

SPEED TECH CORP.

Meeting Agenda

for 2020 1st Extraordinary General Meeting

October 22, 2020

**Location: No. 568 Sec.1 Minsheng N. Road., Guishan Dist.,
Taoyuan City
(Conference Room of this Corporation)**

Table of Contents

- I. Meeting Procedures..... 1**
- II. Meeting Agenda 2**
 - 1. Matters for Discussion..... 3**
 - 2. Extempore Motion 4**
- III. Attachment:**
 - 1. 2020 Employee Stock Option Issuance and Subscription Plan 5**
- IV. Appendix:**
 - 1. Articles of Incorporation..... 12**
 - 2. Rules of Procedures for Shareholders Meeting..... 18**
 - 3. Shareholding of All Directors and Supervisors..... 25**

SPEED TECH CORP.
2020 1st Extraordinary General Meeting Procedures

1.Call Meeting to Order

2.Chairman's Statement

3.Matters for Discussion

4.Extempore Motion

5.Adjournment

**SPEED TECH CORP.
2020 1st Extraordinary General Meeting Agenda**

Time: 9AM Thursday, October 22, 2020.

Location: No. 568 Sec.1 Minsheng N. Road., Guishan Dist., Taoyuan City (Conference Room of this Corporation)

1.Reporting the number of shares represented by shareholders present in person, with Chairman announcing the commencement of meeting.

2.Chairman's Statement

3.Matters for Discussion:

To discuss this Corporation's proposed plan for employee stock option subscription under at-the-market price in 2020.

4.Extempore Motion

5.Adjournment

[Matters for Discussion]

Proposal: This Corporation has proposed the 2020 plan for employee stock option subscription under at-the-market price. For your discussion. (Proposed by the Board of Directors)

- Explanation:**
1. To attract and keep professional talents needed by this Corporation, and to motivate employees and enhance employees' retention, productivity and sense of belonging toward this Corporation so as to jointly enhance this Corporation's and shareholders' interests, this Corporation will issue the employee stock option of 2020 under the at-the-market price pursuant to regulations including Article 28-3 of the Securities and Exchange Act and Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
 2. The total of issuance is 2,500,000 units, with each unit of stock option representing 1 share available for subscription, and the issuance is made at once or in installments. The total of new ordinary shares required to be issued due to exercise of all options is 2,500,000 shares. The actual date of issuance may be determined by the Chairman under authorization by the Board of Directors.
 3. Determination Basis and Reasonableness for Exercise Price: The price for this issuance is NTD 70 per share. As for determination of price, due to this Corporation's consideration into its attraction and keeping talents as well as motivation effect whilst balancing the shareholders' rights with the exercise in installments by the ratio set forth by period of right entitled to employee's stock option warrant upon expiration of 2 years from the issuance date, therefore, the Exercise price under the at-the-market price shall be reasonable.
 4. Qualifications and Conditions for Eligible Employees ("Optionee") for Stock Option and Number of Shares Available for Subscription
 - (1) To be limited to full-time employees of this Corporation and its holding company and its subsidiary.
 - (2) The employees actually qualified to be vested with the option and the number of shares such employees may subscribe to shall be approved by the Chairman before submitting for adoption by a majority of directors at a meeting attended by two-thirds or more of the total number of directors, by reference to their seniority, rank of position, performance, overall contribution, special achievements, etc. However, the qualification for managerial roles shall be agreed by this Corporation's Compensation and Remuneration Committee.
 - (3) Where this Corporation issues employee stock warrants under Article 56-1, paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the cumulative number of shares subscribable by a single **optionee** of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single **optionee**, may not exceed 0.3 percent of this Corporation's total issued shares. And the above in combination with the cumulative number of shares

subscribable by the single optionee of employee stock warrants issued by this Corporation under Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers may not exceed 1 percent of the total number of this Corporation's issued shares.

5. Necessity of this Issuance of Employee Stock Option:

To attract and keep professional talents needed by this Corporation, and to motivate employees and enhance employees' retention, productivity and sense of belonging toward this Corporation so as to jointly enhance this Corporation's and shareholders' interests, this Corporation has therefore issued employee stock option in such matters.

6. The expensable amount, dilution of this Corporation's earnings per share and other factors affecting shareholders' equity:

With the closing price of this Corporation's ordinary shares and in consideration with the estimates of actuarial assumptions, the estimates of expensable amount amortized to each year from 2021 to 2024 are: NTD 47,487 thousands, NTD 47,487 thousands, NTD 27,669 thousands and NTD 13,990 thousands, NTD 136,633 thousands in total. With the closing price of this Corporation's ordinary shares and in consideration with the estimates of actuarial assumptions, the estimated dilution of this Corporation's earnings per share from 2021 to 2024 are NTD 0.28, NTD 0.28, NTD 0.16 and NTD 0.08.

7. If, after this plan is proposed to a shareholders' meeting or a special shareholders' meeting and becomes effective after approval in the said meetings, there are any other unspecified matters or the competent authority requests to make amendment, in order to strive for more efficiency, this Corporation may authorize the Chairman to react to such request and submit to the Board of Directors for ratification afterwards.

8. "2020 Employee Stock Option Issuance and Subscription Plan" is proposed for this issuance, see Attachment 6 for more information.

9. for your resolution.

Resolution:

[Extempore Motion]

[Adjournment]

[Attachment 1]

SPEED TECH CORP.

2020 Employee Stock Option Issuance and Subscription Plan

I. Purpose of Issuance

To attract and keep professional talents needed by this Corporation, and to motivate employees and enhance employees' retention, productivity and sense of belonging toward this Corporation so as to jointly enhance this Corporation's and shareholders' interests, this Corporation's Employee Stock Option Issuance and Subscription Plan is set forth pursuant to Article 28-3 of the Securities and Exchange Act and "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" [issued by Financial Supervisory Commission](#).

II. Period of Issuance

This employee stock option is made at once or in installments based on actual needs within one year from receipt date of FSC approval for public issuance of securities, and the actual date of issuance may be determined by the Chairman.

III. Qualification and Condition for Eligible Employees ("Optionee") for Stock Option

- (1) To be limited to full-time employees of this Corporation and its holding company and its subsidiary. The employees actually qualified to be vested with the option and the number of shares such employees may subscribe to shall be approved by the Chairman before submitting for adoption by a majority of directors at a meeting attended by two-thirds or more of the total number of directors, by reference to their seniority, rank of position, performance, overall contribution, special achievements, etc. However, the qualification for managerial roles shall be agreed by this Corporation's Compensation and Remuneration Committee.
- (2) The "holding company" or "subsidiary" as referred to in paragraph (1) hereof are identified in accordance with the standards as prescribed in Articles 369-2, 369-3, 369-9 and 369-11 of the Company Act, or are handled following the updated regulations prior to issuance or rules by competent authority.
- (3) Where this Corporation issues employee stock warrants under Article 56-1, paragraph 1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers", the cumulative number of shares subscribable by a single optionee of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single optionee, may not exceed 0.3 percent of this Corporation's total issued shares. And the above in combination with the cumulative number of shares subscribable by the single optionee of employee stock warrants issued by this Corporation under Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers may not exceed 1 percent of the total number of this Corporation's

issued shares.

IV. Total Number of Issuance

The total of issuance is 2,500,000 units, with each unit representing 1 share available for subscription via stock option, and the total of new ordinary shares required to be issued due to exercise of subscription rights is 2,500,000 shares.

V. Issuance Condition

(1) Issuance Price: the exercise price is NTD 70 per share.

(2) Vesting Conditions:

1. An optionee may exercise his/her subscription right following the schedule below after the 2nd anniversary of the Vesting Commencement Date. The stock options are valid for 5 years, and, unless as regulated in this Plan, the options and the rights and interests thereon shall not be transferred, pledged or donated to other persons or otherwise disposed of.

<u>Warrant Vesting Anniversary</u>	<u>Ratio for Subscription Exercisable</u>
2 nd	30%
3 rd	30%
4 th	40%

2. After the Optionees have been vested the options from this Corporation, if this Corporation deems that any of them have material violation against the labor contract or work rules, this Corporation is entitled to withdraw and cancel the options not yet exercised.

3. The aforementioned period of right and ratio may be adjusted by the Board following the condition of each issuance.

(3) Type of Shares to be Subscribed: Common Shares of this Corporation.

(4) Where an employee does not meet the vesting conditions, or an inheritance has occurred shall be handled following the methods stated below:

1. Job-Leaving (including Voluntary Separation and Firing)

For the options already vested, all such options may be exercisable within one month after the job-leaving; however, under the circumstances which the option cannot be exercised in a certain period, the exercise period may be deferred by the number of days unable for exercise from the date of commencement. For the options not yet vested, such options shall be deemed retrieved and revoked on the date of job-leaving.

2. Retirement

For the options already vested, all such options may be exercisable at the retirement. Except for the restriction that the subscription right may be exercised after the 2nd anniversary of the options vested to the employees, the options not yet vested are not subject to the subscription percentage restriction in Paragraph 2 of the Article hereof. Such options may be exercisable within one year after the retirement date or after the 2nd anniversary of the issuance date of the option, whichever is later.

3. Death other than from Non-Occupational Hazards

For the options already vested, the heir may exercise the option within 1 year after the date of acquiring the inheritance right. For the option not yet vested, the option shall be void on the date of death.

4. Non-Reinstatement or Death from Occupational Hazards

(1) For the options already vested to an employee who cannot continue to work because of disability as a result of occupational hazard, such options may be exercisable on the date on which it is confirmed that the Optionee cannot be reinstated. Except for the restriction that the subscription right may be exercised after the 2nd anniversary of the options vested to the employees, the options not yet vested are not subject to the subscription percentage restriction in Paragraph 2 hereof. Such options may be exercisable within one year after the date on which it is confirmed that the Optionee cannot be reinstated or after the 2nd anniversary of the issuance date of the option, whichever is later.

(2) For the options already vested to an employee died as a result of occupational hazards, such options may be exercisable on the date on which the heir acquires the right of inheritance. Except for the restriction that the subscription right may be exercised after the 2nd anniversary of the options vested to the employees, the options not yet vested are not subject to the subscription percentage restriction in Paragraph 2 hereof. Such options may be exercisable within one year after the date of death or after the 2nd anniversary of the issuance date of the option, whichever is later.

5. Leave of Absence without Pay

For the options already vested to those employees taking leave of absence without pay due to requirement of the laws and regulations, suffering from a dread disease, great change of family, study abroad, etc. approved by this Corporation, such options may be exercisable within 1 month after the date of leave of absence; however, in the events of occurrences as prescribed in Article 9, paragraph 1 hereof, the stock option exercise period may be deferred for the period of such Term. For the options not yet vested, calculation of the length of service shall be deferred for the period of leave of absence without pay, and such options may be exercisable after the reinstatement up to the end of the Term.

6. Layoff

For the options already vested, all such options may be exercisable within one month after the effective date of layoff. For the options not yet vested, such options shall be deemed retrieved and revoked on the date of job-leaving.

7. Transfer to Affiliates (holding or subsidiary of this Corporation)

Any employee (Optionee) of this Corporation transferred to an affiliate for operation needs as approved by the general manager of this Corporation, the vested option to such Optionee is not affected by the transfer.

8. Others:

Where the option may not be attributable to the above reasons or requires an adjustment under relevant regulations when actually exercising following the subparagraphs above, the Chairman is authorized to set determine or adjust respectively following actual circumstances.

9. Options not exercised by the Optionee or his/her heir within the aforesaid period shall become null and void. Where an employee has material violation to labor contract or work rules after vested with stock option by this Corporation, for the exercisable warrants not yet exercised prior to the occurrence of such violation or to the announcement of performance appraisal, such employee instantly loses the rights to claim the unexercised option from this Corporation; identification of the aforementioned violation and performance shall be made under relevant employment contract, work rule, performance appraisal standards and other relevant human resources regulations.

(5) Procedures to Handle the Option Waived by Optionee: This Corporation shall cancel and shall not re-issue the options to which the option is waived.

VI. Performance of Contract: This Corporation shall issue new shares for delivery upon exercise of the option hereunder.

VII. Adjustment of Exercise Price

(1) After the option have been granted, in case of any change in the amount of the common shares of this Corporation (i.e., capital increase by cash, recapitalization of earnings, recapitalization of capital surplus, merger of this Corporation, split of stocks, participating in the offering of global depository receipt through rights issue) and the issue price thereof is lower than the then exercise price, unless this Corporation issues new shares for employees' bonus, the exercise price shall be adjusted based on the following formula (to be rounded up to the nearest NTD 0.1).

Adjusted Exercise Price = ((Exercise price before adjustment x Number of issued shares) + (Per subscription price of new share x Number of new shares)) / (Number of issued shares + Number of new shares)

1. "Number of issued shares" means the total number of issued common shares, less treasury stocks which this Corporation has bought back but "has not cancelled or transferred". This does not include number or shares stated on "certificate of payment for stock option exercise", "bond conversion entitlement certificate" and other certificates.
2. In the event the new shares are distributed gratis or resulting from split of stocks, the payment amount per new share is zero.
3. Where this Corporation merges with other companies, per subscription price of new shares under capital increase will be the average closing price of this Corporation's ordinary shares for a consecutive 30 days from the 45th business day prior to the record date for the merger.
4. If the exercise price after adjustment is higher than that before adjustment, no adjustment shall be made.

5. Where the per subscription price is lower than par value of an ordinary share after adjustment, the par value of the ordinary share shall serve as subscription price.
 6. Current market price shall be determined based on the simple arithmetic average of the common stock closing price of 1-business-day, 3-business-day or 5-business-day before the record date of ex-dividend date, price determination or stock split.
- (2) After issuance of the stock options, upon distribution of cash dividend of this Corporation, the exercise price per share shall be adjusted based on the following formula (to be rounded up to the nearest NT \$ 0.1) the ratio of distributed cash dividend to the current market price per common share on ex-dividend date:
- Adjusted Exercise Price = Exercise price before adjustment x (1 – the ratio of distributed cash dividend to the current market price per common share)
- The said current market price shall be determined based on the simple arithmetic average of the common stock closing price of 1-business-day, 3-business-day or 5-business-day before the date of public announcement of the book closure period for distribution of such cash dividend.
- (3) After this Corporation issues the stock options, for any decrease of the number of common shares due to the capital reduction from cancellation of shares (other than cancellation of treasury shares), the exercise price shall be adjusted based on the following formula (to be rounded up to the nearest NTD 0.1) on the record date of capital reduction:
1. Upon Capital Reduction for Making Up Losses:
Adjusted exercise Price = Exercise price before adjustment x Number of issued common shares before de-capitalization / Number of issued common shares post capital reduction.
 2. Upon Cash Reduction:
Adjusted exercise Price = (Exercise price before adjustment – Cash amount refunded per share) x Number of issued common shares before de-capitalization / Number of issued common shares post capital reduction.

VIII. Procedures for Exercising Option

- (1) The Optionee may, except in the period for subscription closure as agreed or for book closure required under the law or otherwise set forth in this Plan, exercise the right to options following the schedule set forth in Article 5, Paragraph 2 hereof, and shall fill out an exercise request form and submit such to the securities agent of this Corporation.
- (2) After receiving the said request, this Corporation's securities agent shall notify the optionee to complete payment for the stocks at designated bank(s).
- (3) After receiving the said request and collecting full payment for the stocks, this Corporation's securities agent shall enter the name of the holder into shareholder register and deliver the newly issued common shares within 5 business days in the book-entry form.
- (4) The aforesaid common shares may be traded in the stock exchange market (or emerging stock market) from the date of delivery to Optionee. Where this Corporation's ordinary shares may be traded at Taiwan Stock Exchange (TWSE) (or Taipei Exchange (TPEX))

under relevant laws, the newly issued common shares may be traded in the stock exchange market (or emerging stock market) from the date of delivery to the Optionee.

(5) Corporation shall make change registration for the stock capital containing exercised shares at the competent authority within 15 days after the conclusion of that quarter.

IX. Limitations to this Corporation on vesting employee stock option warrants due to exercise of stock options, and the periods unavailable for exercise of stock option each year:

(1) Book closure period prior to the convening of a shareholders' meeting of the year, as required under the law.

(2) From 15 business days prior to the book closure date for granting dividends gratis, for distribution of cash dividend, or for capital increase by cash for subscription, until the record date for such rights, and the record date of capital reduction to one day prior to the commencement date for trading of shares exchanged through capital reduction.

(3) the period from the convening date of "Board of Directors meeting determining the record date of the merger of the year" to the record date of the merger of the year; or the period from the convening date of "Board of Directors meeting determining the record date of split of the year" to the record date of split of the year; or the period from the convening date of "Board of Directors meeting determining the record date of distribution of the year" to the record date of distribution of the year.

(4) Handling of exercise price being lower than stock par value based on the facts in the book closure period as required under the law: when the exercise price for the stock option issued by this Corporation is lower than the par value of the ordinary share stock, the par value of such stock shall prevail.

X. Limits to Rights after Exercising of Stock Option

As the shares issued for exercise of stock option are ordinary shares, the rights and obligations of the subscribed ordinary shares are the same as this Corporation's original ordinary shares.

XI. Confidentiality

The Optionee shall follow the confidentiality rules after granted the stock option warrant and, unless as required by laws and regulations or competent authority, shall not inquire from others or disclose relevant contents and number of the option. This Corporation may cancel the stock option warrant unexercised should there be any violation of this provision.

XII. Implementation Guidelines

The operational matters and period regarding the number of the granted options for each Optionee, how to exercise, how to make payment, or replacement of the stocks, shall be notified by this Corporation separately.

XIII. Other Matters to be Specified:

(1) This Plan shall be approved by a majority of the directors in a Board meeting attended by two-thirds or more of directors and become effective after approval by the competent authority. Amendment made before the issuance shall apply the same rule. If, during the reviewing process, the competent authority requests to make amendment, in order to strive for more efficiency, this Corporation may authorize the Chairman to react to such request

and submit to the Board of Directors for ratification afterwards.

- (2) Any unspecified matters in this Plan shall be handled following relevant laws and regulations.

[Appendix I]

SPEED TECH CORP.

Articles of Incorporation

June 26, 2019

Shareholders' Resolution in 2019 General Shareholders' Meeting

Chapter I General Provisions

Article 1: This Corporation is incorporated in accordance with the regulations of the Company Act and registered under the business name of 宣德科技股份有限公司 in the Chinese language, and Speed Tech Corp. in the English language.

Article 2: This Corporation's scopes of service are set out hereunder:

- I. CC01020 Electric Wires and Cables Manufacturing.
- II. CC01060 Wired Communication Equipment and Apparatus Manufacturing.
- III. CQ01010 Die Manufacturing.
- IV. CC01080 Electronic Parts and Components Manufacturing.
- V. CA01130 Copper Material Rolls over Extends and Crowding.
- VI. CA02010 Metal Architectural Components Manufacturing.
- VII. C804020 Industrial Rubber Products Manufacturing.
- VIII. C805050 Industrial Plastic Products Manufacturing.
- IX. I501010 Product Designing.
- X. F119010 Wholesale of Electronic Materials.
- XI. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing.
- XII. CC01110 Computers and Computing Peripheral Equipments Manufacturing.
- XIII. CB01010 Machinery and Equipment Manufacturing.

Article 2-1: This Corporation may act as an endorser and a guarantor for business and investment purposes.

Article 2-2: This Corporation's total amount of re-investment may be free from restrictions as prescribed in Article 13 of the Company Act.

Article 3: This Corporation has its head office in Taoyuan City, and this Corporation may establish branches in and out of this country after the resolution from the Board.

Article 4: (Deleted).

Chapter II Shares

Article 5: The total amount of this Corporation's capital is NTD 4 billion, which is further divided into 400 million shares, with the value per share at NTD 10. The shares may be issued as ordinary shares or preferred shares in installments, and the unissued shares may be issued by a resolution adopted by the Board based on actual needs. NT\$167,800,000, in the above capital amount, is further divided into 16,780,000 shares, with the value per share at NTD 10, reserved for issuing employee stock options, and shall be issued by installments based on the Board resolution.

Article 5-1: (Deleted).

Article 6: The treasury shares purchased by this Corporation in accordance with the Company Act may be transferred to, including but not limited to, employees of parents or subsidiaries of this Corporation meeting certain specific requirements set by the Board of Directors or its authorized persons

The share subscription warrants of this Corporation may be issued to, including but not limited to, employees of parents or subsidiaries of this Corporation meeting certain specific requirements set by the Board of Directors or its authorized persons.

When this Corporation issues new shares, the employees entitled to subscribe for new shares may include employees of parents or subsidiaries of this Corporation meeting certain specific requirements set by the Board of Directors or its authorized persons.

The restricted stock for employees issued by this Corporation may be transferred to, including but not limited to, employees of parents or subsidiaries of this Corporation meeting certain specific requirements set by the Board of Directors or its authorized persons

Article 7: This Corporation may issue shares without printing share certificate(s); however, the shares shall be registered at institutions of centralized securities depository enterprises.

Article 8: Registration for transfer of shares shall be suspended sixty days immediately before the date of regular meeting of shareholders or thirty days immediately before the date of any special meeting of shareholders, or within five days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by this Corporation.

Article III Shareholders' Meeting

Article 9: There are two types of shareholders' meeting:

Regular meeting: convened by the Board in accordance with relevant laws within six months after the close of each fiscal year.

Special meeting: convened in accordance with the relevant laws and regulations when necessary.

The notice of shareholders' meeting may be effected by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.

To notify the shareholders holding less than one thousand shares of the registered shares, the notice for convening may be made by public announcement.

Article 10: When a shareholder is unable to attend the shareholders' meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering company issued written proxies.

Article 11: Except in the circumstances otherwise provided for in the Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession; however, this shall not apply to restricted shareholders or non-voting shareholders as listed in Article 179, Paragraph 2 of the Company Act.

Article 12: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the

Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Preparation and distribution of the minutes of shareholders' meeting shall be made pursuant to Article 183 of the Company Act.

Article 12-1: This Corporation, obtained the consent of a majority of the voting rights represented at least two-thirds of attending shareholders, may transfer shares to employees at less than average actual share repurchase price, or issue employee stock warrants, which exercise price may be lower than the closing price of the company stocks as of the issuing date.

Article IV Directors and Supervisors

Article 13: This Corporation shall appoint 7-9 directors and 3 supervisors with voting by shareholders meeting attendees with legal capacity, and the term of the director is three years and may be re-elected after the term. In addition, this Corporation may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship. The total of ratio in shareholding by the full entity of directors and supervisors shall follow the provisions under competent security authority.

Article 13-2: As required by Article 14-2 of the Securities and Exchange Act, this Corporation's directors shall include independent directors not less than two in number and not less than one-fifth of the total number of directors. The independent directors shall be elected based on candidate nomination system, and appointed from the candidate list by the Board. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination, and other matters for compliance with respect to independent directors shall be prescribed by the competent security authority.

Article 14: The Board is organized by directors. The Chairman is elected by two-thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting. The Chairman shall externally represent this corporation.

Article 14-1: To convene a meeting of the Board of Directors, a notice of the meeting shall be given to each director by 7 days prior to the meeting, provided that a meeting may be convened at any time in case of emergency. The meeting notice may be given by means of delivery in writing, facsimile or electronic mail.

Article 15: When the Chairman of the Board is on leave or for any reason and unable to exercise the powers of the Chairman, the proxy is handled in accordance with Article 208 of the Company Act. In case a director cannot attend a meeting of the board of directors, the director may appoint another director to attend a meeting of the board of directors in his/her behalf by issuing a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting; however, a director may accept the appointment to act as the proxy of one other director only.

Article 15-1: This Corporation's shareholders' meetings are convened by the Board and chaired by the Chairman of the Board. When the Chairman is absent, the Chairman shall appoint one of the directors to act as chair, or, where the Chairman does not make such a delegation, the directors shall select from among themselves one person to serve as chair; If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 16: When the Chairman, Directors and Supervisors exercise their duty for this Corporation, this Corporation shall pay salary accordingly. The Board of Directors is authorized to determine the salary for them, considering the extent and value of the services provided for the management of this Corporation and the standards of the industry within R.O.C and overseas.

Article V Manager

Article 17: This Corporation may have 1 general manager and several vice general managers, whose appointment, discharge and compensation shall be handled in accordance with Article 29 of the Company Act.

Article IV Accounting

Article 18: This Corporation shall compile the following statements at the end of each fiscal year and submit to the supervisors for auditing before submitting to its shareholders for their ratification no later than 30 days from the date of shareholders' meeting.

- I. The annual business report;
- II. The financial statements; and
- III. The appropriation of profit and remedy in the event of loss proposal.

Article 19: To motivate the employees and management team, this Corporation, before deducting distribution of employee compensation as well as directors' and supervisors' compensation after making up losses based on this Corporation's profit before tax of the current year, shall set aside a proportion no lower than 3 percent shall be reserved as employees compensation, and no higher than 3 percent shall be reserved as compensation to the directors and supervisors if there is still a profit.

Employees' compensation may be distributed by way of cash dividend and/or stock dividend, but only cash compensation to directors and supervisors. Proposal of compensation shall be resolved by a majority vote at a Board of Directors meeting attended by at least two-thirds of the total number of directors and shall be reported to the shareholders' meeting.

Qualification requirements of employees entitled to receive shares or cash in accordance with the provisions in the preceding paragraph may include the employees of parents or subsidiaries of this Corporation meeting certain specific requirements,

Article 20: When allocating the earnings after having paid all taxes and dues for each fiscal year, this

Corporation shall first offset its losses in previous years, and set aside a legal capital reserve at 10% of the profits. It is not subject to regulation, if the accumulated legal capital reserve has equaled the total capital of the Corporation. Aside from aforesaid legal reserve or reverse special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge, any remain profit plus unappropriated retained shall be distributable earnings. The Board of the Directors shall propose the earnings distribution in a shareholders' meeting for a resolution.

The earnings distribution shall be based on the net profit after tax for the current year, however, considering the interests of shareholders, balanced dividends and this Corporation's long-term financial planning, the Corporation may draft the unappropriated retained earnings from the previous year for insufficient earnings for distribution. When allocating earnings distribution, the Corporation shall consider company's future expanding plans and the needs of cash flow. Dividends shall be distributed by way of cash dividend and/or stock dividend, of which, cash dividends shall be not less than 10% of the total dividend. The proceeding earning distribution ratio and ration of cash dividend, shall be adjusted depending on the actual earnings and capital position with a resolution reached in a shareholders meeting.

Where there are no losses, this Corporation may authorize the Board to, through approval by a majority of attending directors in a Board meeting attended by more than two-thirds of all directors, convert the legal reserve (which exceeds 25 percent of the paid-in capital) and all or part of the additional paid-in capital meeting requirement of the Company Act to distribution in cash, which shall be reported in the most recent shareholders' meeting.

Article 21: Any unspecified matters in this Articles of Incorporation shall be dealt in accordance with the Company Act and relevant regulations.

Article 22: The constitution was enacted on October 4, 1990.

The 1st Amendment was made on October 19, 1991.

The 2nd Amendment was made on January 17, 1995.

The 3rd Amendment was made on November 24, 1995.

The 4th Amendment was made on October 1, 1997.

The 5th Amendment was made on April 20, 1998.

The 6th Amendment was made on June 17, 1998.

The 7th Amendment was made on April 28, 2000.

The 8th Amendment was made on May 10, 2001.

The 9th Amendment was made on May 28, 2002.

The 10th Amendment was made on June 27, 2003.

The 11th amendment was made on June 27, 2003.

The 12th amendment was made on June 16, 2004.

The 13th amendment was made on June 20, 2005.

The 14th amendment was made on June 15, 2006.

The 15th amendment was made on June 13, 2008.

The 16th amendment was made on June 19, 2009.

The 17th amendment was made on April 23, 2010.

The 18th amendment was made on June 15, 2012.

The 19th amendment was made on June 30, 2015.

The 20th amendment was made on June 24, 2016.

The 21st amendment was made on June 28, 2017.

The 22nd amendment was made on May 31, 2018.

The 23rd amendment was made on June 26, 2019.

[Appendix II]

SPEED TECH CORP.

Rules of Procedures for Shareholders Meeting

Shareholders' Resolution on June 15, 2012

Article 1 (Basis of Stipulation)

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

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

Article 3 (Convening Shareholders Meetings and Shareholders Meeting Notices)

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

The convening of the shareholders' general meeting shall be notified to the shareholders 30 days before the date. To notify the shareholders holding less than one thousand shares of the registered shares, this Corporation shall upload the information to the Market Observation Post System (MOPS) 30 days before the meeting. The convening of the special shareholders meeting shall be notified to the shareholders 15 days before the meeting. To notify the shareholders holding less than one thousand shares of the registered shares, this Corporation shall upload the information to MOPS 15 days before the meeting date.

The notification and the announcement shall state the purpose for convening the meeting. Re-election of directors or supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Article 4 (Proxy Appointing)

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

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

Article 5 (Principles Determining the Time and Place of a Shareholders Meeting)

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

Article 6 (Preparation of Documents such as the Attendance Book)

This Corporation shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. Attendance and voting rights at shareholders meetings shall be calculated based on numbers of shares.

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

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

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

Article 7 (The Chair and Non-Voting Participants of a Shareholders Meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the 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.

It is advisable that shareholders meetings convened by the board of directors be 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.

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

Article 8 (Documentation of a Shareholders Meeting by Audio or Video)

This Corporation shall make an uninterrupted audio and video recording of the proceedings, and the recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9 (Calculation of Number of Shares in Attendance and Call of Shareholders' Meeting)

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.

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

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

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

Article 10 (Discussion of Proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. 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 (Shareholder Speech)

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

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal (including Matters for Report, Matters for Discussion and Election, and extraordinary motions) , and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

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

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

Article 12 (Calculation of Voting Shares and Recusal System)

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

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

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

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

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

percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 (Voting, Vote Monitoring and Counting for Proposals)

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.

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.

With regards to a proposal, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved which contains effects equivalent to resolution through voting. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote following the provisions in the preceding paragraph.

Other than proposals listed in the procedure, the proposal or an amendment or alternative to a proposal proposed by the shareholder shall be seconded by other shareholders, and the total shares represented by proposer and resolutioners shall reach 1% of total voting shares.

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

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

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.

Article 14 (Election Matters)

The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately.

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

Article 15 (Meeting Records and Signed Matters)

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting.

This Corporation may distribute the meeting minutes of the preceding paragraph following provisions as prescribed in the Company Act.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results, and the minutes shall be retained for the duration of the existence of this Corporation.

The methods by which resolutions were adopted, of which is by an inquiry by the chair with no attending director voices an objection, shall be recorded "by an inquiry by the chair with no attending director voices an objection". However, if there is an objection following an inquiry by the chair, such proposal shall be recorded the method of resolution and the ratio of resolution and the votes.

Article 16 (Public Disclosure)

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

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

Article 17 (Maintaining Order at the Meeting Space)

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

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

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

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

Article 18 (Recess and Resumption of a Shareholders' Meeting)

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

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

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

Article 19

Any matters unspecified by these Rules shall be handled by the chair's deed.

Article 20 (Supplementary Provisions)

These Rules shall take effect after adopted by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

[Appendix III]

SPEED TECH CORP.

Shareholding of All Directors and Supervisors

1. Number of Ordinary Shares held by this Corporation: 169,500,000 Shares
2. Pursuant to Article 26 of the Securities and Exchange Act, the minimum number of shares to be held by Directors and Supervisors are as follows:
 - (1) Required minimum for combined shareholding by all directors: 10,178,700 Shares
 - (2) Required minimum for combined shareholding by all supervisors: 1,017,870 shares.

Book Closure Date: September 23, 2020

Title	Name	Shares Held	Shareholding Ratio (%)
Chairman	ICT Lanto Limited Representative: Zhen-Long Cai	51,989,551	30.67%
Director	ICT Lanto Limited Representative: Yi-Ling Yeh		
Director	ICT Lanto Limited Representative: Zhao-Ren Huang		
Director	ICT Lanto Limited Representative: Zhih-Ren Chang		
Director	Gui-Ji Fan	0	0.00%
Independent Director	Ho-Bo Zhang	0	0.00%
Independent Director	Ding-Jun Zhong	5000	0.00%
Shareholdings of All Directors and Ratio		51,994,551	30.67%
Supervisor	Hua-Wei Investment Co., Ltd. Representative: Chiu-Tan Lin	8,000,000	4.72
Supervisor	Jia-De Hsu	0	0.00%
Supervisor	Chia-Wei Tsia	0	0.00%
Shareholdings of All Supervisors and Ratio		8,000,000	4.72%

Remarks: Pursuant to Article 2 of “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 80 percent.