia and Ukraine has continued, extreme weather has repeatedly ravaged the earth, while the coronavirus still continues to mutate, all these changing manufacturing processes and consumption behaviors. The Zero-COVID policy and lockdowns in China have accelerated supply chain restructuring and de-globalization, aggravating inflation and force numerous countries to tighten their monetary policies. Amid tense financial conditions, the global economy is at more risk of recession.

The International Monetary Fund (IMF) predicts in its World Economic Outlook report that the global GDP will grow 3.4% in 2022; the momentum however is expected to slow down to 2.9% in 2023. The IMF has recently increased its GDP growth forecast for Taiwan to 3.3% in 2022, while lowering the estimate to 2.8% in 2023%. Taiwan's central bank also forecasts the domestic economy to grow 2.45% in 2022 while at a slower pace of 2.21% in 2023.

In 2022, Catcher's consolidated sales revenue reached NT\$27.821 billion, representing a year-on year decrease of 32.3%, attributed mainly to geopolitical turmoil, supply chain constraints, rising inflationary pressure, global economic downturn, and weak demand. In response to a rapidly changing environment, Catcher has been diversifying its product manufacturing and technology development, and exploring front-end applications that conform to new trends. In terms of material applications, the Company has continuously developed a variety of solutions. Operationally, it has been actively expanding into new markets and gaining new clients, while raising management flexibility in order to ease the impact from the pandemic and all kinds of uncertainties.

As a leading global brand providing total solutions for structured parts manufacturing, Catcher owns the most complete production matrix and the most solid customer base in the industry. The Company has since 2020 started to break into the new energy vehicle market; management is also optimistic about the future development of medical technology and the related

demand for medical supplies. Looking to 2023, Catcher will continue to grow the existing businesses by making use of its ample resources, while seeking investment opportunities and partners that meet the Company's long-term business goals both domestically and overseas, in order to branch out its footprint and accelerate expansions in such new areas as medtech. Despite the uncertainties associated with market movement and industry development, Catcher will continue to strengthen its competitiveness while widening the gap in differentiation between itself and peers by virtue of its accumulated diversified material applications, total solution techniques, innovative research and development, excellent manufacturing processes, leading automation capability, comprehensive vertical integration, best cost structure and scale of economies.

Financial Performance

In 2022, Catcher Group's consolidated sales revenue reached NT\$27.821 billion. During the same period, its consolidated gross margin was 32%, consolidated net profit after tax was NT\$10.902 billion and basic earnings per share was NT\$15.14.

Operational Results (Group)

Unit: Thousand NTD

Item	2022		2021	
	Amount	Percentage	Amount	Percentage
Sales revenue	27,820,529	100%	41,094,979	100%
Gross profit	8,866,897	32%	13,569,127	33%
Operating profit	4,968,798	18%	8,760,121	21%
Net profit before tax	16,543,047	59%	12,070,652	29%
Net profit after tax	10,902,179	39%	8,575,044	21%

Profitability (Group)

Item		2022	2021
Return on assets (ROA)		5%	4%
Return on equity (ROE)		7%	6%
Ratio to paid-in capital	Operating profit	70%	115%
	Net profit before tax	232%	158%
Net profit margin		39%	21%
Earnings per share (NT\$, basic)		15.14	11.31

Industry Trend and Outlook

Among the existing materials and production methods for making structured parts, metal provides optimum structure, strength, and complete protection. Applied to mid- to high-end products, metal structured parts own various properties, including the most complete supply chain, capacity for mass production and cost advantage. Metal products can be made with a variety of methods, such as die casting, stamping, forging and unibody. Products made with unibody casting provides not only fashionable and high-end textures, but also such features as light-weight, simplicity and solidness as compared to other materials. Waste metals can also be recycled and reused, making it a crucial part for energy transition. From the aspects of material applications, designing and production methods, the develop ability of structured parts increases upon taking account the huge capacity demand coming along with mass production.

The pandemic has accelerated digital transition. Rising demand from various brands for high frequency transmission and high performance computing has increased the complexity of mobile device cooling and the design for enclosure cases as well as structured parts. In response to customers' pursuit of innovation and requirement for advanced specification, structured parts manufacturers must constantly develop new techniques for surface treatment. Enclosure case design is becoming harder, more complex and highly customized, also presenting both challenges and business opportunities for structured parts manufacturers.

As the global population ages, the demand for medical care continues to rise; in response countries are seeking more effective solutions by promoting the development of such technologies as precision medicine and digital health as well as related policies. By accelerating the development of advanced medtech, the efficiency of medical care will be improved and healthy life expectancy will be extended. At the same time, the outbreak of COVID-19 has structurally changed the landscape of the global medical supplies industry as well as related demand.

Estimated by the Industrial Technology Research Institute, the global medical supplies industry is expected to grow at a compound annual rate of around 5.6% in 2020-2023, leading to a market size of US\$475.3 billion in 2022 and US\$491.4 billion in 2023. The medical supplies industry has such features as interdisciplinary, cross-technology as well as “small volume, large variety”. Its mainstream products are increasingly refined along with changes in disease patterns, R&D progress, and development of medical technology. Medical supplies manufacturing is highly integrated, applying various materials (including polymer plastics, chemicals and metal hardwares), producing with a wide range of processes (such as optoelectronics, mechanical and electrical engineering, machining, electronics, and semiconductor), and concluding with safety

inspections, testing and sterilization. It is a combination of materials, precision manufacturing, and related industry participants; this also suggests a great potential for Taiwanese manufacturers who have been playing a critical role in the global supply chain. Taiwan's industrial development has evolved from traditional manufacturing, plastics and chemicals in the early days to the high-tech fields such as electronics components and semiconductors currently. Once resources can be fully integrated through the whole supply chain, with demand for new technologies introduced and core competencies of different industries consolidated, Taiwan should be ready in making high-end medical supplies.

The world is paying more attention to climate change and net-zero carbon emissions. With government subsidies and aggressive development by automakers, as well as key technology issues such as charging equipment and the battery efficiency being resolved, the global sales of new energy vehicles are growing rapidly. In accordance with LMC Automotive and EV-Volumes.com, the global sales of pure electric vehicles reached 7.8 million in 2022, representing an annual increase of nearly 70% and accounting for around 10% of total new cars sold. The International Energy Agency (IEA) estimates that global electric vehicle sales will reach 145 million by 2030, equivalent to a compound annual growth of 30% and a penetration rate of 30%. In the medium to long term, under policy guidance, new energy vehicles will become the main growth driver for the automotive industry, suggesting a promising outlook for related sub-segments and supply chains.

Operating Strategies

For many years, Catcher has made large-scale investment in automation in order to reduce labor requirement, enhance productivity and quality, and improve production stability while reserving capacity for future expansion. Despite leading the industry already, automation remains one of Catcher's important future projects. Catcher also continues to expand the applications of its core products and technologies, enlarge its customer base, and strengthen employee capabilities through various methods such as job training, inter-department transfers, seminars, and online learning classes; this helps optimize the reserve of human capital while laying a solid ground for the Company's long-term development.

While actively striving towards its business goals, Catcher is also implementing corporate social responsibility and sustainable management principles. The Company has long been engaged in the ESG field. In addition to establishing the Sustainable Development Office, the Company regularly conducts analysis and risk assessment on material issues related to sustainable

development, and stipulates related goals and policies based on the analysis and assessment results, in an effort to strengthen its communication with stakeholders. In addition to publishing the ESG Report, Catcher is also actively engaged in the green energy development, promoting examination of greenhouse gas inventories, and setting goals for energy conservation and carbon reduction to fulfill its environmental responsibilities. In terms of social participation, in addition to participating in social welfare activities and paying attention to education and related issues, Catcher also sponsors various sport events and received sports enterprise certification. During the pandemic, the Company continued to provide various supplies for emergency and epidemic prevention to medical institutions and social welfare groups to weather the difficulties together. Catcher also stipulated the Corporate Governance Best Practice Principles and established a corporate governance supervisor in 2021, dedicated to improving the Company's corporate governance structure, promoting related actions, and strengthening the depth of governance in line with the Sustainable Development Roadmap.

Production and Marketing Strategies

Looking ahead to the future development of the metal structured parts market, the design of consumer electronics such as notebook PCs will remain thin and light; the 5G application accelerates data transmission and thus stimulates the development of wearable devices; in response to the increasing power consumption of onboard systems, structured parts and components are increasingly made of lightweight materials and optimized with lightweight structural design. To sum up, lightweight and thin design remain the key trend for both consumer and non-consumer electronics products. In the meantime, with major brands gradually raising their mid- to high-end product specifications, the penetration of high-end metal casings or composite designs will continue to rise.

Having developed composite materials for years, Catcher is able to provide the most diverse materials and manufacturing processes in the market. Leveraging its core competencies in material science, precision manufacturing, and surface treatment, together with such capabilities as high degree of customization, best execution, and mass production, Catcher has managed to effectively satisfy increasingly varied customer needs (for different metals or different specifications), with its products conforming to the trend of diverse, lightweight, and fashionable design concepts.

Catcher has accumulated abundant experience in production management thanks to years of large-scale investment in automation, and such competency outpaces most peers. Constant development in automation remains a key to Catcher's manufacturing process, aimed at enhancing

production stability, productivity and quality. To strengthen its future growth momentum, Catcher has also continuously optimized its human resources, reserved R&D capabilities, and expanded applications of core technologies.

Looking into 2023, Catcher will continue to adjust its manufacturing facilities between Taiwan and China. The Company ranks among the world's top three in terms of production capacity for structured parts, also the only Taiwanese firm maintaining a considerable scale of local production. By managing its capacities cross the Taiwan Strait, Catcher owns great flexibility to respond to customers' diverse needs; this also helps reduce the potential risks arising from market and operating environment changes caused by a centralized single plant.

Research and Development

To maintain its leading position in the industry, Catcher is constantly expanding the applications of different materials, composites, and materials of high strength, high resilience, low electromagnetic shielding, as well as high radio frequency, thereby advancing its technology levels and moving towards smart production. Catcher has been engaged in basic material science, surface physics, and chemical processing for many years. It has developed a wide range of products and techniques with high precision, high added-value and availability for mass production, by using different materials in different molding processes, coupled with diversified secondary processing and surface treatment. The Company has since 2018 gradually established its technological capacities for developing automotive and medtech products through participating in external exhibitions and data collection; it also worked with existing customers to develop and manufacture related products. In recent years, by participating in a number of university-level industry-academia alliances in Taiwan, Catcher has been able to launch a few new projects and established a technical platform for medical supplies, in a bid to achieve local development and production while adding value to MIT products.

As a world-class light metal casing manufacturer, Catcher continues to move toward high-end, distinctiveness and differentiation. The Company's R&D covers numerous areas, including 1) enclosure cases and structured parts made of special magnesium alloy, aluminum alloy, stainless steel, carbon (glass) fiber, plastics, powder as well as other metals; 2) laser engraving/seamless welding technology, metal/plastic unibody injection molding technology, etching/multi-color process with anodizing process technology, high-precision extrusion technology for large metal enclosure cases, carbon fiber composite sheets, and memory alloys with super elasticity. The Company also leverages its existing technologies to actively develop

other niche products so as to diversify its product portfolio.

Whether it is an existing order for ITC products or new orders for automotive parts and medical supplies, Catcher's R&D team collaborates with customers from the design stage to accurately understand their expectations during the development/manufacturing process. The Company on the one hand develops special processes and technologies to perfectly integrate with existing ones; in the meantime, various materials and manufacturing processes are mixed and combined with the unibody method to manufacture products with special surfaces and high-quality textures that meet customers' diverse requirements.

Measures in Response to Environmental Changes such as External Competition, Regulatory Shifts, and Management in General

The ICT industry is attracting more newcomers as technologies are growing exponentially and new products are constantly launched. This has intensified competition and added pressure to operations. Catcher has since 2020 diversified into the non-consumer electronics business, a completely new area, aiming to diversify both products and customers. To maintain a leading position in the industry, Catcher closely watches and studies the changes in market trends and pertinent technologies as well as manufacturing processes for components made of various materials. In the basic material science area, the Company also constantly enhances its molding, processing, and surface treatment capabilities to advance both technical level and management efficiency, thereby diversifying and advancing its products. With excellent manufacturing technologies and huge production capacity, Catcher will continue to provide high-quality services to customers, in order to strengthen long-term relationships of both parties while securing stable sources of profit.

Catcher upholds the business philosophy of integrity and strictly adheres to relevant laws and regulations as well as the Supplier Code of Conduct of international customers. The Company also closely monitors the development of major legal and policy issues in finance, environmental protection and of social aspects, and stipulates related management procedures and internal audit standards based on the development to protect its reputation while preventing illegal activities from affecting its operations.

In recent years, the concept of sustainable development has swept across the globe, and countries have successively promoted green and environmentally-friendly laws related to electronics products. Major brand manufacturers have not only fulfilled their existing

commitments, but also formulated high standards and strict requirements for all suppliers to follow. Catcher continues to promote green processes to meet regulatory requirements and global trends. In the face of regulatory changes, the Company will closely monitor, continuously update, and effectively comply with the rules to reduce operational risks. The overall business environment is becoming increasingly complex, and the degree of change and volatility is even more difficult to predict and grasp. When evaluating and formulating various business and investment plans, Catcher will be more cautious in considering industry conditions and observing economic trends to select the best strategy.

Business Objectives

Catcher has since 2020 entered the non-consumer electronics area, expanding its business focus from notebook PCs, tablets, and wearable devices to automotive parts and medical supplies, in an aim to build a diversified portfolio of products and customers. Looking forward, the Company will continue to develop new products and explore new customers as well as investment opportunities, with the ultimate goal of balancing sources of revenues while reducing reliance on a single customer.

In the initial stage of transformation, notebook PCs and other consumer electronics products will continue to drive Catcher's revenue momentum. In accordance with the Intelligence & Consulting Institute (MIC), the stay-at-home economy has subsided while shipment of IT hardware products is gradually recovering and returning to the pre-pandemic levels. The MIC forecasts the global notebook PC shipment will drop 20% to 199 million units in 2022, and decline further in 2023 considering weak consumer end-demand and slow inventory destocking amid geopolitical turmoil, rising inflationary pressure, global interest rate hikes and economic downturn. Accordingly, the overall situation is unlikely to improve until the conventional peak season in the second half of the year.

In the face of the supply chain disruptions, the Company has made business diversification and stabilization of profits its two main objectives for now. As a leading manufacturer of enclosure cases and structured parts, Catcher has been able to offer comprehensive solutions to meet customers' needs and maintain its competitive advantages in the structured parts industry, with its extensive knowledge about various materials, core technologies, precision manufacturing capabilities, and abundant experience in customized designs.

After years of operations, Catcher has accumulated sufficient expertise in material science

and precision manufacturing, the core techniques required to make high-end medical supplies. Catcher established Catcher Medtech Co., Ltd. in 2021 as an integrated platform for operations and investment management, while collaborating with the Industrial Technology Research Institute to develop a minimally invasive surgery system. To ensure itself prepared, the Company also obtained ISO 13485 certification for Medical Devices Quality Management Systems in late 2021. In addition, through strategic investments in startup medtech teams and those with strong presence in the related fields, Catcher has been able to know more about the industry trend and direction of future development, while gradually raising its publicity in the medical supply ecosystem. Going forward, Catcher will continue to adopt the multi-faceted approach to the medtech business; by leveraging its strengths in material science and manufacturing, the Company hopes to work with major global brands while continuously seeking M&A targets and partners both domestically and overseas.

The global political and economic environment is changing drastically. Catcher keeps its cash position while releasing excess production capacity to maintain flexibility and resilience amid supply chain chaos. The Company proves itself to be fearless in the face of strong US dollar and rate hike cycles; now in the transforming stage, it also has a great potential for strategic development. Industry experts generally believe that inventory adjustments in the supply chain will likely improve in the second quarter, with recoveries expected to arrive in the second half of the year. In addition to adjusting the pace of production while lowering the cost of waste material, considering persistent uncertainties, Catcher's first priority at current stage is to stabilize its profitability through continuously increasing its mid- to high-end product exposure along with strict cost control. Facing supply chain restructuring, Catcher must carefully evaluate its plans of either plant expansion or global relocation. With a clear outlook, the Company will make investment in adding new production capacity to satisfy customers' needs. In the mid to long run, new businesses/new products/new customers are expected gradually generate material contributions. By utilizing the group's ample resources accumulated for years, the Company will continue to seek investment opportunities and M&A targets for long-term development, in an effort to compose a total solution and integrated platform that would help Catcher build an ecosystem and its core competency in the new business areas.

As a leading brand that offers comprehensive structured parts solutions, Catcher upholds a philosophy of "technological innovation, customer engagement, ethical management, and corporate sustainability". The Company commits itself to product development, business optimization, technology enhancement and cost structure improvement, striving for diversification

on the way of transformation. Regardless of an ever-changing business environment, Catcher insists on adopting such strategies as “making good use of resources, developing proactively, thinking globally and managing sustainably”, in a hope to create a maximum value for its customers, shareholders, and employees.

Chairman Shui-Shu Hung



ATTACHMENT II

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Financial Statements, Business Report and Earning Distribution Statement. Independent auditors, Certified Public Accountants of Deloitte & Touche, have audited the Financial Statements. The Business Report, Financial Statements and Earning Distribution Statement have been reviewed and determined to be correct and accurate by the Audit Committee of CATCHER. The Audit Committee hereby submits this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Catcher Technology Co., Ltd.

Audit Committee

Convener:



April 18, 2023

ATTACHMENT III

Distribution of Employees and Directors' Compensation

On February 23, 2023, the Board of Directors resolved the distribution of compensation for employees and directors:

Item	Proposed amount
Compensation for Directors	NTD\$ 18,200,000
Compensation for Employees	NTD\$ 155,823,341

Note: No difference between the amount resolved by the Board of Directors and the amount accrued as expense in book.

ATTACHMENT IV

Execution of Share Buyback

Batch of Buyback	Fourth	Fifth
Plan		
Date of the Board's resolution	2022/04/06	2023/01/31
Purpose of the buyback	To maintain the Company's credit and shareholders' equity	To maintain the Company's credit and shareholders' equity
Scheduled period for the purchase	2022/04/07 ~ 2022/06/06	2023/02/01 ~ 2023/03/31
Purchase price range	NTD\$102.20~NTD\$220.50	NTD\$124.60~ NTD\$262.50
No. of shares to be purchased	25,000,000 shares	36,000,000 shares
Shares to be purchased as a percentage of total issued shares of the Company	3.43%	5.04%
Maximum purchase amount (NTD)	4,100,000,000	9,000,000,000

Execution Outcome		
Purchase period	2022/04/07 ~ 2022/05/30	2023/02/01 ~ 2023/03/31
Shares purchased	15,286,000 shares	34,103,000 shares
Shares purchased as a percentage of total issued shares of the Company	2.09%	4.77%
Amount purchased (NTD)	2,307,209,000	6,366,835,204
Average purchase price (NTD/share)	150.94	186.69
Achievement rate	61.14%	94.73%
Status of the buybacks that have been reported but not yet completed	To secure shareholders' interests, share repurchase will be executed in separate batches depending on market conditions. Therefore, the announced share repurchase plan has not been fully executed.	To achieve the objective of securing shareholders' interests, the share repurchase will be executed in separate batches depending on market conditions. Although the announced share buyback plan was not fully executed, the execution rate reached 94.73%.
Latest Update (Registration changed within six months after the buyback)	2022/08/29 Serial No. 11101168650 Registration change completed	Registration change in process

ATTACHMENT V

Distribution of 2022 Profits

	Unit: NTD
Retained Earnings at the beginning of this period	\$97,565,726,776
Profits for current year	\$10,902,179,274
Retained earnings adjusted for investment accounted for using equity method	(355,397)
Retained earnings debited for disposal (or retirement) of treasure shares	(5,692,625,753)
Dispose of equity investments at fair value through other comprehensive income, with the accumulated gains or losses directly transferred to retained earnings	28,777,191
Profits for current year plus items other than profits for current year added to retained earnings for current year	5,237,975,315
Minus: legal reserve	(523,797,532)
Plus: reversal of special reserve	14,716,983,116
Retained earnings available for distribution	\$116,996,887,675
Items for distribution:	
Cash dividends (NTD 10 per share)	(6,803,640,680)
Retained earnings at the end of this period	\$110,193,246,995

- (1) On November 9, 2022 the Board resolved not to distribute earnings for the first half of the year and to maintain dividend distribution on annual basis.
- (2) The cash dividend will be rounded till dollar. All cash dividend less than one dollar will be transferred into other revenues of the Company (or booked as part of shareholders' equity).

ATTACHMENT VI

Independent Auditors' Report

The Board of Directors and Shareholders
Catcher Technology Co., Ltd.

Opinion

We have audited the accompanying financial statements of Catcher Technology Co., Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

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

Basis for Opinion

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

Key Audit Matters

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

The key audit matter identified in the Company's financial statements for the year ended December 31, 2022 is as follows:

Due to the needs of some sales customers, the Company places inventory in the shipping warehouses designated by the sales customers. The recognition of sales revenue is based on the reports provided by the customers' designated warehouse custodians, which were checked by the dedicated personnel of the Company. Since shipping warehouses are not directly managed by the Company and the recognition of sales revenue involves manual

processing, we considered the authenticity of the sales related to the shipping warehouses a key audit matter for this year.

The main audit procedures that we performed in regard of this key audit matter include:

1. We obtained an understanding and tested the effectiveness of the design of the main internal control and implementation related to the sales revenue of the shipping warehouses.
2. We obtained the record of inventory movements in the shipping warehouses. We selected samples and checked the documents and payment status related to the sales revenue of shipping warehouses. We verified the occurrence of the sales and checked for any anomalies existing in the sales counterparties and the payment recipients.

Other Matters

We did not audit the financial statements of some investees accounted for using the equity method included in the financial statements of the Company, as of and for the year ended December 31, 2022 and 2021. The financial statements of the aforementioned investees accounted for using the equity method were audited by other auditors. Our opinion, insofar as it relates to the related amounts included herein is based solely on the reports by other auditors.

The total investment in these investees accounted for using the equity method was NT\$1,978,253 thousand, accounting for 0.85% of total assets as of December 31, 2022, and it was NT\$6,628,626 thousand, accounting for 2.76% of total assets as of December 31, 2021. The amount of the Company's share of profit of such associates was -NT\$220,590 thousand, accounting for -1.78% of the Company's profit before income tax for the year ended December 31, 2022, and it was NT\$44,708 thousand, accounting for 0.48% of the Company's profit before income tax for the year ended December 31, 2021. The amount of the Company's share of comprehensive income of such associates was -NT\$218,131 thousand, accounting for -0.85% of the Company's comprehensive income for the year ended December 31, 2022, and it was NT\$115,737 thousand, accounting for 1.93% of the Company's comprehensive income for the year ended December 31, 2021.

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

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

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

Those charged with governance, including 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 misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

performance of the company audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Hung-Ju Liao and Chi-Chen Lee.

Deloitte & Touche
Taipei, Taiwan
Republic of China
February 23, 2023

Notice to Readers

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

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

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

ASSETS	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 57,529,369	24	\$ 53,115,285	22
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	189,736	-	3,967,937	2
Financial at fair value through other comprehensive income - current (Notes 4 and 8)	143,609	-	1,870,987	1
Financial assets at amortized cost - current (Notes 4, 9 and 33)	116,953,536	49	122,046,739	49
Trade receivables (Notes 4, 11 and 25)	9,564,795	4	9,665,413	4
Other receivables (Notes 4 and 11)	843,330	-	503,406	-
Current tax assets (Notes 4 and 27)	52,278	-	425,494	-
Inventories (Notes 4, 5, 12 and 34)	3,392,456	1	3,316,762	1
Other current assets (Note 19)	309,385	-	406,109	-
Total current assets	<u>188,978,494</u>	<u>78</u>	<u>195,318,132</u>	<u>79</u>
NON-CURRENT ASSETS				
Financial at fair value through profit or loss - non-current (Notes 4 and 7)	1,298,244	1	958,795	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	3,509,701	2	5,430,345	2
Financial assets at amortized cost - non-current (Notes 4 and 9)	25,738,655	11	21,891,382	9
Investments accounted for using the equity method (Notes 4 and 14)	2,181,179	1	8,050	-
Property, plant and equipment (Notes 4, 15 and 34)	14,338,395	6	17,868,347	7
Right-of-use assets (Notes 4 and 16)	999,332	-	1,016,568	1
Investment properties (Notes 4 and 17)	953,276	-	221,565	-
Intangible assets (Notes 4 and 18)	22,707	-	57,707	-
Deferred tax assets (Notes 4 and 27)	3,440,126	1	4,058,919	2
Other non-current assets (Note 19)	102,581	-	72,993	-
Total non-current assets	<u>52,584,196</u>	<u>22</u>	<u>51,584,671</u>	<u>21</u>
TOTAL	<u>\$ 241,562,690</u>	<u>100</u>	<u>\$ 246,902,803</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 20)	\$ 56,696,000	24	\$ 78,031,726	32
Contract liabilities - current (Notes 4 and 25)	42,803	-	32,742	-
Trade payables (Note 21)	2,720,459	1	3,465,780	1
Other payables (Note 22)	5,686,595	2	5,983,148	2
Current tax liabilities (Notes 4 and 27)	3,183,772	1	309,608	-
Lease liabilities - current (Notes 4 and 16)	5,923	-	13,168	-
Other current liabilities (Note 22)	856,684	-	1,396,923	1
Total current liabilities	<u>69,192,236</u>	<u>28</u>	<u>89,233,095</u>	<u>36</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4, 5 and 27)	6,424,940	3	6,100,759	3
Lease liabilities - non-current (Notes 4 and 16)	126,297	-	126,873	-
Net defined benefit liabilities - non-current (Notes 4 and 23)	6,569	-	6,578	-
Other non-current liabilities (Note 22)	10,036	-	8,776	-
Total non-current liabilities	<u>6,567,842</u>	<u>3</u>	<u>6,242,986</u>	<u>3</u>
Total liabilities	<u>75,760,078</u>	<u>31</u>	<u>95,476,081</u>	<u>39</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 24)				
Share capital - ordinary shares	7,144,671	3	7,616,181	3
Capital surplus	18,771,534	8	20,008,824	8
Retained earnings				
Legal reserve	22,354,680	9	21,497,294	8
Special reserve	16,961,466	7	14,394,310	6
Unappropriated earnings	102,803,702	43	108,287,799	44
Total retained earnings	142,119,848	59	144,179,403	58
Other equity	(2,244,484)	(1)	(16,961,466)	(7)
Treasure shares	-	-	(3,465,809)	(1)
Total equity attributable to owners of the Company	165,791,569	69	151,377,133	61
NON-CONTROLLING INTERESTS	11,043	-	49,589	-
Total equity	<u>165,802,612</u>	<u>69</u>	<u>151,426,722</u>	<u>61</u>
TOTAL	<u>\$ 241,562,690</u>	<u>100</u>	<u>\$ 246,902,803</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 16 and 25)	\$ 27,820,529	100	\$ 41,094,979	100
OPERATING COSTS (Notes 12, 23 and 26)	<u>18,953,632</u>	<u>68</u>	<u>27,525,852</u>	<u>67</u>
GROSS PROFIT	<u>8,866,897</u>	<u>32</u>	<u>13,569,127</u>	<u>33</u>
OPERATING EXPENSES (Notes 23 and 26)				
Selling and marketing expenses	374,384	1	412,142	1
General and administrative expenses	2,080,795	8	2,714,528	7
Research and development expenses	1,494,209	5	1,682,336	4
Expected credit gain	<u>(51,289)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total operating expenses	<u>3,898,099</u>	<u>14</u>	<u>4,809,006</u>	<u>12</u>
PROFIT FROM OPERATIONS	<u>4,968,798</u>	<u>18</u>	<u>8,760,121</u>	<u>21</u>
NON-OPERATING INCOME AND EXPENSES (Notes 10, 14, 26 and 29)				
Interest income	4,313,238	15	822,797	2
Other income	1,088,373	4	2,207,343	5
Foreign exchange gains (losses), net	8,200,548	30	(2,428,032)	(6)
Other losses (gains)	(1,321,555)	(5)	3,194,966	8
Interest expense	(704,063)	(3)	(483,010)	(1)
Expected credit loss	(76,671)	-	-	-
Share of profit or loss of associates	<u>74,379</u>	<u>-</u>	<u>(3,533)</u>	<u>-</u>
Total non-operating income and expenses	<u>11,574,249</u>	<u>41</u>	<u>3,310,531</u>	<u>8</u>
PROFIT BEFORE INCOME TAX	16,543,047	59	12,070,652	29
INCOME TAX EXPENSE (Notes 4, 27 and 29)	<u>5,646,809</u>	<u>20</u>	<u>3,474,369</u>	<u>8</u>
NET PROFIT	<u>10,896,238</u>	<u>39</u>	<u>8,596,283</u>	<u>21</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 24)				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(31,564)	-	5,617	-

(Continued)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	2022		2021	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	\$ 14,861,927	53	\$ (2,534,112)	(6)
Unrealized gain (loss) on investment in debt instrument at fair value through other comprehensive income	<u>(80,051)</u>	<u>-</u>	<u>(41,301)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>14,750,312</u>	<u>53</u>	<u>(2,569,796)</u>	<u>(6)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 25,646,550</u>	<u>92</u>	<u>\$ 6,026,487</u>	<u>15</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 10,902,179	39	\$ 8,575,044	21
Non-controlling interests	<u>(5,941)</u>	<u>-</u>	<u>21,239</u>	<u>-</u>
	<u>\$ 10,896,238</u>	<u>39</u>	<u>\$ 8,596,283</u>	<u>21</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 25,647,939	92	\$ 6,006,701	15
Non-controlling interests	<u>(1,389)</u>	<u>-</u>	<u>19,786</u>	<u>-</u>
	<u>\$ 25,646,550</u>	<u>92</u>	<u>\$ 6,026,487</u>	<u>15</u>
EARNINGS PER SHARE (Note 28)				
Basic	<u>\$ 15.14</u>		<u>\$ 11.31</u>	
Diluted	<u>\$ 15.11</u>		<u>\$ 11.24</u>	

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

(Concluded)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	Equity Attributable to Owners of the Company											Non-controlling Interests	Total Equity
	Retained Earnings					Other Equity		Total	Treasury Shares	Total			
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income						
BALANCE AT JANUARY 1, 2021	\$ 7,616,181	\$ 20,008,231	\$ 19,532,131	\$ 12,188,506	\$ 113,024,326	\$ (14,326,474)	\$ (67,836)	\$ (14,394,310)	\$ -	\$ 157,975,065	\$ 96,537	\$ 158,071,602	
Appropriation of the 2020 earnings (Note 24)													
Legal reserve	-	-	1,965,163	-	(1,965,163)	-	-	-	-	-	-	-	
Special reserve	-	-	-	2,205,804	(2,205,804)	-	-	-	-	-	-	-	
Cash dividends distributed by the Company - 120%	-	-	-	-	(9,139,417)	-	-	-	-	(9,139,417)	-	(9,139,417)	
Overdue unclaimed dividends of shareholders	-	593	-	-	-	-	-	-	-	593	-	593	
Net profit for the year ended December 31, 2021	-	-	-	-	8,575,044	-	-	-	-	8,575,044	21,239	8,596,283	
Other comprehensive loss for the year ended December 31, 2021, net of income tax	-	-	-	-	-	(2,532,659)	(35,684)	(2,568,343)	-	(2,568,343)	(1,453)	(2,569,796)	
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	8,575,044	(2,532,659)	(35,684)	(2,568,343)	-	6,006,701	19,786	6,026,487	
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	(1,187)	-	1,187	1,187	-	-	-	-	
Buy back of ordinary shares (Note 24)	-	-	-	-	-	-	-	-	(3,465,809)	(3,465,809)	-	(3,465,809)	
Decrease in non-controlling interest	-	-	-	-	-	-	-	-	-	-	(66,734)	(66,734)	
BALANCE AT DECEMBER 31, 2021	7,616,181	20,008,824	21,497,294	14,394,310	108,287,799	(16,859,133)	(102,333)	(16,961,466)	(3,465,809)	151,377,133	49,589	151,426,722	
Appropriation of the 2021 earnings (Note 24)													
Legal reserve	-	-	857,386	-	(857,386)	-	-	-	-	-	-	-	
Special reserve	-	-	-	2,567,156	(2,567,156)	-	-	-	-	-	-	-	
Cash dividends distributed by the Company - 100%	-	-	-	-	(7,297,531)	-	-	-	-	(7,297,531)	-	(7,297,531)	
Changes from investments in associates accounted for using the equity method	-	-	-	-	(355)	-	-	-	-	(355)	-	(355)	
Overdue unclaimed dividends of shareholders	-	1,192	-	-	-	-	-	-	-	1,192	-	1,192	
Net profit for the year ended December 31, 2022	-	-	-	-	10,902,179	-	-	-	-	10,902,179	(5,941)	10,896,238	
Other comprehensive loss for the year ended December 31, 2022, net of income tax	-	-	-	-	-	14,857,375	(111,615)	14,745,760	-	14,745,760	4,552	14,750,312	
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	10,902,179	14,857,375	(111,615)	14,745,760	-	25,647,939	(1,389)	25,646,550	
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	28,778	-	(28,778)	(28,778)	-	-	-	-	
Buy-back of ordinary shares (Note 24)	-	-	-	-	-	-	-	-	(3,936,809)	(3,936,809)	-	(3,936,809)	
Cancelation of treasury shares (Note 24)	(471,510)	(1,238,482)	-	-	(5,692,626)	-	-	-	7,402,618	-	-	-	
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(37,157)	(37,157)	
BALANCE AT DECEMBER 31, 2022	\$ 7,144,671	\$ 18,771,534	\$ 22,354,680	\$ 16,961,466	\$ 102,803,702	\$ (2,001,758)	\$ (242,726)	\$ (2,244,484)	\$ -	\$ 165,791,569	\$ 11,043	\$ 165,802,612	

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 16,543,047	\$ 12,070,652
Adjustments for:		
Depreciation expense	3,406,043	4,861,668
Amortization expense	44,388	56,971
Expected credit loss	25,382	-
Net loss (gain) on financial instruments at fair value through profit or loss	1,207,127	(385,336)
Interest expense	704,063	483,010
Net loss on disposal of financial assets	175,820	324
Interest income	(4,313,238)	(822,797)
Dividend income	(102,502)	(79,490)
Share of (profit) loss of associates	(74,379)	3,533
Gain on disposal of property, plant and equipment	(329,781)	(394,635)
Loss (gain) on disposal of subsidiaries	9,883	(2,782,368)
Unrealized gain on foreign currency exchange	(347,739)	(511,224)
Changes in operating assets and liabilities		
Notes receivable	-	21
Trade receivables	236,172	7,537,771
Other receivables	49,507	63,608
Inventories	202,771	2,701,094
Other current assets	(7,651)	(52,196)
Contract liabilities	10,061	43,815
Trade payables	(788,137)	(4,195,540)
Other payables	(924,971)	(874,837)
Other current liabilities	(634,129)	(917,308)
Net defined benefit liabilities	(9)	20
Other non-current liabilities	-	(10)
Cash generated from operations	15,091,728	16,806,746
Dividends received	100,622	79,490
Income tax paid	(1,543,304)	(7,360,949)
Net cash generated from operating activities	<u>13,649,046</u>	<u>9,525,287</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(813,285)	(7,098,239)
Proceeds from sale of financial at fair value through other comprehensive income	3,341,771	368,687
Purchase of financial assets at amortized cost	(329,729,105)	(381,385,262)
Proceeds from sale of financial assets at amortized cost	338,139,804	325,065,955
Purchase of financial assets at fair value through profit or loss	(7,283,270)	(10,130,371)
Proceeds from disposals of financial assets at fair value through profit or loss	9,225,397	5,742,348
Net cash inflow on disposal of subsidiaries (Note 29)	-	5,014,762
Payments for property, plant and equipment	(468,951)	(981,815)
Proceeds from disposal of property, plant and equipment	478,102	422,523

(Continued)

CATCHER TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	2022	2021
Increase in refundable deposits	\$ (13,357)	\$ (44,113)
Decrease in refundable deposits	2,330	61,102
Payments for intangible assets	-	(34,996)
Payments for investment properties	-	(410)
Interest received	3,608,787	737,013
Dividends received from associates	<u>110,624</u>	<u>-</u>
Net cash generated from (used in) investing activities	<u>16,598,847</u>	<u>(62,262,816)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	406,059,178	321,126,452
Repayments of short-term borrowings	(427,394,904)	(313,560,452)
Proceeds from guarantee deposits received	22,909	16,153
Refunds of guarantee deposits received	(14,888)	(13,949)
Repayment of the principal portion of lease liabilities	(13,286)	(15,325)
Cash dividends paid	(7,297,490)	(9,139,417)
Payments for buy-back of ordinary shares	(3,981,444)	(3,421,174)
Interest paid	(694,572)	(478,630)
Decrease in non-controlling interests	(37,157)	(66,734)
Proceeds from unclaimed dividends	<u>1,192</u>	<u>593</u>
Net cash used in financing activities	<u>(33,350,462)</u>	<u>(5,552,483)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES		
	<u>7,516,653</u>	<u>(477,684)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	4,414,084	(58,767,696)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>53,115,285</u>	<u>111,882,981</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 57,529,369</u>	<u>\$ 53,115,285</u>

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

(Concluded)

Independent Auditors' Report

The Board of Directors and Shareholders
Catcher Technology Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Catcher Technology Co., Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

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

Basis for Opinion

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

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

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2022 is as follows:

Due to the need of some sales customers, the Group places inventory in the shipping warehouses designated by the sales customers. The recognition of sales revenue is based on the reports provided by the customers' designated warehouse custodians, which were checked by the dedicated personnel of the Group. Since shipping warehouses are not directly managed by the Group and the recognition of sales revenue involves manual processing, we considered the authenticity of the sales related to the shipping warehouses a key audit matter for this year.

The main audit procedures that we performed in regard of this key audit matter include:

1. We obtained an understanding and tested the effectiveness of the design of the main internal control and implementation related to the sales revenue of the overseas shipping warehouses.
2. We obtained the record of inventory movements in the shipping warehouses. We selected samples and checked the documents and payment status related to the sales revenue of shipping warehouses. We verified the occurrence of the sales and checked for any anomalies existing in the sales counterparties and the payment recipients.

Other Matters

We have also audited the parent company only financial statements of Catcher Technology Co., Ltd. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unqualified opinion with Other Matters paragraph.

We did not audit the financial statements of some subsidiaries included in the consolidated financial statements of the Group and the financial statements of some subsidiaries accounted for using the equity method as of and for the years ended December 31, 2022 and 2021, and the financial statements of some investees as of and for the year ended December 31, 2022; these financial statements were audited by other auditors.

Our opinion, insofar as it relates to the amounts included for the aforementioned subsidiaries and the investments by investees accounted for using the equity method, as well as the share of profit of such associates accounted for using the equity method, are based solely on the reports by other auditors.

The total asset of the aforementioned subsidiaries was NT\$1,533,669 thousand, accounting for 0.63% of consolidated total assets as of December 31, 2022, and NT\$6,669,132 thousand, accounting for 2.7% of consolidated total assets as of December 31, 2021. The total comprehensive income was -NT\$257,431 thousand, accounting for -1% of consolidated total comprehensive income for the year ended December 31, 2022, and NT\$115,737 thousand, accounting for 1.92% of consolidated total comprehensive income for the year ended December 31, 2021.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IFRS, IAS, IFRIC, and SIC endorsed and

issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated 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 assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related

disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Hung-Ju Liao and Chi-Chen Lee.

Deloitte & Touche
Taipei, Taiwan
Republic of China
February 23, 2023

Notice to Readers

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

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

CATCHER TECHNOLOGY CO., LTD.

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

ASSETS	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 9,481,935	4	\$ 14,091,058	6
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	189,736	-	3,217,706	1
Financial assets at amortized cost - current (Notes 4, 9 and 30)	23,233,136	10	28,965,935	12
Trade receivables (Notes 4, 10 and 23)	1,908,876	1	2,954,957	1
Trade receivables from related parties (Notes 4 and 29)	-	-	799	-
Other receivables (Notes 4 and 10)	188,431	-	281,015	-
Other receivables from related parties (Notes 4 and 29)	3,480,461	1	122,566	-
Current tax assets (Notes 4 and 25)	-	-	84,316	-
Inventories (Notes 4, 5, 11 and 31)	1,192,484	1	1,238,939	1
Other current assets (Note 17)	69,835	-	96,140	-
Total current assets	<u>39,744,894</u>	<u>17</u>	<u>51,053,431</u>	<u>21</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	57,330	-	36,240	-
Financial assets at amortized cost - non-current (Notes 4 and 9)	25,663,942	11	21,890,529	9
Investments accounted for using the equity method (Notes 4 and 12)	159,323,660	69	158,331,356	66
Property, plant and equipment (Notes 4, 13, 29 and 31)	5,572,648	2	6,966,460	3
Right-of-use assets (Notes 4 and 14)	169,727	-	173,014	-
Investment properties (Notes 4 and 15)	953,276	1	221,565	-
Intangible assets (Notes 4 and 16)	15,392	-	29,423	-
Deferred tax assets (Notes 4 and 25)	413,636	-	1,097,886	1
Other non-current assets (Note 17)	11,213	-	7,758	-
Total non-current assets	<u>192,180,824</u>	<u>83</u>	<u>188,754,231</u>	<u>79</u>
TOTAL	<u>\$ 231,925,718</u>	<u>100</u>	<u>\$ 239,807,662</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 30)	\$ 56,696,000	25	\$ 78,031,726	33
Contract liabilities - current (Notes 4 and 23)	42,803	-	32,742	-
Trade payables (Note 19)	304,650	-	640,865	-
Trade payables to related parties (Notes 19 and 29)	30,414	-	191,713	-
Other payables (Note 20)	3,060,972	1	3,990,515	2
Other payables to related parties (Note 29)	8,804	-	2,309	-
Current tax liabilities (Notes 4 and 25)	2,903,565	1	309,608	-
Lease liabilities - current (Notes 4 and 14)	5,923	-	8,514	-
Other current liabilities (Note 20)	16,959	-	19,910	-
Total current liabilities	<u>63,070,090</u>	<u>27</u>	<u>83,227,902</u>	<u>35</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4, 5 and 25)	2,921,157	2	5,062,739	2
Lease liabilities - non-current (Notes 4 and 14)	126,297	-	124,534	-
Net defined benefit liabilities - non-current (Notes 4 and 21)	6,569	-	6,578	-
Other non-current liabilities (Note 20)	10,036	-	8,776	-
Total non-current liabilities	<u>3,064,059</u>	<u>2</u>	<u>5,202,627</u>	<u>2</u>
Total liabilities	<u>66,134,149</u>	<u>29</u>	<u>88,430,529</u>	<u>37</u>
EQUITY (Note 22)				
Share capital - ordinary shares	7,144,671	3	7,616,181	3
Capital surplus	18,771,534	8	20,008,824	8
Retained earnings				
Legal reserve	22,354,680	10	21,497,294	9
Special reserve	16,961,466	7	14,394,310	6
Unappropriated earnings	102,803,702	44	108,287,799	45
Total retained earnings	142,119,848	61	144,179,403	60
Other equity	(2,244,484)	(1)	(16,961,466)	(7)
Treasury Shares	-	-	(3,465,809)	(1)
Total equity	<u>165,791,569</u>	<u>71</u>	<u>151,377,133</u>	<u>63</u>
TOTAL	<u>\$ 231,925,718</u>	<u>100</u>	<u>\$ 239,807,662</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

CATCHER TECHNOLOGY CO., LTD.

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

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 14, 23 and 29)	\$ 8,306,338	100	\$ 14,030,564	100
OPERATING COSTS (Notes 11, 21, 24 and 29)	<u>6,727,278</u>	<u>81</u>	<u>12,238,987</u>	<u>87</u>
GROSS PROFIT	<u>1,579,060</u>	<u>19</u>	<u>1,791,577</u>	<u>13</u>
OPERATING EXPENSES (Notes 21 and 24)				
Selling and marketing expenses	187,388	2	202,050	2
General and administrative expenses	340,812	4	321,028	2
Research and development expenses	<u>422,848</u>	<u>5</u>	<u>471,552</u>	<u>3</u>
Total operating expenses	<u>951,048</u>	<u>11</u>	<u>994,630</u>	<u>7</u>
PROFIT FROM OPERATIONS	<u>628,012</u>	<u>8</u>	<u>796,947</u>	<u>6</u>
NON-OPERATING INCOME AND EXPENSES (Note 24)				
Interest income	1,128,250	14	289,551	2
Other income	89,928	1	73,621	-
Foreign exchange gains (losses), net	6,504,532	78	(2,005,282)	(14)
Other gains and losses	(760,587)	(9)	273,561	2
Interest expense	(703,860)	(9)	(480,516)	(4)
Share of profit of subsidiaries and associates	<u>5,493,049</u>	<u>66</u>	<u>10,336,983</u>	<u>74</u>
Total non-operating income and expenses	<u>11,751,312</u>	<u>141</u>	<u>8,487,918</u>	<u>60</u>
PROFIT BEFORE INCOME TAX	12,379,324	149	9,284,865	66
INCOME TAX EXPENSE (Notes 4 and 25)	<u>1,477,145</u>	<u>18</u>	<u>709,821</u>	<u>5</u>
NET PROFIT	<u>10,902,179</u>	<u>131</u>	<u>8,575,044</u>	<u>61</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 22)				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	21,090	-	(47,940)	-
Share of the other comprehensive income (loss) of subsidiaries accounted for using the equity method				
Shares of other equity of subsidiaries	<u>(52,654)</u>	<u>-</u>	<u>53,557</u>	<u>-</u>
	<u>(31,564)</u>	<u>-</u>	<u>5,617</u>	<u>-</u>

(Continued)

CATCHER TECHNOLOGY CO., LTD.

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

	2022		2021	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	\$ 14,854,916	179	\$ (2,532,659)	(18)
Unrealized gain (loss) on investments in debt instruments at fair value through other comprehensive income	-	-	(41,301)	-
Share of the other comprehensive income of associates	<u>(77,592)</u>	<u>(1)</u>	<u>-</u>	<u>-</u>
	<u>14,777,324</u>	<u>178</u>	<u>(2,573,960)</u>	<u>(18)</u>
Other comprehensive loss for the year, net of income tax	<u>14,745,760</u>	<u>178</u>	<u>(2,568,343)</u>	<u>(18)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 25,647,939</u>	<u>309</u>	<u>\$ 6,006,701</u>	<u>43</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 15.14</u>		<u>\$ 11.31</u>	
Diluted	<u>\$ 15.11</u>		<u>\$ 11.24</u>	

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

(Concluded)

CATCHER TECHNOLOGY CO., LTD.

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

	Retained Earnings					Other Equity		Total	Treasury shares	Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2021	\$ 7,616,181	\$ 20,008,231	\$ 19,532,131	\$ 12,188,506	\$ 113,024,326	\$ (14,326,474)	\$ (67,836)	\$ (14,394,310)	\$ -	\$ 157,975,065
Appropriation of the 2020 earnings (Note 22)										
Legal reserve	-	-	1,965,163	-	(1,965,163)	-	-	-	-	-
Special reserve	-	-	-	2,205,804	(2,205,804)	-	-	-	-	-
Cash dividends distributed by the Company - 120%	-	-	-	-	(9,139,417)	-	-	-	-	(9,139,417)
Overdue unclaimed dividends of shareholders	-	593	-	-	-	-	-	-	-	593
Net profit for the year ended December 31, 2021	-	-	-	-	8,575,044	-	-	-	-	8,575,044
Other comprehensive loss for the year ended December 31, 2021, net of income tax	-	-	-	-	-	(2,532,659)	(35,684)	(2,568,343)	-	(2,568,343)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	8,575,044	(2,532,659)	(35,684)	(2,568,343)	-	6,006,701
Disposal of investment in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	(1,187)	-	1,187	1,187	-	-
Buy-back of ordinary shares (Note 22)	-	-	-	-	-	-	-	-	(3,465,809)	(3,465,809)
BALANCE AT DECEMBER 31, 2021	7,616,181	20,008,824	21,497,294	14,394,310	108,287,799	(16,859,133)	(102,333)	(16,961,466)	(3,465,809)	151,377,133
Appropriation of the 2021 earnings (Note 22)										
Legal reserve	-	-	857,386	-	(857,386)	-	-	-	-	-
Special reserve	-	-	-	2,567,156	(2,567,156)	-	-	-	-	-
Cash dividends distributed by the Company - 100%	-	-	-	-	(7,297,531)	-	-	-	-	(7,297,531)
Changes from investment in associates accounted for using equity method	-	-	-	-	(355)	-	-	-	-	(355)
Overdue unclaimed dividends of shareholders	-	1,192	-	-	-	-	-	-	-	1,192
Net profit for the year ended December 31, 2022	-	-	-	-	10,902,179	-	-	-	-	10,902,179
Other comprehensive loss for the year ended December 31, 2022, net of income tax	-	-	-	-	-	14,857,375	(111,615)	14,745,760	-	14,745,760
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	10,902,179	14,857,375	(111,615)	14,745,760	-	25,647,939
Disposal of investment in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	28,778	-	(28,778)	(28,778)	-	-
Buy-back of ordinary shares (Note 22)	-	-	-	-	-	-	-	-	(3,936,809)	(3,936,809)
Cancelation of treasury shares (Note 22)	(471,510)	(1,238,482)	-	-	(5,692,626)	-	-	-	7,402,618	-
BALANCE AT DECEMBER 31, 2022	\$ 7,144,671	\$ 18,771,534	\$ 22,354,680	\$ 16,961,466	\$ 102,803,702	\$ (2,001,758)	\$ (242,726)	\$ (2,244,484)	\$ -	\$ 165,791,569

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

CATCHER TECHNOLOGY CO., LTD.

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

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 12,379,324	\$ 9,284,865
Adjustments for:		
Depreciation expense	806,521	904,044
Amortization expense	22,852	31,993
Loss (gain) on financial instruments at fair value through profit or loss	750,526	(282,794)
Interest expense	703,860	480,516
Interest income	(1,128,250)	(289,551)
Dividend income	(76,623)	(55,931)
Share of profit of subsidiaries and associates	(5,493,049)	(10,336,983)
Gain on disposal of property, plant and equipment	(23,886)	(23,102)
Transfer of property, plant and equipment to expenses	19	-
Unrealized gain on transactions with subsidiaries	-	31
Unrealized gain on foreign currency exchange	(363,581)	(511,374)
Changes in operating assets and liabilities		
Notes receivable	-	21
Trade receivables	1,046,081	3,597,353
Trade receivables from related parties	799	3,563,322
Other receivables	46,098	76,879
Other receivables from related parties	523,146	(57,175)
Inventories	46,456	1,151,527
Other current assets	24,306	(9,367)
Contract liabilities	10,061	26,346
Trade payables	(336,215)	208,670
Trade payables to related parties	(161,299)	(2,562,531)
Other payables	(937,537)	(919,475)
Other payables to related parties	(548)	(810)
Other current liabilities	(2,953)	(1,578,566)
Net defined benefit liabilities	(9)	20
Other non-current liabilities	-	(10)
Cash generated from operations	7,836,099	2,697,918
Dividends received	15,506,583	56,533
Income tax paid	(256,102)	(38,101)
Net cash generated from operating activities	<u>23,086,580</u>	<u>2,716,350</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at amortized cost	(144,216,423)	(119,156,741)
Proceeds from sale of financial assets at amortized cost	146,542,441	114,911,347
Purchase of financial assets at fair value through profit or loss	(5,886,195)	(7,282,335)
Proceeds from sale of financial assets at fair value through profit or loss	8,349,915	4,508,114
Acquisitions of investments accounted for using the equity method	-	(3,475,000)
Payments for property, plant and equipment	(168,993)	(654,601)

(Continued)

CATCHER TECHNOLOGY CO., LTD.

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

	2022	2021
Proceeds from disposal of property, plant and equipment	\$ 7,951	\$ 29,701
Increase in refundable deposits	(12,000)	(22)
Decrease in refundable deposits	22	120
Payments for of intangible assets	(1,327)	(9,503)
Payments for investment properties	-	(410)
Interest received	<u>1,004,499</u>	<u>314,487</u>
Net cash generated from (used in) investing activities	<u>5,619,890</u>	<u>(10,814,843)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	406,059,178	321,126,452
Repayments of short-term borrowings	(427,394,904)	(313,560,452)
Proceeds from guarantee deposits received	3,369	700
Refunds of guarantee deposits received	(1,150)	(900)
Repayment of the principal portion of lease liabilities	(9,797)	(8,413)
Cash dividends paid	(7,297,490)	(9,139,417)
Payments for buy-back of ordinary shares	(3,981,444)	(3,421,174)
Interest paid	(694,547)	(478,470)
Proceeds from unclaimed dividends	<u>1,192</u>	<u>593</u>
Net cash used in financing activities	<u>(33,315,593)</u>	<u>(5,481,081)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(4,609,123)	(13,579,574)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>14,091,058</u>	<u>27,670,632</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 9,481,935</u>	<u>\$ 14,091,058</u>

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

(With Deloitte & Touche auditors' report dated February 23, 2023)

(Concluded)

APPENDIX I

Articles of Incorporation

Chapter 1: General Provisions

Article 1

The Company is organized as a company limited by shares and permanently existing in accordance with the Company Act of the Republic of China (the “Company Act”) and the Company’s English name is Catcher Technology Co., Ltd.

Article 2

The scope of business of the Company shall be as follows:

1. CA01090 Aluminum molding business
2. CA01150 Magnesium molding business
3. CA01990 Other non-metal business
4. CC01110 Computer and peripheral manufacturing business
5. CB01010 Machinery and equipment manufacturing business
6. F401010 International trade business
7. CA02080 Metal forging business
8. CB01990 Other mechanical manufacturing business
9. C805050 Industrial plastic manufacturing business
10. CA04010 Surface treatment business
11. CQ01010 Mode manufacturing business
12. F108031 Medical equipment wholesale business
13. F208031 Medical equipment retail business
14. CF01011 Medical equipment manufacturing business
15. I301010 Information software service business
16. ZZ99999 Except for permitted business, the Company may engage in other businesses not prohibited or restricted by laws or regulations

Article 2-1

The Company may handle endorsement and guaranty affairs in accordance with the Procedures for the Endorsement and Guaranty of the Company if there is any business need.

Article 2-2

The Company may invest in other businesses which have been approved by the board of directors. The total investment amount may exceed 40% of the total paid-in capital of the

Company, which the regulations stated in Article 13 of the Company Act.

Article 3

The head office of the Company is located in Tainan City, Taiwan, the Republic of China (“R.O.C.”). Subject to the approval of the board of directors and, the Company may, if necessary, set up subsidiaries, branches, or branch offices within or outside the territory of the Republic of China.

Article 4

Public announcements of the Company shall be made in accordance with the provisions of Article 28 of Company Act.

Chapter 2: Shares

Article 5

The registered capital of the Company shall be NT\$10,000,000,000, divided into 1,000,000,000 common shares with a par value of NT\$10 per share. All the shares shall be issued in increments. A total of 23,000,000 shares shall be set aside from the aforementioned common shares for the use as employee Stock Warrants, and the board of directors are authorized to issue by increments.

Article 5-1

For issuance of Stock Warrants where the price is less than the market price (book value) of the Company shares, or where the price of the treasury stocks to be transferred to the employees is less than the average price of the repurchased shares, shareholders representing the majority of the issued shares shall be present and approval by at least 2/3 of the presenting shareholders shall be required.

Article 6

The shares of the company are registered in the form of signatures and seals on behalf of the directors of the company, signed and sealed by the directors, issued after the visa according to law, and may be merged and reissued with large denomination securities.

Article 6-1

Any affair with regard to the shares of the Company shall be handled in accordance with the Guidelines for Handling Stock Affairs by a Public Issuing Company.

Article 6-2

The Company may, pursuant to the applicable laws and regulations, deliver shares or other securities in book-entry form, instead of delivering physical certificates evidencing shares or other securities. The Company shall arrange for such shares to be recorded by a centralized securities custodian institution.

Article 7

Registration for transfer of shares shall be suspended sixty days immediately before the date of general shareholders' meeting, and thirty days immediately before the date of any extraordinary shareholders' meeting, or within five days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3: Shareholders' Meetings

Article 8-1

Shareholders' meetings shall be of two types

1. General meetings: Shall be convened annually by the Board within six months of the end of each fiscal year.
2. Extraordinary meetings: Shall be convened in accordance with the relevant laws, whenever necessary.

Article 8-2

Shareholders' meetings shall be convened by video conference or other methods publicly announced by the central competent authority.

Article 9

The shareholder who cannot attend the shareholders' meeting in person may present a proxy letter, in accordance to regulations, issued by the Company, stating scope of authorization and designating a proxy.

Article 10

Unless otherwise specified by the law, each shareholder of the Company shall be entitled to one vote for each share held.

Article 11

Except as otherwise provided in the relevant laws or the Company Act, any resolution of a

shareholders' meeting shall be adopted at a meeting which at least general majority of the shareholders attend and at which meeting a general majority of the shareholders present vote in favor of such resolution.

Chapter 4: Board of Directors and Audit Committee

Article 12

The Company shall have seven to nine Directors. Directors shall be elected by adopting candidate nomination system as specified in Article 192-1 of the Company Law. The aforesaid Board of Directors must have no less than three independent directors and the number of independent directors shall not be less than 1/5 of the Board Members. The tenure of office of the directors will be three (3) years and they will be eligible for re-election. Directors shall be elected from a slate of director candidates at shareholders' meetings. The nomination of directors and related announcement shall comply with the relevant regulations of the Company Law and the Securities and Exchange Law.

Article 12-1

More than half of the elected directors shall not have either one of the following relationships: 1. Spouse; 2. First-degree and second-degree relatives.

Article 12-2

If the elected directors are against Article 12-1, these elected directors with lower votes are ineligible.

Article 12-3

The professional qualifications, restrictions on the shareholdings and concurrent positions held, and other matters with respect to independent directors shall be in compliance with applicable laws and regulations.

Article 12-4

In compliance with Article 14-4 of the ROC Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors and no less than 3 members. One of them should have expertise in accounting or finance and one of them should convene the committee. The Audit Committee shall be responsible for those functions of Supervisors specified under the Company Act, Securities and Exchange Act and other relevant regulations. The resolution should be approved by more than half of the audit committee members.

Article 13

The Company shall have a chair of the Board. The chair of the Board shall be elected by and among the directors by a majority of directors present at a meeting attended by more than two thirds of directors. The chair of the Board shall externally represent the Company.

Article 13-1

The Board of directors should be formed by the directors, and have the following functions and responsibilities:

1. Preparation of business report.
2. Proposing the earnings distribution or the making-up of losses.
3. Proposing the increase or reduction of capital.
4. Preparation of important procedures, rules, amendments, or agreements.
5. Appointment and removal of the president or vice presidents.
6. Approval of the investment in other businesses.
7. Establishment or abolishment of the branch offices.
8. Examination of business budgets and financial statement.
9. Appointment and removal of accountants.
10. Decision on the shareholders' monetary claims or the technology or goodwill which the Company is in need to exchange with the Company's shares within the authorized capital amount.
11. Decision on the Company's issuance of new shares in exchange with other companies' shares within the authorized capital amount.
12. The issuance of employees stock warrants.
13. Decision on repurchasing the shares of the Company and transferring to employees.
14. Other duties and powers granted by the law or by shareholders' meeting.

Article 13-2

In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors or the discharge of all independent directors, then the Board of Directors shall convene a shareholders' meeting within 60 days to elect new Directors to fill such vacancies in accordance with relevant laws, rules and regulations. The new Directors shall serve the remaining tenure of the predecessors.

Article 13-3

Except as otherwise provided in the Company Act of the Republic of China, the board meeting should be convened by chairman and such chairman shall act as the chairman of the meeting. Any resolution of a Board of Directors' meeting shall be adopted at a meeting which at least general majority of the directors attend and at which meeting a general majority of the directors

present vote in favor of such resolution.

Article 13-4

The convening of the board of directors shall state the reasons and notify the directors by the time limit prescribed by the securities authority 7 days prior through notification by e-mail or fax. But when there is an emergency, you can call it at any time.

Article 13-5

The Board may establish Audit, Compensation or other functions of Committee.

Article 14

In case the chair of the Board asks for leave or for other reason cannot exercise his power and authority, the deputy should be in accordance with Article 208 of the Company Act.

Article 15

Where a director is unable to attend a meeting of the Board, he may appoint another director to represent him by proxy. Each director may act as a proxy for one other director only. The meeting of the Board may be conducted in video conference and the directors who participate in the meeting through video conference are regarded as being present personally. The compensation to the directors is based on the peers' level and will be paid no matter the Company is in profit or loss.

Article 15-1

The Company may purchase liability insurance policies for directors during the tenure of their offices and within the scope of damages results from the performances of their official duties.

Article 15-2

For the items that should be submitted to the board of directors in accordance with Article 14-3 of the Stock and Exchange Act, the independent directors should be present at the meeting in person and shall not be in proxy of non-independent directors. If any director expresses dissent and it shall be contained in the meeting minutes. If the independent director is not able to be present at the meeting in person to express his dissent, except for proper reasons, the director shall submit the written statements and shall be contained in the meeting minutes.

Chapter 5: President and Vice Presidents

Article 16

The Company shall have managerial officers. Appointment, removal and remuneration of the managerial officers shall be subject to the provisions of Article 29 of the Company Act.

Chapter 6: Accounting

Article 17

At the end of each fiscal year, the Board of Directors shall prepare the following statements and reports, and submit the same to the Audit Committee for examination thirty (30) days prior to the annual general meeting, and then shall submit the same to the annual general meeting for adoption: (1) Business Report; (2) Financial statements; (3) Proposal governing the distribution of profit or the making-up of losses.

Article 18

The surplus distribution or loss of the Company shall be paid after the end of each semi-annual accounting year. If there is a surplus in the first half of the accounting year, the distribution shall be as follows:

1. Pay taxes;
2. Make up for accumulated losses;
3. Estimate the retention of employees and directors' compensation;
4. A statutory surplus reserve of 10% is provided; however, when the statutory surplus accumulation has reached the total capital of the company, this is not the limit;
5. To provide or revolve special surplus reserves in accordance with the company's operational needs and statutory requirements;
6. If there is still surplus, plus the accumulated undistributed surplus in the previous period and the undistributed surplus adjustment in the current period, the board of directors proposes to distribute the proposal.

If there is a surplus after the end of the accounting year, the distribution shall be as follows:

1. Pay taxes;
2. Make up for accumulated losses;
3. A statutory surplus reserve of 10% is provided; however, when the statutory surplus accumulation has reached the total capital of the company, this is not the limit;
4. To provide or revolve special surplus reserves in accordance with the company's operational needs and statutory requirements;
5. If there is still surplus, plus the accumulated undistributed surplus in the previous period and the undistributed surplus adjustment in the current period, the board of directors proposes to distribute the proposal.

The Company is still in its growth stage, therefore, its dividend policy shall be determined pursuant to such factors as the economy, growth potential, sustainability, and long-term development. The steadiness and growth of dividends will be also taken into account. Cash dividends shall not be below ten percent (10%) of the total dividends; however, when the cash dividends fall below NT\$0.5 per share, dividends may still be distributed in the form of stocks.

In accordance with Paragraph 5, Article 240 of the Company Act, the Company shall authorize the distributable dividends and bonus in whole or in part, or in accordance with Paragraph 1, Article 241 of the Company Act, the legal reserve or capital reserve in whole or in part, to be paid in cash, pursuant to a resolution adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 18-1

If the company makes a profit in the current year, it shall pay no less than one percent of the employee's remuneration. The board of directors shall decide to distribute it by stock or cash, and the object of its issuance shall include control that meets certain conditions. Or a subordinate company employee, the certain conditions are set by the board of directors. In addition, the company was able to increase the amount of profit, and the board of directors decided to raise no more than one percent of the director's compensation. The employee compensation and the distribution of directors' compensation shall be reported to the shareholders' meeting. However, when the company still has accumulated losses, it should retain the amount of compensation in advance, and then pay the employees' compensation and directors' compensation according to the ratio of the above.

The object of transfer of the company's purchase of shares, the issue of the employee's stock option certificate, the employee of the share purchase when the new shares are issued, and the issue of the new shares of the employee's rights are restricted, including the control or subordinate company employees who meet certain conditions. The board of directors has fixed it.

Chapter 7: Supplementary Articles

Article 19

In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 20

Article 20: This charter was enacted on September 19, 1984. The first amendment was on June

12, 1986. The second amendment was on July 22, 1986. The third amendment was made on March 16, 1989. The fourth amendment was on June 13, 1990. The fifth amendment was made on July 27, 1992. The sixth amendment was made on October 1, 1992. The seventh amendment was made on June 20, 1994. The eighth amendment was made on April 27, 1996. The ninth amendment was made on September 13, 1996. The tenth amendment was made on January 31, 1997. The eleventh amendment was made on July 10, 1997. The twelfth amendment was made on September 27, 1997. The thirteenth amendment was made on June 21, 1998. The fourteenth amendment was made on November 2, 1998. The fifteenth amendment was made on March 18, 1999. The sixteenth amendment was made on April 24, 2000. The seventeenth amendment was made on June 12, 2001. The eighteenth amendment was made on May 30, 2002. The nineteenth amendment was made on May 6, 2003. The twentieth amendment was made on May 24, 2004. The twenty-first amendment was made on May 31, 2005. The twenty-second amendment was made on May 30, 2006. The twenty-third amendment was made on June 28, 2007. The twenty-fourth amendment was made on June 26, 2009. The twenty-fifth amendment was made on June 25, 2010. The twenty-sixth amendment was made on June 13, 2012. The twenty-seventh amendment was made on June 13, 2013. The twenty-eighth amendment was made on May 19, 2016. The twenty-ninth amendment was made on June 11, 2018. The thirty amendment was made on June 12, 2019. The third-first amendment was made on May 27, 2022

DISCLAIMER:

CATCHER's Articles of Incorporation have been translated into English from the original Chinese version prepared and used in Taiwan, the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

APPENDIX II

Rules and Procedures of Shareholders' Meeting

Article 1

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

Article 2

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

Article 3

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the Board of Directors.

Changes in the manner of convening the Company's shareholders meetings shall be approved by the Board of Directors at the latest before the shareholders' meeting notice is given.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. However, if a company's paid-in capital as at the end of a recent fiscal year amounted to NT\$10 billion or more, or according to the register of shareholders at the shareholders' meeting convened in the recent fiscal year, the Company's foreign and mainland Chinese shareholding ratio recorded is more than 30%, the transmission of the aforementioned electronic files shall be completed 30 days before the date of the shareholders' meeting. In addition, 15 days before the date of the shareholders meeting, the Company 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 the Company and the professional shareholder services agent designated thereby.

For the procedure manual and meeting supplementary materials mentioned in the preceding paragraph, the Company shall provide shareholders with reference in the following ways on the day of the shareholders' meeting:

1. When a physical shareholders' meeting is held, the aforementioned materials shall be distributed on the spot of the shareholders' meeting.
2. When convening a video-assisted shareholders' meeting, the aforementioned materials shall be distributed on the spot of the shareholders' meeting, and sent to the Platform for Shareholder Meetings with Video Conferencing as an electronic file.
3. When holding a video shareholders' meeting, the electronic file shall be transmitted to the Platform for Shareholder Meetings with Video Conferencing.

Those shareholders who hold less than 1,000 shares of registered stock may be informed of the meeting notice 30 days in advance by means of posting a public announcement on the Market Observation Post System website. All shareholders shall be notified 15 days in advance when an extraordinary general meeting is convened. Those shareholders who hold less than 1,000 shares of registered stock may be notified 15 days in advance by means of posting a public announcement on the Market Observation Post System website.

The subject of the meeting shall be explicitly stated in notices and public announcements. When the relevant parties grant their consent, notification may be performed using electronics means. The election or dismissal of directors, amendment to the Articles of Incorporation, the dissolution, merger, split up of the Company, or anything as stated in Article 185, Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be stated as the causes of convention and shall not be proposed as special motions in the meeting.

Shareholders holding at least 1% of the total number of issued shares may submit annual general meeting proposals to the Company in writing. Any proposal relates to Article 172, Paragraph 1-4 of the Company Act shall not be accepted.

The company shall publicly announce acceptance of shareholders' proposals, the place of acceptance, and the acceptance period before the book closure date prior to the annual general meeting. The acceptance period may be no shorter than 10 days.

The proposal shall not exceed 300 characters in length (including punctuation marks), or the proposing shareholder shall not submit more than one proposal, and fail to comply with these requirements will cause the entire proposal being excluded from the Shareholders' meeting. The proposing shareholder(s) or its designee shall attend the meeting and join the discussion.

The Company shall notify those shareholders who submitted proposals of the results of process of the proposals prior to the notification of annual general meeting. If the shareholders' proposals to be included in the meeting agenda according to the rule; such proposals shall be included in the agenda. With regard to any shareholder proposals not

included in the meeting agenda, the Board shall include in the meeting handbook an explanation of why each proposal was not included.

Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company 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 the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the video conference shareholders' meeting, a written notice of proxy cancellation shall be submitted to the Company 2 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

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

When convening a video shareholders' meeting, no restrictions on the venue prescribed in the preceding paragraph apply.

Article 6

The handbook of shareholders' meeting, annual report, attendance pass, speaking slips, ballots, and other material should be provided to the shareholders in attendance.

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

Government or juristic shareholders may send more than one representative to a shareholders' meeting. However, a juristic person attending a shareholders' meeting as a proxy may send only one representative to attend.

The Company 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.

When convening a video shareholders' meeting, registration should be accepted on the Platform for Shareholder Meetings with Video Conferencing 30 minutes before the start of the meeting. Shareholders who have completed the registration shall be deemed to have attended the shareholders' meeting in person.

Shareholders who would like to attend the video shareholders' meeting shall register with the Company 2 days before the shareholders' meeting.

When convening a video shareholders' meeting, the Company shall upload the meeting procedures, annual report and other pertinent information to the Platform for Shareholder Meetings with Video Conferencing 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting.

Article 6-1

When convening a shareholders' meeting by video conference, the Company shall state the following matters in the meeting notice:

1. The methods for shareholders to attend video shareholders' meetings and exercise their rights.
2. The measures, at least including the follows, to handle the problems occurring at the Platform for Shareholder Meetings with Video Conferencing caused by natural disasters, incidents or order force majeure events:
 - The time period needed if the aforementioned problems continue and cannot be resolved, causing the meeting to be postponed or resumed later, and the date of the meeting if it is to be postponed or resumed.
 - Shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponed or resumed meeting.
 - For a video-assisted shareholders' meeting, if the video conference cannot be continued, after deducting the number of shares attending the shareholders' meeting by video, the

total number of shares attending the shareholders' meeting reaches the statutory quota for convening a shareholders' meeting, the meeting should continue. The number of share of the shareholders attending by video shall be included in the total number of shares of shareholders present, but their votes to all resolutions of the shareholders' meeting shall be regarded as abstention.

- Handling methods in the event that all the motions have been announced, but no provisional motion has been made

3. Proper alternative measures provided to shareholders having difficulty in attending shareholders' meetings by video.

Article 7

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

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

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors.

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

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

Article 8

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

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

When convening a shareholders' meeting by video conference, the Company shall record and retain information including shareholders' registration, attendance, raising questions, voting, vote counting, voting results and so forth, and shall record audio and video continuously until the end of the meeting.

The Company shall properly retain the aforementioned information and audio/video recording for the duration of the existence of the Company, and shall provide the audio/video recording to the party entrusted with video conference services for preservation.

Article 9

Attendance at shareholders' meetings shall be calculated based on number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in and the shares reported by the Platform for Shareholder Meetings with Video Conferencing, 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 the number of shares with no voting rights, the number of shares representing the attendance, and so forth.

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.

The Company shall announce the video shareholders' meeting fails to be convened on the Platform for Shareholder Meetings with Video Conferencing 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. Shareholders who would like to participate in a video shareholders' meeting by video shall re-register with the Company in accordance with Paragraph 6.

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

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

Article 11

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

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

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

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

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

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

Shareholders participating in a video shareholders' meeting by video are allowed to raise questions in text on the Platform for Shareholder Meetings with Video Conferencing, after the chair announces the start of the meeting until the adjournment. The number of questions asked for each proposal shall not exceed two times, no more than 200 words each time. The provisions of Paragraph 1-5 shall not apply.

Article 12

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

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

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

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 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 shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. 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 the Company 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 Company, by the same means by which the voting rights were exercised, 2 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 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.

When convening a video shareholders' meeting, shareholders participating by video shall conduct voting on various resolutions and elections through the Platform for Shareholder

Meetings with Video Conferencing after the chair announces the start of the meeting, and shall complete the voting before the chair announces the close of voting. Those who exceed the time limit will be deemed a waiver.

When the shareholders' meeting is convened by video conference, after the chair announces the close of voting, the votes shall be counted at one time, and the voting and election results shall be announced.

When the company holds a video shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video in accordance with the provisions of Article 6, but who wish to attend the physical shareholders' meeting in person, shall revoke the registration in the same manner as for the registration 2 days before the shareholders' meeting; Those who fail to revoke within the time limit can only attend the shareholders' meeting by video conferencing.

Shareholders who exercise voting rights in writing or electronically without revoking their intentions while participating in the shareholders' meeting by video shall not exercise their voting rights on the original proposal or propose amendments to the original proposal or exercise the voting rights for amendments to the original proposal, except for temporary motions.

Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

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.

The meeting minutes shall accurately record the year, month, day, and place of the shareholders' meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including statistical weighting). In the election of directors, the number of votes received by each candidate shall be disclosed, with the information retained for the duration of the existence of the Company.

When a shareholders' meeting is convened by video conference, in addition to the matters to be recorded in accordance with the provisions of the preceding paragraph, the meeting shall record the start and end time of the shareholders' meeting, the method of convening the meeting, the names of the chairman and recorders, and measures taken against as well as the outcome when the Platform for Shareholder Meetings with Video Conferencing is blocked or shareholders fail to participate in the video shareholders' meeting due to natural disasters, incidents or other force majeure.

When the Company convenes a video shareholders' meeting, in addition to complying with the provisions of the preceding paragraph, it shall also specify in the meeting minutes the alternative measures provided to shareholders who have difficulty in participating in video shareholders' meetings.

Article 16

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and shares of shareholders who attend the shareholders' meeting in writing or electrically, and shall make an express disclosure of the same at the place of the shareholders' meeting. When the shareholders' meeting is held by video conference, the Company shall upload the aforesaid information to the Platform for Shareholder Meetings with Video Conferencing at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.

When announcing to hold a video shareholders' meeting, the Company shall disclose the total number of shares of the attending shareholders on Platform for Shareholder Meetings with Video Conferencing. The same shall apply if the total number of shares and voting rights of the attending shareholders are counted during the 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, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

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

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

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

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

When the shareholders' meeting is held by video conference, the Company shall immediately disclose the voting results of various resolutions and election results on the Platform for Shareholder Meetings with Video Conferencing as Assistance in accordance with regulations, and shall continue to disclose the aforementioned information for at least 15 minutes after the chairman announces the adjournment of the meeting.

Article 20

When the Company holds a video shareholder meeting, the chairman and recorder should be in the same place.

Article 21

For a shareholders' meeting convened by video conference, when the Platform for Shareholder Meetings with Video Conferencing or participation by video conference is blocked due to natural disasters, incidents or other force majeure events, and if the situation lasts for more than 30 minutes, before the chairman announces the adjournment of the meeting, it shall be postponed or renewed within five days, and Article 182 of the Company Act does not apply.

When a shareholders' meeting is postponed or renewed as prescribed in the preceding paragraph, shareholders who have not registered to participate in the original shareholders'

meeting by video conferencing shall not participate in the extension or continuation of the meeting.

In accordance with the provisions of Paragraph 1 whereby the shareholders' meeting should be adjourned or resumed, shareholders who have registered to participate in the original shareholders' meeting by video and have completed the registration, but who have not participated in the postponed or resumed meeting, their shares entitled for attending the original shareholders' meeting, shares with voting rights and shares with election rights which have been exercised shall be included in the total number of shares, shares with voting rights and shares with election rights for the shareholders participating in the postponed or resumed shareholders' meeting.

When the shareholders meeting is postponed or reconvened in accordance with the provisions of Paragraph 1, the resolutions for which the voting and counting of votes have been completed, and the voting results or the list of elected directors are announced, do not need to be re-discussed or resolved.

When a video shareholders' meeting cannot be continued under the situations as stated in the provision of Paragraph 1, after deducting the number of shares attended by video conference, if the total number of shares attended still reaches the statutory quota for convening a shareholders' meeting, the meeting shall continue, with no need to postpone or renew the meeting in accordance with the Paragraph 1.

In the event that the meeting should be continued as prescribed in the preceding paragraph, for the shareholders who participate in the shareholders' meeting by video conference, the number of their shares shall be included in the total number of shares attended, but their votes to all resolutions of the shareholders' meeting shall be regarded as abstention.

The Company shall postpone or renew the shareholders' meeting in accordance with the provisions of Paragraph 1, and shall handle the relevant matters, including the date of the shareholders' meeting and pre-works, in accordance with the provisions set forth in Paragraph 7 of Article 44-27 of the Regulations Governing the Administration of Shareholder Services of Public Companies and the provisions of each of these articles.

When a video shareholders' meeting is postponed, with regard to the meeting period prescribed in the latter paragraph of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or renew the date of the shareholders' meeting in accordance with the provisions of Paragraph 1.

Article 22

When the company convenes a video shareholders' meeting, it shall provide appropriate alternatives for shareholders who have difficulty in attending the shareholders' meeting by video.

Article 23

These Rules and Procedures shall come into force after being approved by the shareholders' meeting and the same shall apply to amendments.

DISCLAIMER: CATCHER's Rules and Procedures of Shareholders' Meeting have been translated into English from the original Chinese version prepared and used in Taiwan, the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

APPENDIX III

Shareholdings of All Directors

1. As of April 1, 2023, Catcher has issued 714,467,068 shares or paid-in capital of NT\$7,144,670,680.
2. Calculated in accordance with Article 26 of the Securities and Exchange Act, as well as the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, excluding the shares held by independent directors, all directors are required to hold a minimum of 22,862,946 shares.
3. The Company has set up an Audit Committee, thus the statutory shares held by supervisors as stipulated are not applicable.

As of April 1, 2023, all board members' shareholdings were as follows:

Position	Name	Number of shares held	Shareholding %
Chairman	Shui-Shu Hung (Note)	10,704,834	1.50%
Director	Tien-Szu Hung	10,661,889	1.49%
Director	Yung Yu Investment Co., Ltd. (Representative: Shui-Sung Hung)	10,283,871	1.44%
Director	Mon-Huan Le	0	0.00%
Independent Director	Wen-Che Tseng	0	0.00%
Independent Director	Tsornng-Juu Liang	0	0.00%
Independent Director	Ming-Yang Cheng	0	0.00%
All Directors		31,650,594	4.43%

Note : No. of shares includes shares under trust with discretion reserved.