

Mercuries & Associates Holding, Ltd.
Minutes of 2022 Annual Shareholders' Meeting
(Translation)

Time : 9:00 a.m., Friday, June 24 2022

Place : 20F, No. 145, Section 2, Jianguo North Road, Taipei City

Attendance of Shareholders : All shareholders and their proxy holders, representing 676,229,156 shares (among them 494,479,755 shares voted via electronic transmission) , 78.15 % of the total 865,189,655 outstanding shares excluding 48,172,428 shares without voting rights according to Article 179, paragraph 2 of the Company Act

Board Member Present : Chen, Shiang-Li, Chairman 、Wong, Wei-Chyun, Director 、Mao, Ming-Yu, Director 、Chen, Shiang- Feng, Director 、Cheng, I-Teng, Director 、Lee, Mao, Independent Director 、Tu, Te-Cheng, Independent Director

Attendance : Liu Ke Yi, CPA 、Hsu Ching-Hsin, General Counsel

Chairman : Chen, Shiang-Li, the Chairman of the Board of Director

Recorder : Wu, Su-Neu

I. Meeting Commencement Announced : The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum.

II. Chairman's Address (omitted)

III. Report Items :

(I) 2021 business report (Please refer to Attachment 1)

(II) Audit Committee's review report of 2021 audited financial statements (Please refer to Attachment 2)

(III) To report 2021 directors' and employees' compensation

2021 employees' and directors' compensation in the amounts of NT\$20,200,000 and NT\$10,900,000.

(IV) Status report of endorsement and guarantee in 2021

As of December 31, 2021, the Company and its subsidiaries endorsement/guarantee balance was NT\$ 208,000 thousand.

Unit: NT\$1,000

No.	Company Name of Endorser/ Guarantor	Endorsed/ Guaranteed Party		Limitation on Endorsements and Guarantees for a Single Enterprise (Note 2 、 4)	Maximum Balance for the Period	Endorsement or Guarantee Balance at the End of Current Period	Actual Expenditure	Amount of Endorsement/ Guarantee with Security on Property	Percentage of Accumulated Amount of Endorsement/ Guarantee to Net Equity of Most Recent Financial Statements	Endorsement/ Guarantee Ceiling (Note 3 、 4)
		Company Name	Relationship (Note 1)							
0	Mercuries & Associates Holding, Ltd.	Sanyou Drugstores, Ltd.	2	\$2,958,126	\$200,000	\$200,000	\$0	-	1.01%	\$5,916,252
1	Mercuries Data Systems Ltd.	Mercuries Data Systems Ltd. (Note 5)	1	\$456,576	\$8,000	\$8,000	\$8,000	-	0.35%	\$1,141,440

Note 1: The relationship between the endorser/guarantor and the Company is classified into the following six categories:

(1) Companies with business relationship.

(2) The endorser/guarantor parent company owns directly more than 50% voting shares of the endorsed/guaranteed subsidiary.

(3) The endorser/guarantor parent company and its subsidiaries jointly own more than 50% voting shares of the endorsed/guaranteed company.

(4) More than 50% voting shares of the subsidiary directly held by the endorser/guarantor parent company or indirectly

held by subsidiary.

(5) Companies which guarantee each other according to contract based on contractor relationship.

(6) Joint venture endorsed/guaranteed by shareholders based on their holding ratio.

Note 2: The amount of endorsement/guarantee for one single company cannot exceed 15% of the Company's net equity on the financial statements.

Note 3: The Company's total endorsement/guarantee cannot exceed 30% of the Company's net equity on the financial statements.

Note 4: (1)The aggregate amount of endorsements/guarantees made by Mercuries Data Systems Ltd. shall not exceed 50% of its net equity of calculated based on its most recent financial statements reviewed or audited by a CPA .

(2)The amount of endorsements/guarantees made by Mercuries Data Systems Ltd. to a single enterprise shall not exceed 20% of the its net equity of calculated based on its most recent financial statements reviewed or audited by a CPA .

Note 5: Endorsements/guarantees of custom duties due to the need of import and export goods of Mercuries Data Systems Ltd. shall submit guarantee for the customs duties to customs.

- (V) Execution situation of issue the first time domestic unsecured convertible corporate bonds
Description : Please refer to Attachment 5 for the implementation of the Company's first time issue domestic unsecured convertible corporate bonds.
- (VI) Report on the amendments to the Company's Corporate Governance Best Practice Principles
Description :
(1) The Company proposed to amend the Corporate Governance Best Practice Principles according to the amendments to the laws and practices.
(2) Please refer to Attachment 6 for the comparison table.
- (VII) The amended and revised name of Corporate Social Responsibility Best Practice Principles is Sustainable Development Best Practice Principles"
Description :
(1) The Company proposed to amend and revise name of Corporate Social Responsibility Best Practice Principles is Sustainable Development Best Practice Principles according to the amendments to the laws and practices.
(2) Please refer to Attachment 7 for the comparison table.

IV. Ratification Items

- (I) To approve 2021 Business Report and Financial Statements. (Proposed by the Board of Directors)
Description : 1. The Company's 2021 financial statements (including standalone financial statements) have been approved by the Board of Directors and reviewed by the Audit Committee.
2. Please refer to Attachment 1 and Attachment 3 for the 2021 business report, CPA audit report (including CPA audit report of standalone financial statements) and financial statements (including standalone financial statements).

Voting Results :

Shares represented at the time of voting : 676,229,156

Voting results	% of the total represented share present
Votes in favor : 672,078,539 votes (including 490,338,797 shares voted via electronic transmission)	99.38%
Votes against : 320,932 votes (including 320,932 shares voted via electronic transmission)	0.05%
Votes invalid : 0 votes	0.00%
Votes abstained/Not voted : 3,829,685 votes (including 3,820,026 shares voted via electronic transmission)	0.57%

RESOLVED, that the above proposal be and hereby were approved as proposed.

(II) To approve the proposal for distribution of 2021 earnings. (Proposed by the Board of Directors)

- Description :
1. The net profit after tax for 2021 is NT\$1,890,261,290 and the distributable surplus is NT\$4,251,153,929. As planned by the Board of Directors, cash dividends of NT\$913,362,083 and stock dividends of NT\$91,336,200 will be distributed. Based on the 913,362,083 outstanding shares issued, it is estimated that the cash dividend is NT\$1 per share and the stock dividend is NT\$0.1 per share respectively. Cash dividends to be distributed shall be rounded to the nearest integral (NT\$1), dividends less than NT\$1 will be combined and transferred to the Company's Employee Welfare Committee. It is also planned to request the shareholders' meeting to authorize the Board of Directors to set another base date for Ex-rights and dividend.
 2. If the number of outstanding shares or distribution of shareholders' shares or interest is changed due to the subsequent redemption of the Company's shares, transfer, exchange or write-off of treasury stocks, conversion of corporate bonds according to laws, exercise of employee stock options, or issuance and redemption of restricted employee shares after cash dividends and stock dividends are approved in the shareholders' meeting, that the shareholders' meeting shall authorize the Board of Directors to handle all relevant matters is proposed.
 3. Please refer to Attachment 4 for the table of 2021 earnings distribution.

Voting Results :

Shares represented at the time of voting : 676,229,156

Voting results	% of the total represented share present
Votes in favor : 672,440,691 votes (including 490,700,949 shares voted via electronic transmission)	99.44%
Votes against : 328,157 votes (including 328,157 shares voted via electronic transmission)	0.05%
Votes invalid : 0 votes	0.00%
Votes abstained / Not voted : 3,460,308 votes (including 3,450,649 shares voted via electronic transmission)	0.51%

RESOLVED, that the above proposal be and hereby were approved as proposed.

V. Discussion Items

(I) To amend the Articles of Incorporation. (Proposed by the Board of Directors)

Description : 1. The Company proposed to amend the Articles of Incorporation according to the amendments to the laws and practices.

2. Please refer to Attachment 8 for the comparison table.

Voting Results :

Shares represented at the time of voting : 676,229,156

Voting results	% of the total represented share present
Votes in favor : 658,592,915 votes (including 476,853,173 shares voted via electronic transmission)	97.39%
Votes against : 1,554,933 votes (including 1,554,933 shares voted via electronic transmission)	0.23%

Voting results	% of the total represented share present
Votes invalid : 0 votes	0.00%
Votes abstained / Not voted : 16,081,308 votes (including 16,071,649 shares voted via electronic transmission)	2.38%

RESOLVED, that the above proposal be and hereby were approved as proposed.

(II) To amend the Rules and Procedures of Shareholders Meeting. (Proposed by the Board of Directors)

- Description : 1. The Company proposed to amend the Rules and Procedures of Shareholders Meeting to the amendments to the laws and practices.
2. Please refer to Attachment 9 for the comparison table.

Voting Results :

Shares represented at the time of voting : 676,229,156

Voting results	% of the total represented share present
Votes in favor : 659,826,579 votes (including 478,086,837 shares voted via electronic transmission)	97.57%
Votes against : 317,156 votes (including 317,156 shares voted via electronic transmission)	0.05%
Votes invalid : 0 votes	0.00%
Votes abstained / Not voted : 16,085,421 votes (including 16,075,762 shares voted via electronic transmission)	2.38%

RESOLVED, that the above proposal be and hereby were approved as proposed.

(III) To amend the Regulations of Procedures for the Acquisition and Disposal of Assets. (Proposed by the Board of Directors)

- Description : 1. The Company proposed to amend the Regulations of Procedures for the Acquisition and Disposal of Assets to the amendments to the laws and practices.
2. Please refer to Attachment 10 for the comparison table.

Voting Results :

Shares represented at the time of voting : 676,229,156

Voting results	% of the total represented share present
Votes in favor : 659,813,579 votes (including 478,073,837 shares voted via electronic transmission)	97.57%
Votes against : 330,157 votes (including 330,157 shares voted via electronic transmission)	0.05%
Votes invalid : 0 votes	0.00%
Votes abstained / Not voted : 16,085,420 votes (including 16,075,761 shares voted via electronic transmission)	2.38%

RESOLVED, that the above proposal be and hereby were approved as proposed.

(IV) To discuss the capitalization of retained earnings. (Proposed by the Board of Directors)

- Description :
1. To strengthen the Company's capital structure and to satisfy operating needs, the Company plans to allocate NT\$91,336,200 in the shareholders' dividends to issue new shares with the face value of NT\$10 per share. The Company plans to issue 9,133,620 shares, and all of which will be in the form of non-physical shares.
 2. For the issuance of new shares by earnings recapitalization, 10 shares will be distributed without pay for each 1,000 shares held based on the shareholding ratio of each shareholder recorded on the shareholders' list on the ex-right date. Cash will be distributed for the issuance of less than 1 share, and the Chairman will contact the specific party to subscribe to such shares at the face value.
 3. For the issuance of new shares by earnings recapitalization, the rights and obligations carried in these shares are equal to those of ordinary shares outstanding.
 4. Upon approval in the shareholders' meeting and by the regulator, the Board of Directors will be authorized to set an ex-right date separately. If the number of outstanding shares or distribution of shareholders' shares are changed due to the subsequent redemption of the Company's shares, transfer, exchange or write-off of treasury stocks, conversion of corporate bonds according to laws, exercise of employee stock options, or issuance or redemption of restricted employee shares, that the shareholders' meeting shall authorize the Board of Directors to handle all relevant matters is proposed.

Voting Results :

Shares represented at the time of voting : 676,229,156

Voting results	% of the total represented share present
Votes in favor : 659,810,007 votes (including 478,070,265 shares voted via electronic transmission)	97.57%
Votes against : 338,489 votes (including 338,489 shares voted via electronic transmission)	0.05%
Votes invalid : 0 votes	0.00%
Votes abstained / Not voted : 16,080,660 votes (including 16,071,001 shares voted via electronic transmission)	2.38%

RESOLVED, that the above proposal be and hereby were approved as proposed.

VI. Extraordinary Motions : None.

VII. The meeting was adjourned at 9:30 a.m. of the same day.

Mercuries & Associates Holding, Ltd. 2021 Business Report

Mercuries & Associates Holdings, Ltd. (the Company) is an investment holding company whose principal reinvestments are in the areas of life insurance, retail of daily commodities and food, pharmaceuticals, and information services. The Company has been seeking to optimize its reinvestment businesses based on the long-term development plans and striving to develop a more diversified, multi-market business model, in an attempt to continuously improve its operational performance through specialization and economies of scale.

I. 2021 Business Report

(I) Outcome of the Business Plan

The Company duly executed the investment strategies after prudent evaluation, aptly utilizing the Group resources and continuing to form joint ventures and strategic partnerships with domestic business partners and those overseas. The outcomes of the Company's 2021 business plan for its reinvestment businesses are as follows::

1. Retail of daily commodities and food

Despite the COVID-19 pandemic, revenue from the daily commodities grew by about 7% as our investments have been into community stores that can meet the consumer demand for daily commodities. With regard to retail foods, although store-front dining decreased due to the COVID-19 pandemic, the impact was offset by the growth in the takeaway food delivery market for some brands, and the overall revenue in retail food nonetheless showed slight growth. The proliferation of innovative cross-industry partnerships in the market, rapid growth of e-commerce platforms and takeaway food delivery applications, and increases in raw material and commodity prices, personnel costs, and operating expenses posed even more challenges for the business of physical retailers. In order to improve the profitability of our retail outlets, each of our business units was keenly aware of competitor movements and market dynamics, so as to adjust product lineups based on consumer preferences to develop new products; each unit also leveraged the advantages of the scale of membership to create a sticky brand experience, thus boosting revenue and profit. Compared with 2020, the number of retail outlets grew by 11 to 1,450 in 2021.

2. Life insurance

In 2021, the global economy gradually recovered, but inflation uncertainty rose as a result of supply chain disruptions around the world. Although the domestic epidemic was under control, the life insurance division faced significant challenges due to the series of regulatory changes made to implement the Statements of Financial Accounting Standards on the Integration of the International Financial Reporting Standards 17 (IFRSs 17) and the Insurance Capital Standards (ICS) 2.0, which required that life insurance companies should integrate ESG factors into the investment process with prudence while maintaining profitability and financial stability. Having maintained a steadfast business style, the Company continued to promote the sales of guaranteed and investment-linked products. In 2021, premium revenue from new contracts

reached NT\$32.1 billion, ranking No. 11 in the industry, and premium revenue totaled NT\$130.6 billion, staying No. 7 in rank.

3. Pharmaceuticals

Due to the fire at SCI Pharmtech, Inc., the division continued to suffer serious damage to productivity, with revenue coming in at only 30% of that in the previous year. Without economies of scale, the division's operating cost was relatively high, leaving the gross profit margin at only 24%. The leased factory could only produce intermediates that required no drug permit. Limited items of production significantly affected profitability in 2021. Currently, the recovery of the plant is on schedule. With the reconstruction of damaged production facilities and equipment under verification and validation, all production lines are expected to recover by the end of 2022. The construction of the Guanyin Plant is planned to be completed in the first quarter of 2023. A mass-production trial is slated in the first half of 2024. Pharmaceuticals legislation and operations remained uninterrupted. All drug permits for active pharmaceutical ingredients in key regions such as the European Union, the United States, and Japan continued to be valid. At the end of 2021, ISO 9001 Quality Management System was audited by a third-party accreditation body, and its certificate remained valid.

4. Information services industry

In 2021, the division's revenue reached NT\$3.548 billion, a 15.2% increase from 2020 and a new high in recent years, and income was NT\$180 million, a 33% increase from 2020. The maintenance income of high gross profit nature was about NT\$1.107 billion, with a maintenance gross profit of NT\$567 million and a gross profit margin of 51.18%. The sales over the past few years have successively generated stable maintenance income and profits.

(II) Budget Implementation, Financial Status, and Profitability Analysis

The Company's consolidated operating revenue in 2021 was NT\$188.4 billion, an 11% decrease from 2020, with a budget achieving rate of 102%. In terms of profit, net income attributable to the parent company was NT\$1.89 billion, contributing to the earnings per share of NT\$2.19. In the standalone financial statements, the return on assets was 6.87% and the return on equity was 9.61%.

(III) Research and Development

1. Retail of daily commodities and food

In the highly competitive markets of retail daily commodities and food, and faced with a highly volatile business environment and consumer demand and rising operating costs, the Company incessantly adjusted product lineups and marketing strategies based on the market trends and demand, continued to optimize digitalization, and incorporated big data to facilitate management, manufacturing, logistics, and marketing. In addition, it developed a differential marketing campaign for individual stores to enhance the competitiveness of each outlet and increase customer stickiness. The Company also furthered market segmentation to increase regional competitive advantages, thereby improving the brand image as a whole.

2. Life insurance

In times of the aging population and low interest rates, Mercuries Life Insurance, Inc., (MLI) raised mortality and loading surpluses and perfected its product lineups. MLI improved the UI/UX of its company website upon surveying the

customers' needs, streamlined the underwriting process within the perimeter of risk control, and actively engaged in the introduction of FinTech and the strategic transformation of its products in order to deliver a diversified range of services that meet the needs of distinct population groups. As to investments, MLI continued to improve the asset pool management-by-exception mechanism, increase fixed income, and enhance the performance in passive investments to boost the income stream. It also continued to enforce internal compliance with pertinent laws and government regulations concerning the management of information security and firmly established new product risk control and liability risk management.

3. Pharmaceuticals

The recent fire had destroyed the R&D facilities at SCI Pharmtech, Inc., paralyzing the R&D activity for the time being. Some R&D personnel was responsible for modifying the product process and renting plants and equipment for external production; some R&D personnel supported the processing of IQ, OQ, and PQ for newly purchased equipment to help speed up the recovery. To keep up with international trends in ESG, R&D personnel also re-optimized the process of old products to minimize the output of waste. Upon recovery from the aftermath of the fire, SCI Pharmtech, Inc. would rebuild the R&D facilities expeditiously to regain the R&D capacity and catch up in production.

4. Information services industry

MDS continued to turn achievements in R&D into patents to protect the intellectual property and for the purpose of stacking up its competitive advantages further to raise the threshold for competitors.

II. Overview of the 2022 Business Plan

(I) Operating Objectives

The Company will lower its operating costs and enhance its competitiveness through focused management. It will also synthesize the experiences of its subsidiaries and reach out to its domestic business partners and those overseas. It will prudently evaluate investment strategies in hopes of boosting the enterprise value through holistic development and scaling.

(II) Key Production and Distribution Policies

1. Retail of daily commodities and food

The Company will continue enhancing its products and services by optimizing product lineups, replacing poorly sold products, and accelerating product turnover. It will also roll out imports with higher gross profit and its own brands to further market segmentation. While planning to adjust franchising to improve the profitability of franchise owners and the performance of franchise stores, the Company will scale the franchises to lower expenses on personnel and rent. Besides, the Company will improve the professional competence and attitudes of its personnel to create quality environments for consumers. It will upgrade information systems and conduct big data analysis for precision marketing to increase user viscosity. Moreover, the Company will insist on preopening cost-benefit evaluations to ensure the maximization of labor- and cost-efficiency.

2. Life insurance

To effectively reduce interest rate risk and increase the mortality- and

loading-surplus incomes, the Company will promote the sales of guaranteed and investment-linked products. In addition to developing products that meet the needs of the insured, the Company also strives to accomplish the goal of steady, sustainable development through steady fee- and fixed-income streams.

3. Pharmaceuticals

The following are the operating objectives:

- (1) Recover most of the production capacity at the end of 2022 and maintain close relationships with the clients.
- (2) Disperse production facilities and maintain operational flexibility.
- (3) Promote the circular economy and pitch in to sustain the planet.

Product-specific and client-specific policies on production and distribution:

- (1) Active pharmaceutical ingredients (APIs): Priority is given to the original developer of the medicine supply. Popular products should be avoided, and existing APIs that have higher safety criteria and stable sales will be in the lineup.
- (2) Intermediates: The original developer of the medicine supply shall be chosen in principle. Then the order goes to high-entry-barrier intermediates for controlled medicines, key intermediates which are subject to strict regulations or quality management procedures, intermediates related to SCI Pharmtech, Inc.'s core technologies, intermediates from entities of our strategic partnerships, and intermediates of which we have participated in the research and development. The aforementioned types of intermediates can help effectively segregate SCI Pharmtech, Inc. from market competition and avoid price wars.
- (3) Specialty chemicals: SCI Pharmtech, Inc. produces and distributes electronic specialty chemicals which are high-standard in the pharmaceutical industry. Upon customer demand, SCI Pharmtech develops the production process for, and customizes and mass-produces, the chemicals for the clients.

4. Information services industry

MDS clientele is specific. It carefully selects and undertakes large-scale public engineering projects that produce substantial maintenance income and subsequent related business opportunities. It continues to pioneer new business developments, create differential values, and improve its capacity in software development while investing in R&D to increase its competitiveness.

III. Effects of External Competition, the Regulatory Environment, and the Economic Environment

(I) Effect of External Competition

As technology and the Internet applications advance, the management, manufacturing, marketing, logistics, distribution, cash flows, and research and development of businesses and people's lifestyles as related to food, clothing, housing, transportation, education, entertainment, and the like are deeply and inevitably affected by digitization and information security. Whether in life insurance, pharmaceuticals, retail of daily commodities or food, or information services, in order to alleviate the impact of external competition, it is imperative for the Company not only to provide differentiated products and quality and responsive services, but also to respond to rapid changes in the industry structures, cope with the volatility of market competition and the changing customer

consumption patterns, and identify, assess, and respond adequately to expected or unexpected risks that have the potential of affecting operations.

(II) Effect of the Regulatory Environment

The subjects of increasing corporate sustainable development, raising employee awareness, environmental protection, food safety, and corporate governance have become increasingly important in today's rapidly developing and ever-changing society. Government regulations are seemingly innumerable in the course of business. Laws concerning life insurance place emphasis on tightening the financial structures of the insurance business. The life insurance industry as a whole has faced significant challenges due to laws that have instituted the death benefit threshold rule for policies requiring non-forfeiture values, that require that insurance policy contractual service margin (CSM) shall not be negative, that have implemented new procedures for policies involving target maturity bond fund investment, and that have lowered the interest rate for insurance policy liability reserve. The pharmaceutical industry is subject to regulation by pharmaceutical laws such as the Pharmaceutical Affairs Act and the Pharmaceutical Good Manufacturing Practice Regulations. However, the regulation landscape continues to evolve and change shape as nations such as the European Union, the US, and Japan continually promulgate and implement stricter measures to ensure the quality and safety of pharmaceutical products. Among those, data integrity is of paramount importance. As to retail of daily commodities and food, besides the regulations getting more stringent concerning the familiar food sanitation and safety or workplace fire safety inspections, matters relating to workplace sanitation and safety, consumer health and safety, site waste and wastewater disposal, greenhouse gas emission, and energy conservation and carbon reduction have also become important topics for businesses. All businesses of the Company have retained personnel knowledgeable in the pertinent areas of the laws. In addition to the routine handling of legal affairs and monitoring compliance with regulations, our legal affairs personnel also continually pay close attention to changes in government policies or regulations which might potentially affect the Company's finance or operations. We also regularly consult external legal professionals and reinforce compliance with governing legal standards through OTJ training to continue to enhance total quality management.

(III) Effect of the Economic Environment

Retrospectively, the global economy continued to expand in 2021. According to the preliminary statistics of the Directorate-General of Budget, Accounting and Statistics, Executive Yuan in February 2022, Taiwan's economy grew by 6.45% in 2021, higher than 3.12% in 2020. The domestic retail trade sales and sales of food and beverages grew by 0.81% and -6.37%, respectively, according to the statistics of the Ministry of Economic Affairs.

Looking forward, the IMF in January 2022 predicted the 2022 global economic growth rate to be 4.4%. The Directorate-General of Budget, Accounting and Statistics of the Executive Yuan in February 2022 predicted Taiwan's 2022 economic growth rate to be 4.42%, lower than 6.45% in 2021.

Besides, the following uncertainties were pointed out:

1. Whether conflict between Russia and Ukraine can be resolved effectively, as well as its impact on oil prices and raw material prices.
2. Pandemic changes and timetables set for governments to relax the travel ban.
3. Improvement in supply chain bottlenecks around the world.

4. The Fed interest rate hike schedule and frequency and tapering progress, as well as their impact on international stock and bond markets.
5. International responses to climate change and the effect of minimum corporate taxation.

Apparently, the state of international affairs is still highly unpredictable. In January 2022, a transitional monitoring indicator was displayed, indicating stable growth in Taiwan's economy; however, it is necessary to keep a close watch on the impact of the aforementioned uncertainties on the domestic economy.

IV. Strategic Plans for the Future

The Company has grown its principal businesses for more than 30 years. To grow its businesses steadily, the Company has diligently innovated in thinking and actions to reduce risks in its operations and, under professional management, has not only provided services that meet the society's needs in food, clothing, housing, transportation, education, and entertainment, but further hoped to establish our brand as the provider of an enjoyable consumption environment for the population at large.

In that spirit, the Company will continue to coordinate the group resources and, adhering to the core value of prudent analyses of investment strategies, pursue investment opportunities under cross-industry partnerships and any possibilities for novel investment projects. Through vertical integration and diversification, the Company expects to expand businesses while assisting the subsidiaries in resources integration, so as to achieve business synergy, scale the scope of operations, and maximize shareholder value. Last but not least, the Company will continue fulfilling corporate social responsibility, making corporate sustainability a reality. We appreciate shareholders' unwavering confidence and support.

Attachment 2

Mercuries & Associates Holding, Ltd.
Audit Committee's Review Report

The 2021 business report, financial statements, and earnings distribution proposal have been prepared by the Board of the Directors. The financial statements have been audited by the CPAs Liu, Ke-Yi and Chang, Shu-Chen of BDO Taiwan Union & Co. and an audit report has been submitted. The aforesaid business report, financial statements, and earnings distribution proposal have been reviewed by the Audit Committee and no misstatement was found. Therefore, we have prepared the review report for your review and ratification in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

2022 Annual Shareholders' Meeting

Convener of the Audit Committee: Li Mao

March 31, 2022

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders of
Mercuries & Associates Holding, Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Mercuries & Associates Holding, Ltd. and its subsidiaries as of December 31, 2021 and 2020, and the related 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.

In our opinion, based on our audits and the reports of other auditors as described in the Other Matter section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Mercuries & Associates Holding, Ltd. and its subsidiaries as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the section of Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements of our report. We are independent of Mercuries & Associates Holding, Ltd. and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters

The completeness and accuracy of recording insurance reserves

Description:

Please refer to Note 4.27 for the related accounting policy of the completeness and accuracy of recording insurance reserves, Note 5 about accounting judgments, key sources of estimates and

uncertainty for insurance reserves, Note 6.22 and Note 12.7 for insurance reserves details, change and adjustment, and risk management and disclosure of insurance contract.

Various insurance reserves of Mercuries Life Insurance are provided by actuary in accordance with the “Guidelines for Insurance Enterprises Handling All Statutory Reserves” based on their professional judgment and experience. The insurance reserves are estimated for different types of insurance, and thus, the provision process of these reserves has a high degree of complexity. Liability reserves involve significant judgment from management due to uncertainty of estimation. In addition, to ensure the adequacy of the insurance liabilities recognition, significant judgment to the final total settlement value of each insurance claims is required. The Company should assess its adequacy of liabilities through estimated future cash flow for insurance contracts based on current information. If there is any shortfall in the current carrying amount of the insurance liability, the shortfall should be recognized as liability adequacy reserve. Therefore, this matter needs significant attention in our audit.

We performed the following audit procedures on the above key audit matter:

1. Testing the effectiveness of the design and implementation of internal controls within the financial reporting process that are related to insurance reserves, which include testing the controls responsible for ascertaining the completeness and accuracy of the policy information.
2. Performing the analysis on movements and recognition of insurance reserves and checking whether the related information and carrying amount of the worksheet are accurate.
3. Testing samples on unearned premium reserves, liability reserves, claim reserves, premium deficiency reserves, special reserves and liabilities adequacy reserve to assess the accuracy of the premium and claim information, as well as inspecting the provision methodology, and examining whether the provision and hypothesis are in accordance with the “Guidelines for Insurance Enterprises Handling All Statutory Reserves”.
4. Assess the appropriateness of the disclosure that are related to insurance reserves.

Valuation of investment assets

Description:

Please refer to Note 4.11 for the related accounting policy of valuation of investment, Note 5 about accounting judgments, key sources of estimates and uncertainty for investment assets valuation, Note 12.2 to 12.4 for valuation details and risk management of financial assets.

The subsidiary Mercuries Life Insurance’s fair value measurement of financial assets at fair value through profit or loss and fair value through other comprehensive income for debt instrument without an active market is determined by observable input parameters obtained either directly or indirectly in inactive markets. The fair value is estimated on the basis of the results of various valuation techniques, which is based on professional judgment by the Company’s management. In addition, debt instruments that measured at amortized cost and fair value through other comprehensive income has excepted credit loss, recognition and estimation of such loss require significant judgment by the Company’s management. Therefore, this matter needs significant attention in our audit.

We performed the following audit procedures on the above key audit matter:

1. Performing an assessment over the investment cycle of its initial recognition, subsequent measurements and their disclosures on financial statements.
2. Inspecting the accounting policies related to fair value measurements and disclosures of financial instruments of the Company.
3. Obtaining statements for financial assets and understanding the acquisition methods used for fair value of each category, as well as evaluating whether the fair value hierarchy is appropriate.
4. Assessing the reasonableness of significant assumptions, fair value and the valuation sources according to the relevant information obtained from external sources.
5. Executing impairment test, which included evaluating whether the design of the process for providing expected credit losses are appropriate and the significant hypothesis and factors of the estimations are reasonable, selecting the result to check the reasonableness of the credit risk has increased significantly since the original recognition of financial assets and test the accuracy of the calculation.

The completeness and accuracy of retail sales revenue

Description:

Please refer to Note 4.32 for the related accounting policy of retail sales revenue, Note 5 about accounting judgments, key sources of estimates and uncertainty for revenue recognition.

Retail sales revenue of Mercuries & Associates Ltd. and Simple Mart Retail Co., Ltd are recorded by point-of-sale (POS) terminals, which collect the merchandise information of item names, quantity, sales price and total sales amount of each transaction using pre-established merchandise master file data (which contains information such as item name, cost of purchase, retail price, combination sales promotions, etc.). After the daily closing process, each store manager uploads their sales information to the Enterprise Resource Planning (“ERP”) system, which summarizes all sales and automatically generates sales revenue journal entries. Each store manager also prepares a daily cash report, which summarizes amounts of sales, types of collections and cash deposited to the bank.

As retail sales revenue comprises numerous small amount transactions and highly relies on the POS and ERP systems, the process of summarizing and recording sales revenue by these systems is important with regard to the completeness and accuracy of the retail sales revenue. Therefore, this matter needs significant attention in our audit.

We performed the following audit procedures on the above key audit matter:

1. Inspecting and checking whether additions and changes to the merchandise master file data had been properly approved and supported by the relevant documents.
2. Inspecting and checking whether approved additions and changes to the merchandise master file data had been correctly entered in the merchandise master file.
3. Inspecting and checking whether merchandise master file data had been periodically transferred to POS terminal in stores.

4. Inspecting and checking whether sales information in POS terminals had been periodically and completely transferred to the ERP system and verify the daily cash reports and accounting information in stores.
5. Inspecting daily cash reports and relevant documents.
6. Inspecting cash deposit amounts recorded in daily cash reports and agreed them to bank remittance amounts.

Other matter

As described in Note 4.4, we did not audit the financial statements of certain consolidated subsidiaries which were audited by other auditors. Thus, the amounts and information of the subsidiaries shown within are in accordance with the audit reports assured by other auditors whose reports thereon have been furnished to us. Total assets of these subsidiaries were \$13,668,201 thousand and \$13,173,861 thousand, constituting 0.96% and 0.96% of the total consolidated assets as of December 31, 2021 and 2020 respectively, and total comprehensive income were \$554,180 thousand and \$949,138 thousand, constituting 200.84% and 220.37% of total consolidated comprehensive income for the years ended December 31, 2021 and 2020, respectively. As described in Note 6.10, the financial statements of certain investee companies under equity method were audited by other auditors. Thus, the amounts and information of those investee companies shown within are in accordance with the audit reports assured by other auditors whose reports thereon have been furnished to us. The investments in the aforementioned investee companies were amounted to \$3,805,152 thousand and \$3,796,755 thousand, constituted 0.27% and 0.28% of the total consolidated assets as of December 31, 2021 and 2020, respectively, and the recognized shares of profit of associates and joint ventures accounted for under equity method of these investee companies were \$641,519 thousand and \$307,523 thousand, constituted 99.27% and 9.69% of the consolidated profit before income tax for the years ended December 31, 2021 and 2020, respectively.

We have audited the parent company only financial statements of Mercuries & Associates Holding, Ltd. and expressed an unqualified opinion with other matter paragraph as of and for the year ended December 31, 2021, and expressed an unqualified opinion with other matter paragraph and emphasis of matter paragraph as of and for the year ended December 31, 2020

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 for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the ability of Mercuries & Associates Holding, Ltd. and its subsidiaries 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 Mercuries & Associates Holding, Ltd. and

its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of Mercuries & Associates Holding, Ltd. and its subsidiaries.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS 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 ROC GAAS, 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 Mercuries & Associates Holding, Ltd. and its subsidiaries 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 Mercuries & Associates Holding, Ltd. and its subsidiaries' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Mercuries & Associates Holding, Ltd. and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or

business activities within Mercuries & Associates Holding, Ltd. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Ke-Yi Liu and Shu-Chen Chang.

BDO TAIWAN

March 31, 2022

Notice to Readers

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

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

MERCURIES & ASSOCIATES HOLDING, LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2021 and 2020

UNIT : NTD (In Thousands)

Assets	Notes	December 31,2021	%	December 31, 2020	%	Liabilities & Stockholders' Equity	Notes	December 31,2021	%	December 31, 2020	%
Current assets						Current liabilities					
Cash and cash equivalents		\$100,356,813	7.03	\$148,214,785	10.85	Short-term borrowings		\$590,000	0.04	\$665,000	0.05
Financial assets at fair value through profit or loss - current		360,401	0.03	30,312	-	Short-term notes and bills payable		949,985	0.07	1,249,824	0.09
Financial assets at fair value through other comprehensive income - current	127		-	110	-	Contract liabilities - current		780,485	0.05	905,484	0.07
Financial assets at amortized cost - current		39,334	-	45,472	-	Accounts payable		8,254,651	0.58	8,095,703	0.59
Contract assets - current		509,754	0.04	409,242	0.03	Commissions payable		873,230	0.06	1,063,740	0.08
Accounts receivable, net		14,112,961	0.99	10,876,348	0.80	Claims and benefits payable		699,858	0.05	750,325	0.05
Current income tax assets		463,268	0.03	1,516,216	0.11	Due to reinsurers and ceding companies		1,315,863	0.09	683,968	0.05
Inventories		4,539,620	0.32	4,429,808	0.32	Current income tax liabilities		141,307	0.01	384,091	0.03
Prepayments		471,280	0.03	545,226	0.04	Advanced receipts		123,413	0.01	184,495	0.01
Reinsurance contract assets, net		1,629,869	0.11	861,360	0.06	Lease liabilities - current		1,314,353	0.09	1,319,334	0.10
Other current assets		168,771	0.01	219,151	0.02	Other current liabilities		481,095	0.04	636,788	0.05
Bills discounted and loans, net		70,474,553	4.94	70,275,910	5.16	Sub-total		<u>15,524,240</u>	<u>1.09</u>	<u>15,938,752</u>	<u>1.17</u>
Sub-total		<u>193,126,751</u>	<u>13.53</u>	<u>237,423,940</u>	<u>17.39</u>	Non-current liabilities					
						Financial liabilities at fair value through profit or loss - non-current		127,201	0.01	1,979,315	0.14
						Contract liabilities - non-current		10,644	-	15,782	-
						Bonds payable		10,341,380	0.72	7,500,000	0.55
						Long-term borrowings		6,030,000	0.42	8,506,500	0.62
						Provisions - non-current		1,203,579,402	84.34	1,159,532,867	84.92
						Separate account liabilities for unit-linked products		136,143,090	9.54	115,616,466	8.47
						Guarantee deposits received		1,814,258	0.13	2,666,246	0.20
						Lease liabilities - non-current		2,749,701	0.19	2,863,486	0.21
						Deferred tax liabilities		1,627,100	0.11	1,651,801	0.12
						Other non-current liabilities		1,873,695	0.14	2,327,263	0.17
						Sub-total		<u>1,364,296,471</u>	<u>95.60</u>	<u>1,302,659,726</u>	<u>95.40</u>
Non-current assets						Total Liabilities					
Financial assets at fair value through profit or loss - non-current		63,596,148	4.46	86,871,455	6.36	<u>1,379,820,711</u> <u>96.69</u> <u>1,318,598,478</u> <u>96.57</u>					
Financial assets at fair value through other comprehensive income - non-current		46,041,385	3.23	45,729,877	3.35	Equity attributable to owners of the parent					
Financial assets at amortized cost - non-current		919,991,107	64.47	817,023,310	59.84	Share Capital					
Investments accounted for under equity method		3,902,840	0.27	3,800,369	0.28	Common stock					
Property, plant and equipment		19,391,729	1.36	15,276,996	1.12	Capital collected in advance					
Right-of-use assets		3,937,272	0.28	3,981,644	0.29	Capital surplus					
Investment property, net		26,130,520	1.83	27,250,368	2.00	Retained earnings					
Intangible assets		204,797	0.01	210,814	0.02	Legal reserve					
Deferred tax assets		7,886,160	0.55	5,381,989	0.39	Special reserve					
Other non-current assets		142,837,794	10.01	122,462,097	8.96	Unappropriated earnings (Accumulated deficit)					
Sub-total		<u>1,233,919,752</u>	<u>86.47</u>	<u>1,127,988,919</u>	<u>82.61</u>	Other equity					
						Treasury stock					
						Total equity attributable to owners of the parent					
						Non-controlling interests					
						Total Equity					
						Total Liabilities and Equity					
Total assets		<u><u>\$1,427,046,503</u></u>	<u><u>100.00</u></u>	<u><u>\$1,365,412,859</u></u>	<u><u>100.00</u></u>	<u><u>\$1,427,046,503</u></u> <u><u>100.00</u></u> <u><u>\$1,365,412,859</u></u> <u><u>100.00</u></u>					

MERCURIES & ASSOCIATES HOLDING, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOMES
For the Years Ended December 31, 2021 and 2020

Item	Notes	UNIT : NTD (In Thousands)			
		2021	%	2020	%
Operating revenue					
Interest income		\$31,410,434	16.67	\$32,902,572	15.62
Premiums income		94,097,770	49.95	107,018,303	50.80
Commission on reinsurance ceded		41,304	0.02	18,286	0.01
Fee income		2,380,291	1.26	1,714,474	0.81
Share of profit of associates and joint ventures accounted for under equity method		655,579	0.35	307,050	0.15
Separate account revenue for unit-linked products		9,503,814	5.05	10,141,355	4.81
Gain on financial assets (liabilities) measured at fair value through profit or loss		9,420,132	5.00	11,599,778	5.51
Realized gains on financial assets measured at fair value through other comprehensive income		121,295	0.06	3,389,361	1.61
Gain arising from derecognition of financial assets measured at amortized cost		8,063,423	4.28	9,053,523	4.30
Net sales revenue					
Sales revenue		27,765,649	14.74	28,039,273	13.31
Sales returns		(20,935)	(0.01)	(43,508)	(0.02)
Sales discounts and allowances		(2,310)	-	(2,240)	-
Rental income		412,054	0.22	417,960	0.20
Service revenue		556,178	0.30	486,241	0.23
Construction revenue		-	-	24,302	0.01
Gain on disposal of investments		644,471	0.34	2,830	-
Gain on disposal of property, plant and equipment		108,055	0.06	-	-
Gain on investment property		793,476	0.42	746,505	0.35
Reserve for fluctuation of foreign exchange movement		(161,061)	(0.09)	1,002,577	0.48
Profit reclassified by applying overlay approach		2,053,002	1.09	3,048,482	1.45
Gain on reversal of expected credit impairment loss		72,924	0.04	443,331	0.21
Other income		457,657	0.25	348,855	0.16
Total operating revenue		188,373,202	100.00	210,659,310	100.00
Operating cost					
Interest expenses		(110,320)	(0.06)	(113,775)	(0.05)
Underwriting expenses		(32,127)	(0.02)	(37,068)	(0.02)
Commission expenses		(6,031,793)	(3.20)	(7,254,559)	(3.44)
Insurance claims and benefits		(73,537,826)	(39.04)	(62,911,262)	(29.86)
Other insurance liabilities movement		(50,112,107)	(26.60)	(70,158,681)	(33.31)
Separate account expenses for unit-linked products		(9,503,814)	(5.05)	(10,141,355)	(4.81)
Cost of goods sold		(19,885,264)	(10.56)	(19,257,556)	(9.14)
Service cost		(12,865)	(0.01)	(12,966)	(0.01)
Construction cost		-	-	(8,083)	-
Operating expenses					
Selling expense		(5,586,651)	(2.97)	(5,347,027)	(2.54)
General and administrative expenses		(6,970,000)	(3.70)	(6,765,995)	(3.21)
Research and development expenses		(225,503)	(0.12)	(211,718)	(0.10)
Loss on disposal of property, plant and equipment		-	-	(10,798)	(0.01)
Loss on impairment losses		(2,038)	-	(8,571)	-
Loss on foreign exchange		(15,137,458)	(8.04)	(24,083,067)	(11.43)
Other expense		(579,221)	(0.29)	(1,164,843)	(0.56)
Total operating cost		(187,726,987)	(99.66)	(207,487,324)	(98.49)
Profit (loss) before income tax from continuing operations		646,215	0.34	3,171,986	1.51
Income tax (expenses) benefits		1,965,773	1.05	(649,507)	(0.31)
Net profit (loss) from continuing operations		2,611,988	1.39	2,522,479	1.20
Net profit (loss)		2,611,988	1.39	2,522,479	1.20
Other comprehensive income (loss)					
Components of other comprehensive income that will not be reclassified to profit or loss					
Gain (loss) on remeasurements of defined benefit plans		(40,931)	(0.02)	58,569	0.03
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income		254,537	0.14	(120,048)	(0.06)
Share of other comprehensive income (loss) of associates and joint ventures accounted for under equity method		104,451	0.06	(45,924)	(0.02)
Income tax relating to components		(12,879)	(0.01)	(2,511)	-
Components of other comprehensive income that will be reclassified to profit or loss					
Financial statements translation differences of foreign operations		(4,626)	-	(13,470)	(0.01)
Unrealized gain (loss) on investments in debt instruments at fair value through other comprehensive income		(1,326,754)	(0.70)	280,424	0.13
Other comprehensive income (loss) on reclassification under the overlay approach		(2,053,002)	(1.09)	(3,048,482)	(1.45)
Income tax relating to components		191,285	0.09	(61,730)	(0.02)
Other comprehensive income (loss)		(2,887,919)	(1.53)	(2,953,172)	(1.40)
Total comprehensive income (loss)		(275,931)	(0.14)	(430,693)	(0.20)
Profit (loss) attributable to:					
Shareholders of the parent		1,890,261	1.00	1,397,680	0.66
Non-controlling interests		721,727	0.39	1,124,799	0.54
Total		2,611,988	1.39	2,522,479	1.20
Comprehensive income (loss) attributable to:					
Shareholders of the parent		692,062	0.37	72,754	0.03
Non-controlling interests		(967,993)	(0.51)	(503,447)	(0.23)
Total		\$(275,931)	(0.14)	\$(430,693)	(0.20)
Earnings per share					
Income (loss) from continuing operations, net of income tax (in dollars)		\$2.19		\$1.63	
Basic earnings (loss) per share (in dollars)		\$2.19		\$1.63	
Diluted earnings per share (in dollars)		\$1.96		\$1.63	
The pro forma net income and earning per share if accounting for treasury stock had not been adopted are as follows:					
Pro forma after income tax		\$1,938,231		\$1,445,087	
Earnings per share (in dollars)		\$2.13		\$1.59	

MERCURIES & ASSOCIATES HOLDING, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2021 and 2020

UNIT : NTD (In Thousands)

Summary	Equity Attributable to Shareholders of the Parent													Non-Controlling Interest	Total
	Share Capital		Capital Surplus	Retained Earnings			Other Equity Interests				Treasury Stock	SubTotal			
	Common Stock	Share capital collected in advance		Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences Arising on Translation of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value through Other Comprehensive Income	Reclassification to Other Comprehensive Income Due to The Overlay Approach	Others					
Balance on January 1, 2020	\$8,266,827	\$-	\$1,913,534	\$2,111,950	\$4,487,427	\$6,065,675	\$(16,180)	\$79,948	\$(1,810,452)	\$6,643	\$(532,672)	\$20,572,700	\$27,138,468	\$47,711,168	
Special reserve	-	-	-	-	2,543,314	(2,543,314)	-	-	-	-	-	-	-	-	
Appropriation earnings 2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Legal reserve	-	-	-	352,236	-	(352,236)	-	-	-	-	-	-	-	-	
Special reserve	-	-	-	-	(2,962,651)	2,962,651	-	-	-	-	-	-	-	-	
Cash dividends	-	-	-	-	-	(826,683)	-	-	-	-	-	(826,683)	-	(826,683)	
Stock dividends	826,683	-	-	-	-	(826,683)	-	-	-	-	-	-	-	-	
Effects of changes in ownership interest from investee	-	-	(13,240)	-	-	(308,220)	-	-	-	-	-	(321,460)	-	(321,460)	
Changes in capital surplus of investees	-	-	84,424	-	-	-	-	-	-	-	-	84,424	-	84,424	
Net profit (loss)	-	-	-	-	-	1,397,680	-	-	-	-	-	1,397,680	1,124,799	2,522,479	
Other comprehensive income (loss)	-	-	-	-	-	(45,923)	(79)	87,731	(1,366,655)	-	-	(1,324,926)	(1,628,246)	(2,953,172)	
Dividends from the Company received by subsidiaries	-	-	47,407	-	-	-	-	-	-	-	-	47,407	-	47,407	
Changes in non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	550,218	550,218	
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	62,625	-	(62,625)	-	-	-	-	-	-	
Disposal of investments in equity instruments at fair value through other comprehensive income from investees	-	-	-	-	-	5,344	-	(5,344)	-	-	-	-	-	-	
Balance on January 1, 2021	\$9,093,510	\$-	\$2,032,125	\$2,464,186	\$4,068,090	\$5,590,916	\$(16,259)	\$99,710	\$(3,177,107)	\$6,643	\$(532,672)	\$19,629,142	\$27,185,239	\$46,814,381	
Appropriation earnings 2020	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Legal reserve	-	-	-	111,151	-	(111,151)	-	-	-	-	-	-	-	-	
Special reserve	-	-	-	-	1,500,716	(1,500,716)	-	-	-	-	-	-	-	-	
Cash dividends	-	-	-	-	-	(909,351)	-	-	-	-	-	(909,351)	-	(909,351)	
Stock options from issuing convertible bonds	-	-	77,332	-	-	-	-	-	-	-	-	77,332	-	77,332	
Effects of changes in ownership interest from investee	-	-	228,275	-	-	(165,423)	-	-	-	-	-	62,852	-	62,852	
Changes in unappropriated retained earnings of investees	-	-	-	-	-	(30,661)	-	-	-	-	-	(30,661)	-	(30,661)	
Changes in capital surplus of investees	-	-	(38,369)	-	-	-	-	-	-	-	-	(38,369)	-	(38,369)	
Net profit (loss)	-	-	-	-	-	1,890,261	-	-	-	-	-	1,890,261	721,727	2,611,988	
Other comprehensive income (loss)	-	-	-	-	-	104,452	(4,340)	(456,151)	(842,160)	-	-	(1,198,199)	(1,689,720)	(2,887,919)	
Conversion of convertible bonds	37,557	2,553	46,684	-	-	-	-	-	-	-	-	86,794	-	86,794	
Disposal of common stock of the Company held by subsidiaries	-	-	55,826	-	-	-	-	-	-	-	44,393	100,219	-	100,219	
Dividends from the Company received by subsidiaries	-	-	47,970	-	-	-	-	-	-	-	-	47,970	-	47,970	
Differences of acquisition or disposal price and book value of subsidiaries	-	-	5,638	-	-	-	-	-	-	-	-	5,638	-	5,638	
Changes in non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	1,287,709	1,287,709	
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	(330)	-	330	-	-	-	-	-	-	
Disposal of investments in equity instruments at fair value through other comprehensive income from investees	-	-	-	-	-	(13,918)	-	13,918	-	-	-	-	-	-	
Changes in special reserve of investees	-	-	-	-	(2,791)	-	-	-	-	-	-	(2,791)	-	(2,791)	
Balance on December 31, 2021	\$9,131,067	\$2,553	\$2,455,481	\$2,575,337	\$5,566,015	\$4,854,079	\$(20,599)	\$(342,193)	\$(4,019,267)	\$6,643	\$(488,279)	\$19,720,837	\$27,504,955	\$47,225,792	

MERCURIES & ASSOCIATES HOLDING, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2021 and 2020

Items	UNIT : NTD (In Thousands)	
	2021	2020
Cash flows from operating activities		
Profit (loss) before income tax from continuing operations	\$646,215	\$3,171,986
Adjustments for		
Income and expenses having no effect on cash flows		
Depreciation	2,327,466	2,252,919
Amortization	145,306	188,448
Net change in insurance liabilities	50,332,304	70,426,488
Net gain (loss) on financial assets or liabilities at fair value through profit or loss	(9,420,132)	(11,599,778)
Net gain on financial assets or liabilities at fair value through other comprehensive income	(121,295)	(3,389,361)
Interest expense	524,050	519,435
Net gain arising from derecognition of financial assets measured at amortized cost	(8,063,423)	(9,053,523)
Interest income	(31,410,434)	(32,902,437)
Net change in reserve for fluctuation of foreign exchange movement	161,061	(1,002,577)
Reversal of expected credit impairment losses on investments	(70,451)	(456,632)
Expected credit impairment losses (gains) on non-investments	(439)	21,872
Share of profit of associates and joint ventures accounted for under equity method	(655,579)	(307,050)
(Profit) loss reclassified by applying overlay approach	(2,053,002)	(3,048,482)
Gain on disposal of investment property	(216,296)	-
Gain on fair value adjustment of investment property	(37,210)	(250,675)
Loss on disposal of property, plant and equipment	(88,214)	413,365
Loss on disposal of intangible assets	7	-
Loss on unrealized foreign exchange	7,116,373	23,378,132
Net cash generated from Income and expenses having no effect on cash flows	<u>8,470,092</u>	<u>35,190,144</u>
Changes in assets and liabilities related to operating activities		
Changes in assets related to operating activities:		
(Increase) decrease in financial assets at fair value through profit or loss	28,369,283	22,292,375
(Increase) decrease in accounts receivable	(3,250,552)	(92,043)
(Increase) decrease in inventories	(109,812)	168,116
(Increase) decrease in prepayments	98,619	136,768
(Increase) decrease in contract assets	(100,513)	5,247
(Increase) decrease in other current assets	50,381	(24,378)
(Increase) decrease in reinsurance contract assets	(442,713)	209,498
(Increase) decrease in other assets	(154,445)	(100,279)
Net cash generated from changes in assets related to operating activities	<u>24,460,248</u>	<u>22,595,304</u>
Changes in liabilities related to operating activities:		
Increase (decrease) in accounts payable	531,701	93,171
Increase (decrease) in provisions	(205,808)	(277,479)
Increase (decrease) in contract liabilities	(130,138)	7,097
Increase (decrease) in other liabilities	(196,933)	(285,965)
Others	<u>(7,498,124)</u>	<u>(12,186,144)</u>
Net cash generated from changes in liabilities related to operating activities	<u>(7,499,302)</u>	<u>(12,649,320)</u>
Net cash generated from changes in assets and liabilities related to operating activities	<u>16,960,946</u>	<u>9,945,984</u>
Total adjustments	<u>25,431,038</u>	<u>45,136,128</u>
Cash inflow generated from operations		
Interest received	38,197,404	34,374,757
Dividends received	2,257,783	1,932,260
Interest paid	(491,768)	(479,169)
Income taxes refund (paid)	438,346	(781,178)
Net cash flows generated from (used in) operating activities	<u>66,479,018</u>	<u>83,354,784</u>
Cash flows from (used in) investing activities		
(Increase) decrease in loans	(189,638)	999,075
Acquisition of financial assets at fair value through other comprehensive income	(25,660,480)	(53,351,342)
Proceeds from disposal of financial assets at fair value through other comprehensive income	23,509,874	65,790,829
Acquisition of financial assets at amortized cost	(245,276,160)	(250,893,466)
Proceeds from disposal of financial assets at amortized cost	56,254,415	68,291,635
Proceeds from repayments of financial assets at amortized cost	81,244,104	140,261,071
Remittance of cash due to capital reduction of financial assets at fair value through other comprehensive income	116,013	22,127
Acquisition of investment accounted for under equity method	(373,500)	-
Disposal of investments accounted under the equity method	1,120,689	-
Acquisition of subsidiary	-	(1,562)
Acquisition of property, plant and equipment	(5,024,758)	(1,113,366)
Proceeds from disposal of property, plant and equipment	159,881	1,557
Acquisition of intangible assets	(72,256)	(102,855)
Proceeds from disposal of intangible assets	-	2,328
Decrease (increase) in guarantee deposits	243,838	427,316
Acquisition of investment property	(19,245)	-
Proceeds from disposal of investment property	<u>1,392,600</u>	<u>-</u>
Net cash flows generated from (used in) investing activities	<u>(112,574,623)</u>	<u>(29,666,653)</u>
Cash flows from (used in) financing activities		
Increase (decrease) in short-term borrowings	(75,000)	(622,000)
Increase (decrease) in short-term notes and bills payable	(299,839)	335,038
Proceeds from long-term borrowings	65,756,500	82,767,500
Repayments of long-term borrowings	(68,233,000)	(82,491,000)
Increase (decrease) in guarantee deposits received	(851,988)	(24,718)
Repayment of the principle portion of lease liabilities	(1,559,523)	(1,442,247)
Cash dividends	(1,025,406)	(1,186,988)
Cash capital increase	1,295,886	723,302
Issuance of bonds payable	2,996,500	-
Increase(decrease) in non-controlling interest	238,757	59,452
Net cash generated from (used in) financing activities	<u>(1,757,113)</u>	<u>(1,881,661)</u>
Effect of exchange in exchanges rate on cash and cash equivalents	(5,254)	(442)
Net increase (decrease) in cash and cash equivalents	(47,857,972)	51,806,028
Cash and cash equivalents at beginning of period	148,214,785	96,408,757
Cash and cash equivalents at end of period	<u>\$100,356,813</u>	<u>\$148,214,785</u>

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders of
Mercuries & Associates Holding, Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of Mercuries & Associates Holding, Ltd. as of December 31, 2021 and 2020, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors as described in the Other Matter section of our report, the accompanying parent company only financial statements present fairly, in all material respects, the financial positions of the Mercuries & Associates Holding, Ltd. as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the section of Auditor's Responsibilities for the audit of the parent company only financial statements of our report. We are independent of Mercuries & Associates Holding, Ltd. in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

The completeness and accuracy of recording insurance reserves

Description:

Various insurance reserves the subsidiary of Mercuries Life Insurance's are provided by actuary in accordance with the "Guidelines for Insurance Enterprises Handling All Statutory Reserves" based on their professional judgment and experience. The insurance reserves are estimated for different types of insurance, and thus, the provision process of these reserves has a high degree of complexity. Liability reserves involve significant judgment from management due to uncertainty of estimation. In addition, to ensure the adequacy of the insurance liabilities recognition,

significant judgment to the final total settlement value of each insurance claims is required. The Company should assess its adequacy of liabilities through estimated future cash flow for insurance contracts based on current information. If there is any shortfall in the current carrying amount of the insurance liability, the shortfall should be recognized as liability adequacy reserve. Therefore, this matter needs significant attention in our audit.

We performed the following audit procedures on the above key audit matter:

1. Testing the effectiveness of the design and implementation of internal controls within the financial reporting process that are related to insurance reserves, which include testing the controls responsible for ascertaining the completeness and accuracy of the policy information.
2. Performing the analysis on movements and recognition of insurance reserves and checking whether the related information and carrying amount of the worksheet are accurate.
3. Testing samples on unearned premium reserves, liability reserves, claim reserves, premium deficiency reserves, special reserves and liabilities adequacy reserve to assess the accuracy of the premium and claim information, as well as inspecting the provision methodology, and examining whether the provision and hypothesis are in accordance with the “Guidelines for Insurance Enterprises Handling All Statutory Reserves”.
4. Assess the appropriateness of the disclosure that are related to insurance reserves.

Valuation of investment assets

Description:

The subsidiary Mercuries Life Insurance’s fair value measurement of financial assets at fair value through profit or loss and fair value through other comprehensive income for debt instrument without an active market is determined by observable input parameters obtained either directly or indirectly in inactive markets. The fair value is estimated on the basis of the results of various valuation techniques, which is based on professional judgment by the Company’s management. In addition, debt instruments that measured at amortized cost and fair value through other comprehensive income has excepted credit loss, recognition and estimation of such loss require significant judgment by the Company’s management. Therefore, this matter needs significant attention in our audit.

We performed the following audit procedures on the above key audit matter:

1. Performing an assessment over the investment cycle of its initial recognition, subsequent measurements and their disclosures on financial statements.
2. Inspecting the accounting policies related to fair value measurements and disclosures of financial instruments of the Company.

3. Obtaining statements for financial assets and understanding the acquisition methods used for fair value of each category, as well as evaluating whether the fair value hierarchy is appropriate.
4. Assessing the reasonableness of significant assumptions, fair value and the valuation sources according to the relevant information obtained from external sources.
5. Executing impairment test, which included evaluating whether the design of the process for providing expected credit losses are appropriate and the significant hypothesis and factors of the estimations are reasonable, selecting the result to check the reasonableness of the credit risk has increased significantly since the original recognition of financial assets and test the accuracy of the calculation.

The completeness and accuracy of retail sales revenue

Description:

Retail sales revenue of the subsidiary Mercuries & Associates Ltd. and Simple Mart Retail Co., Ltd are recorded by point-of-sale (POS) terminals, which collect the information of item names, quantity, sales price and total sales amount of each transaction using preestablished merchandise master file data (which contains information such as item names, cost of purchase, retail price, combination sales promotions, etc.). After the daily closing process, each store manager uploads their sales information to the Enterprise Resource Planning (“ERP”) system, which summarizes all sales and automatically generates sales revenue journal entries. Each store manager also prepares a daily cash report, which summarizes amounts of sales, type of collections and cash deposited to the bank.

As retail sales revenue comprises numerous small amount transactions and highly relies on the POS and ERP systems, the process of summarizing and recording sales revenue by these systems is important with regard to the completeness and accuracy of the retail sales revenue. Therefore, this matter needs significant attention in our audit.

We performed the following audit procedures on the above key audit matter:

1. Inspecting and checking whether additions and changes to the merchandise master file data had been properly approved and supported by the relevant documents.
2. Inspecting and checking whether approved additions and changes to the merchandise master file data had been correctly entered in the merchandise master file.
3. Inspecting and checking whether merchandise master file data had been periodically transferred to POS terminal in stores.
4. Inspecting and checking whether sales information in POS terminals had been periodically and completely transferred to the ERP system and verify the daily cash reports and accounting information in stores.

5. Inspecting daily cash reports and relevant documents.
6. Inspecting cash deposit amounts recorded in daily cash reports and agreed them to bank remittance amounts.

Other matter

As described in Note 6.5, the financial statements of certain investee companies under equity method were audited by other auditors. Thus, the amounts and information of the investee companies shown within are in accordance with the audit reports assured by other auditors whose reports thereon have been furnished to us. The investments of the aforementioned investee companies amounted to \$4,022,161 thousand and \$3,731,843 thousand, constituted 14.48% and 13.14% of the total assets as of December 31, 2021 and 2020 respectively; and the share of profit of subsidiaries, associates and joint ventures accounted for under equity method of these investee companies were \$420,743 thousand and \$461,532 thousand, constituted 22.44% and 31.63% of the profit before income tax for the years ended December 31, 2021 and 2020, respectively.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the ability of Mercuries & Associates Holding, Ltd. 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 Mercuries & Associates Holding, Ltd. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of Mercuries & Associates Holding, Ltd.

Auditor's Responsibilities for the Audit of the Parent Company only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS 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 parent company only financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control of Mercuries & Associates Holding, Ltd.
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 Mercuries & Associates Holding, Ltd.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Mercuries & Associates Holding, Ltd. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Mercuries & Associates Holding, Ltd. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the 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 parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ke-Yi Liu and Shu-Chen Chang.

BDO TAIWAN

March 31, 2022

Notice to Readers

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

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

MERCURIES & ASSOCIATES HOLDING, LTD.
PARENT COMPANY ONLY BALANCE SHEETS
December 31, 2021 and 2020

UNIT : NTD (In Thousands)

Assets	Notes	December 31,2021	%	December 31, 2020	%	Liabilities & Stockholders' Equity	Notes	December 31,2021	%	December 31, 2020	%
Current assets						Current liabilities					
Cash and cash equivalents		\$347,895	1.25	\$81,562	0.29	Other payables		\$69,699	0.25	\$57,860	0.20
Financial assets at fair value through other comprehensive income - current		127	-	110	-	Current income tax liabilities		2	-	75,500	0.27
Notes receivable, net		10,190	0.04	21,364	0.08	Other current liabilities		27,941	0.10	39,152	0.14
Accounts receivable, net		1,159	-	1,558	0.01	Sub-total		97,642	0.35	172,512	0.61
Other receivables		4,461	0.02	2,777	-	Non-current liabilities					
Prepayments		462	-	1,827	-	Financial liabilities at fair value through profit or loss - non-current		2,214	0.01	-	-
Sub-total		364,294	1.31	109,198	0.38	Bonds payable		2,151,380	7.74	-	-
Non-current assets						Long-term borrowings		5,600,000	20.16	8,271,500	29.13
Financial assets at fair value through other comprehensive income - non-current		86,362	0.31	114,741	0.40	Deferred tax liabilities		151,777	0.55	259,158	0.91
Financial assets at amortized cost- non-current		250,000	0.90	-	-	Other non-current liabilities		56,107	0.20	62,479	0.21
Investments accounted for under equity method		24,603,708	88.57	24,468,622	86.17	Sub-total		7,961,478	28.66	8,593,137	30.25
Property, plant and equipment		2,299	0.01	3,406	0.01	Total Liabilities		8,059,120	29.01	8,765,649	30.86
Investment property, net		2,457,564	8.85	3,683,787	12.97	Equity					
Intangible assets		1,500	0.01	208	0.01	Share Capital					
Other non-current assets		14,230	0.04	14,829	0.06	Common stock		9,131,067	32.87	9,093,510	32.03
Sub-total		27,415,663	98.69	28,285,593	99.62	Capital collected in advance		2,553	0.01	-	-
						Capital surplus		2,455,481	8.84	2,032,125	7.16
						Retained earnings					
						Legal reserve		2,575,337	9.27	2,464,186	8.68
						Special reserve		5,566,015	20.04	4,068,090	14.33
						Unappropriated earnings (Accumulated deficit)		4,854,079	17.47	5,590,916	19.69
						Other equity		(4,375,416)	(15.75)	(3,087,013)	(10.87)
						Treasury stock		(488,279)	(1.76)	(532,672)	(1.88)
						Total Equity		19,720,837	70.99	19,629,142	69.14
Total assets		\$27,779,957	100.00	\$28,394,791	100.00	Total Liabilities and Equity		27,779,957	100.00	28,394,791	100.00

MERCURIES & ASSOCIATES HOLDING, LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2021 and 2020

		UNIT : NTD (In Thousands)			
Item	Notes	2021	%	2020	%
Operating revenue		\$1,761,551	100.00	\$1,610,699	100.00
Gross profit (loss)		1,761,551	100.00	1,610,699	100.00
Net gross profit (loss)		1,761,551	100.00	1,610,699	100.00
Operating expenses					
General and administrative expenses		(174,970)	(9.93)	(137,024)	(8.51)
Total operating expenses		(174,970)	(9.93)	(137,024)	(8.51)
Operating profit (loss)		1,586,581	90.07	1,473,675	91.49
Non-operating income and expenses					
Interest income		3,102	0.18	14	-
Other income		24,796	1.41	36,150	2.24
Other gains and losses		311,469	17.68	3,319	0.21
Financial costs		(50,818)	(2.89)	(53,793)	(3.34)
Sub-total		288,549	16.38	(14,310)	(0.89)
Profit (loss) before income tax		1,875,130	106.45	1,459,365	90.60
Income tax (expenses) benefit		15,131	0.86	(61,685)	(3.83)
Net profit (loss) from continuing operations		\$1,890,261	107.31	\$1,397,680	86.77
Net profit (loss)		\$1,890,261	107.31	\$1,397,680	86.77
Other comprehensive income (loss)					
Components of other comprehensive income that will not be reclassified to profit or loss					
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income		\$(27,580)	(1.57)	\$(1,424)	(0.09)
Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for under equity method		225,567	12.81	(71,078)	(4.41)
Components of other comprehensive income that will be reclassified to profit or loss					
Financial statements translation differences of foreign operations		(477)	(0.03)	2,422	0.15
Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for under equity method		(1,395,709)	(79.23)	(1,254,846)	(77.91)
Other comprehensive income (loss), net of income tax		\$(1,198,199)	(68.02)	\$(1,324,926)	(82.26)
Total comprehensive income (loss)		\$692,062	39.29	\$72,754	4.51
Earnings per share					
Basic earnings (loss) per share (in dollars)		\$2.19		\$1.63	
Diluted earnings per share (in dollars)		\$1.96		\$1.63	
The pro forma net income and earning per share if accounting for treasury stock had not been adopted are as follows:					
Pro forma before income tax		\$1,923,100		\$1,506,772	
Pro forma after income tax		\$1,938,231		\$1,445,087	
Earnings per share (in dollars)		\$2.13		\$1.59	

MERCURIES & ASSOCIATES HOLDING LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2021 and 2020

UNIT : NTD (In Thousands)

Summary	Share Capital		Capital Surplus	Retained Earnings			Other Equity Interests			Treasury Stock	Total
	Common Stock	Share capital collected in advance		Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences Arising on Translation of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value through Other Comprehensive Income	Others		
Balance on January 1, 2020	\$8,266,827	\$-	\$1,913,534	\$2,111,950	\$4,487,427	\$6,065,675	\$(16,180)	\$79,948	\$(1,803,809)	\$(532,672)	\$20,572,700
Special reserve	-	-	-	-	2,543,314	(2,543,314)	-	-	-	-	-
Appropriation of earnings 2019											
Legal reserve	-	-	-	352,236	-	(352,236)	-	-	-	-	-
Special reserve	-	-	-	-	(2,962,651)	2,962,651	-	-	-	-	-
Cash dividends	-	-	-	-	-	(826,683)	-	-	-	-	(826,683)
Stock dividends	826,683	-	-	-	-	(826,683)	-	-	-	-	-
Effects of changes in ownership interest from investee	-	-	(13,240)	-	-	(308,220)	-	-	-	-	(321,460)
Changes in capital surplus of investees	-	-	84,424	-	-	-	-	-	-	-	84,424
Net profit (loss)	-	-	-	-	-	1,397,680	-	-	-	-	1,397,680
Other comprehensive income (loss)	-	-	-	-	-	(45,923)	(79)	87,731	(1,366,655)	-	(1,324,926)
Dividends from the Company received by subsidiaries	-	-	47,407	-	-	-	-	-	-	-	47,407
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	62,625	-	(62,625)	-	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income from investees	-	-	-	-	-	5,344	-	(5,344)	-	-	-
Balance on January 1, 2021	\$9,093,510	\$-	\$2,032,125	\$2,464,186	\$4,068,090	\$5,590,916	\$(16,259)	\$99,710	\$(3,170,464)	\$(532,672)	\$19,629,142
Appropriation of earnings 2020											
Legal reserve	-	-	-	111,151	-	(111,151)	-	-	-	-	-
Special reserve	-	-	-	-	1,500,716	(1,500,716)	-	-	-	-	-
Cash dividends	-	-	-	-	-	(909,351)	-	-	-	-	(909,351)
Stock options from issuing convertible bonds	-	-	77,332	-	-	-	-	-	-	-	77,332
Effects of changes in ownership interest from investee	-	-	228,275	-	-	(165,423)	-	-	-	-	62,852
Changes in unappropriated earnings of investees	-	-	-	-	-	(30,661)	-	-	-	-	(30,661)
Changes in capital surplus of investees	-	-	(38,369)	-	-	-	-	-	-	-	(38,369)
Net profit (loss)	-	-	-	-	-	1,890,261	-	-	-	-	1,890,261
Other comprehensive income (loss)	-	-	-	-	-	104,452	(4,340)	(456,151)	(842,160)	-	(1,198,199)
Conversion of convertible bonds	37,557	2,553	46,684	-	-	-	-	-	-	-	86,794
Disposal of common stock of the Company held by subsidiaries	-	-	55,826	-	-	-	-	-	-	44,393	100,219
Dividends from the Company received by subsidiaries	-	-	47,970	-	-	-	-	-	-	-	47,970
Differences of acquisition or disposal price and book value of subsidiaries	-	-	5,638	-	-	-	-	-	-	-	5,639
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	(330)	-	330	-	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income from investees	-	-	-	-	-	(13,918)	-	13,918	-	-	-
Changes in special reserve of investees	-	-	-	-	(2,791)	-	-	-	-	-	(2,791)
Balance on December 31, 2021	<u>\$9,131,067</u>	<u>\$2,553</u>	<u>\$2,455,481</u>	<u>\$2,575,337</u>	<u>\$5,566,015</u>	<u>\$4,854,079</u>	<u>\$(20,599)</u>	<u>\$342,193</u>	<u>\$(4,012,624)</u>	<u>\$(488,279)</u>	<u>\$19,720,837</u>

MERCURIES & ASSOCIATES HOLDING, LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2021 and 2020

	UNIT : NTD (In Thousands)	
Items	2021	2020
Cash flows from operating activities		
Profit (loss) before income tax from continuing operations	\$1,875,130	\$1,459,365
Profit (loss) before tax	1,875,130	1,459,365
Adjustments for		
Income (gain) and expense (loss) items		
Depreciation	1,679	2,092
Amortization	423	59
Net gain (loss) on financial assets (liabilities) at fair value through profit or loss	(2,898)	-
Interest expense	50,818	53,794
Interest income	(3,102)	(14)
Dividend income	(9,726)	(24,315)
Share of (profit) loss of associates and joint ventures accounted for under equity method	(1,673,295)	(1,501,212)
Loss (gain) on disposal and scrap of property, plant and equipment	1,537	265
Loss (gain) on disposal of investment property	(216,296)	-
Loss (gain) on investment property at fair value	(105,945)	(20,489)
Loss(gain) on liquidation	-	1,067
Changes in assets and liabilities relating to operating activities		
(Increase) decrease in notes receivable	11,174	(2,293)
(Increase) decrease in accounts receivable	399	584
(Increase) decrease in other receivables	916	11,788
(Increase) decrease in prepaid expenses	1,364	(1,363)
Increase (decrease) in other payables	12,555	(37,119)
Increase (decrease) in advanced receipts	(11,173)	2,293
Increase (decrease) in other current liabilities	(38)	17,448
Interest received	548	14
Dividends received	787,763	889,348
Interest paid	(37,417)	(54,661)
Income taxes refund (paid)	(167,793)	(426)
Net cash flows generated from (used in) operating activities	<u>516,623</u>	<u>796,225</u>
Cash flows from investing activities		
Proceeds from disposal of financial assets at fair value through other comprehensive income	782	134,885
Acquisition of financial assets at amortized cost	(250,000)	-
Acquisition of investments accounted for under equity method	(272,489)	(191,783)
Proceeds from disposal of investments accounted for under equity method	6,900	-
Acquisition of property, plant and equipment	(1,844)	(3,047)
Decrease in guarantee deposits	600	-
Acquisition of intangible assets	(1,714)	(268)
Proceed from disposal of Investment property	1,548,463	-
Net cash flows generated from (used in) investing activities	<u>1,030,698</u>	<u>(60,213)</u>
Cash flows from financing activities		
Increase in short-term borrowings	6,905,000	8,610,000
Decrease in short-term borrowings	(6,905,000)	(8,650,000)
Increase in short-term notes and bills payable	8,772,000	16,015,000
Decrease in short-term notes and bills payable	(8,772,000)	(16,015,000)
Issuance of bonds payable	2,306,500	-
Proceeds from long-term borrowings	63,766,500	80,156,500
Repayments of long-term borrowings	(66,438,000)	(79,995,000)
Increase in guarantee deposits received	570	4,010
Decrease in guarantee deposits received	(7,209)	(4,308)
Increase in other non-current liabilities	2	-
Decrease in other non-current liabilities	-	(1)
Cash dividends paid	(909,351)	(826,683)
Net cash generated from (used in) financing activities	<u>(1,280,988)</u>	<u>(705,482)</u>
Net increase (decrease) in cash and cash equivalents	266,333	30,530
Cash and cash equivalents at beginning of period	81,562	51,032
Cash and cash equivalents at end of period	<u>\$347,895</u>	<u>\$81,562</u>

Attachment 5

Execution situation of issue the first time domestic unsecured convertible corporate bonds

Corporate bond type		First Offering of Domestic Unsecured Convertible Bond
Issue date		Jan. 25, 2021.
Par value		NT\$100,000 per note.
Location of issuance and trading		Not applicable.
Issuing price		NT\$100,500 per note.
Aggregate amount of issuance		NT\$2.3 billion.
Coupon rate		0%.
Maturity		Term: 5 years. Maturity date: Jan. 25, 2026.
Guarantee agency		Not applicable.
Trustee		Hua Nan Commercial Bank, Ltd., Department of Trusts
Underwriter		Hua Nan Securities Co., Ltd.
Certifying attorney		Not applicable.
Certifying CPA		Not applicable.
Terms of repayment		Unless converted to shares, or redeemed or bought back by the Company at securities firms in advance pursuant to the established procedures, the bond will be repaid upon maturity to the bondholders in cash, commensurate with the face values of the notes they hold.
Outstanding principle		NT\$2,213,600,000.
Provision of prepayment and redemption		In accordance with the Article 18 of "Procedures on the First Issuance and Conversion of Domestic Unsecured Convertible Corporate Bond"
Restrictive covenant		None.
Credit rating agency name, date of rating, and corporate bond rating result		No credit rating.
Other information	Amount converted to common shares as of the date of Annual Report	NT\$86.4 million.
	Policies on Issuance and Conversion	In accordance with "Procedures on the First Issuance and Conversion of Domestic Unsecured Convertible Corporate Bond"
Potential dilution of shares and impact on the existing shareholders equity due to the issuance and conversion policies and terms and conditions		Based on the current conversion price of NT\$21.54, the maximum rate of dilution when the convertible bond is converted in its entirety will be 10.11%, which will not cause serious concerns.
Name of exchange		Not applicable.

Attachment 6

Mercuries & Associates Holding, Ltd. Comparison Table for the Corporate Governance Best Practice Principles Before and After Amendment

After the Amendment	Before the Amendment	Description
<p>Article 1: To establish a sound corporate governance system, Mercuries & Associates Holding, Ltd. (the Company) has formulated the Corporate Governance Best Practice Principles (these Principles) with reference to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies established by the Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange. An effective corporate governance framework is set up and disclosed in the Market Observation Post System (MOPS).</p>	<p>Article 1: To establish a sound corporate governance system, Mercuries & Associates Holding, Ltd. (the Company) has formulated the Corporate Governance Best Practice Principles (these Principles) with reference to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies established by the Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX). An effective corporate governance framework is set up and disclosed in the Market Observation Post System (MOPS).</p>	Text slightly corrected.
<p>Article 2 When setting up a corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE, and other relevant regulations, the Company shall follow the following principles:</p> <ol style="list-style-type: none"> 1. Ensure shareholders' rights and interests. 2. Improve the function of the Board of Directors. 3. Fulfill the function of the Audit Committee. 4. Respect stakeholders' rights and interests. 5. Improve information transparency. 	<p>Article 2 When setting up a corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE or TPEX, and other relevant regulations, the Company shall follow the following principles:</p> <ol style="list-style-type: none"> 1. Ensure shareholders' rights and interests. 2. Improve the function of the Board of Directors. 3. Fulfill the function of the Audit Committee. 4. Respect stakeholders' rights and interests. 5. Improve information transparency. 	TPEX is deleted because the Company is a listed company.
<p>Article 6 The Board of Directors of the Company shall properly arrange the agenda items and procedures for shareholders' meetings, and formulate the principles and procedures for shareholders' nominations of directors and submissions of shareholder proposals. The Board of Directors shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders' meetings at a convenient location and <u>video conference as an aid</u>, with sufficient time allowed and sufficient numbers of suitable employees assigned to handle attendance registrations. No arbitrary requirements shall be imposed on</p>	<p>Article 6 The Board of Directors of the Company shall properly arrange the agenda items and procedures for shareholders' meetings, and formulate the principles and procedures for shareholders' nominations of directors and submissions of shareholder proposals. The Board of Directors shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders' meetings at a convenient location, with sufficient time allowed and sufficient numbers of suitable employees assigned to handle attendance registrations. No arbitrary requirements shall be imposed on</p>	This article is amended in line with the amendments to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

After the Amendment	Before the Amendment	Description
<p>shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.</p> <p>(Paragraphs 2 is omitted.)</p>	<p>shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.</p> <p>(Paragraphs 2 is omitted.)</p>	
<p>Article 8 The Company shall record the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting in the minutes of the shareholders' meeting in accordance with the Company Act and related laws and regulations. With respect to the election of directors, the method of voting adopted therefore and the total number of votes for the elected and <u>not elected</u> directors shall be recorded on the meeting minutes.</p> <p>(Paragraphs 2 is omitted.)</p>	<p>Article 8 The Company shall record the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting in the minutes of the shareholders' meeting in accordance with the Company Act and related laws and regulations. With respect to the election of directors, the method of voting adopted therefore and the total number of votes for the elected directors shall be recorded on the meeting minutes.</p> <p>(Paragraphs 2 is omitted.)</p>	Text slightly corrected.
<p>Article 10: (Paragraphs 1 to 3 are omitted.)</p> <p>The preceding provision shall include the control measures for stock transactions by the insiders of companies listed on stock/OCT markets from the date of learning about the companies' financial reports or relevant contents of the performance. <u>Including, (but not limited to) directors shall not trade their shares 30 days prior to the announcement of the annual financial reports and 15 days prior to the announcement of the quarterly financial reports during the closed period.</u></p>	<p>Article 10: (Paragraphs 1 to 3 are omitted.)</p> <p>The preceding provision shall include the control measures for stock transactions by the insiders of companies listed on stock/OCT markets from the date of learning about the companies' financial reports or relevant contents of the performance.</p>	This article is amended in line with the amendments to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 12: In entering into material financial and business transactions, such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders' meeting so as to protect the interests of the shareholders.</p>	<p>Article 12: In entering into material financial and business transactions, such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders' meeting so as to protect the interests of the shareholders.</p>	Text slightly corrected.

After the Amendment	Before the Amendment	Description
<p>Article 24: According to the Company's Articles of Incorporation, three to five Independent Directors shall be engaged, and the number of Independent Directors shall not be fewer than one- <u>third</u> of the number of Directors. <u>The terms of Independent Directors shall not exceed three terms consecutively.</u></p> <p>(Paragraphs 2 to 4 are omitted.)</p> <p>The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the rules and regulations of the Taiwan Stock Exchange.</p>	<p>Article 24: According to the Company's Articles of Incorporation, three Independent Directors shall be engaged, and the number of Independent Directors shall not be fewer than one-fifth of the number of Directors.</p> <p>(Paragraphs 2 to 4 are omitted.)</p> <p>The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or <u>GreTai Securities Market</u>.</p>	<p>Paragraphs 1 is amended in line with the amendments to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p> <p>TPEX in Paragraphs 5 is deleted because the Company is a listed company.</p>
<p>Article 28: (Paragraphs 1 is omitted.)</p> <p>The exercise of power by the Audit Committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE.</p>	<p>Article 28: (Paragraphs 1 is omitted.)</p> <p>The exercise of power by the Audit Committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE <u>or TPEX</u>.</p>	<p>TPEX is deleted because the Company is a listed company.</p>
<p>Article 45: Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the rules of TWSE.</p>	<p>Article 45: Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the rules of TWSE <u>or TPEX</u>.</p>	<p>TPEX is deleted because the Company is a listed company.</p>
<p>Article 48: The Company shall hold an investor conference in compliance with the rules of the TWSE, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry</p>	<p>Article 48: The Company shall hold an investor conference in compliance with the rules of the TWSE <u>or TPEX</u>, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry</p>	<p>TPEX is deleted because the Company is a listed company.</p>

After the Amendment	Before the Amendment	Description
through the website established by the Company, or through other channels in accordance with the rules of TWSE.	through the website established by the Company, or through other channels in accordance with the rules of TWSE <u>or TPEX</u> .	
<p>Article 49: The Company shall disclose and update from time to time the following information on corporate governance and <u>designate a stakeholders section on its website:</u></p> <ol style="list-style-type: none"> 1. <u>Board of Directors: The resumes, rights and responsibilities, and policy and implementation of diversity of the Board of Directors' members.</u> 2. <u>Functional committees: The resumes and rights and responsibilities of Functional committees' members.</u> 3. <u>Corporate governance regulations: Such as the articles of incorporation, procedures of the board of directors and organizational rules of the functional committees.</u> 4. <u>Important information related to corporate governance: Setting up information of supervisor who is responsible for corporate governance .</u> 	<p>Article 49: The Company shall disclose and update from time to time the following information on corporate governance <u>in the fiscal year in accordance with laws and regulations and the rules of TWSE or TPEX:</u></p> <ol style="list-style-type: none"> 1. <u>Corporate governance framework and rules.</u> 2. <u>Ownership structure and the rights and interests of shareholders (including specific and explicit dividend policy).</u> 3. <u>Structure, professionalism and independence of the Board of Directors.</u> 4. <u>Responsibilities of the Board of Directors and managerial officers.</u> 5. <u>Composition, duties and independence of the Audit Committee.</u> 6. <u>Composition, duties, and operation of the Remuneration Committee and other functional committees.</u> 7. <u>The remuneration paid to the director, president and vice presidents in the last two fiscal years, the analysis of the ratio of total remuneration to net profit after tax in the parent company only financial statements or individual financial statements, the policy, standard and package of remuneration payment, the procedure for the determination of remuneration and the connection with the operation performance and future risk. Under special individual circumstances, remuneration of individual director shall be disclosed.</u> 8. <u>Progress of training of directors.</u> 9. <u>Stakeholders' rights, relationship, appeal channels, issues concerned and appropriate response mechanisms.</u> 10. <u>Details of matters subject to disclosure required by laws and regulations.</u> 11. <u>Enforcement of corporate governance, differences between the corporate governance principles implemented by the Company and these Principles, and the reason for the differences.</u> 12. <u>Other information on corporate governance.</u> 	<p>This article is amended in line with the amendments to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

After the Amendment	Before the Amendment	Description
	<u>The Company shall, according to the actual performance of the corporate governance system, disclose the plans and measures to improve its corporate governance system through appropriate mechanisms.</u>	
<p>Article 52: These Principles were established on November 14, 2014. The first amendment was made on January 26, 2015. The second amendment was made on November 14, 2016. The third amendment was made on March 23, 2018. The fourth amendment was made on March 27, 2020. The fifth amendment was made on March 31, 2021. <u>The sixth amendment was made on March 31, 2022.</u></p>	<p>Article 52: These Principles were established on November 14, 2014. The first amendment was made on January 26, 2015. The second amendment was made on November 14, 2016. The third amendment was made on March 23, 2018. The fourth amendment was made on March 27, 2020. The fifth amendment was made on March 31, 2021.</p>	<p>The number and date of the amendment here to are added.</p>

Attachment 7

Mercuries & Associates Holding, Ltd.

Comparison Table for the Corporate Social Responsibility Best Practice Principles Before and After Amendment

After the Amendment	Before the Amendment	Description
<u>Sustainable Development Best Practice Principles</u>	<u>The Corporate Social Responsibility Best Practice Principles</u>	Rename the principles to Sustainable Development Best Practice Principles according to the amendments to the laws and practices.
<p>Article 1: To fulfill the corporate social responsibility and to promote economic, social, and environmental sustainability, the Corporate Social Responsibility Best Practice Principles (these Principles) are established in accordance with <u>Sustainable Development Best Practice Principles</u> for TWSE/GTSM Listed Companies and related regulations.</p> <p>(Paragraphs 2 is omitted.)</p>	<p>Article 1: To fulfill the corporate social responsibility and to promote economic, social, and environmental sustainability, the Corporate Social Responsibility Best Practice Principles (these Principles) are established in accordance with <u>the Corporate Social Responsibility Best Practice Principles</u> for TWSE/GTSM Listed Companies and related regulations.</p> <p>(Paragraphs 2 is omitted.)</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 2: While engaging in corporate operations, the Company shall actively fulfill its <u>sustainable development</u> in line with international development trends and shall increase its economic contributions to the country and improve the quality of life of employees, communities, and society while promoting <u>sustainable development</u> as the foundation for competitive advantages as a corporate citizen.</p>	<p>Article 2: While engaging in corporate operations, the Company shall actively fulfill its <u>CSR</u> in line with international development trends and shall increase its economic contributions to the country and improve the quality of life of employees, communities, and society while promoting <u>CSR</u> as the foundation for competitive advantages as a corporate citizen.</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 3 When the Company is fulfilling its <u>sustainable development</u>, it shall pay attention to the rights and interests of stakeholders. While pursuing sustainable development and profit, the Company shall focus on topics pertaining to the environment, society, and corporate governance and incorporates them into its management guidelines and operating activities.</p> <p>(Paragraphs 2 is omitted.)</p>	<p>Article 3 When the Company is fulfilling its <u>CSR</u>, it shall pay attention to the rights and interests of stakeholders. While pursuing sustainable development and profit, the Company shall focus on topics pertaining to the environment, society, and corporate governance and incorporates them into its management guidelines and operating activities.</p> <p>(Paragraphs 2 is omitted.)</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 4: To implement <u>sustainable development</u>, the Company is advised to follow the principles below:</p>	<p>Article 4: To implement <u>the corporate social responsibility</u>, the Company is advised to follow the principles below:</p>	This article is amended in line with the amendments to the Sustainable

After the Amendment	Before the Amendment	Description
<ol style="list-style-type: none"> 1. Exercise corporate governance. 2. Foster a sustainable environment. 3. Preserve public welfare. 4. Enhance the disclosure of information on <u>sustainable development</u>. 	<ol style="list-style-type: none"> 1. Exercise corporate governance. 2. Foster a sustainable environment. 3. Preserve public welfare. 4. Enhance the disclosure of information on <u>the corporate social responsibility</u>. 	Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 5: The Company shall abide by laws and regulations, take the development of domestic and international <u>sustainable development</u> principles and the operation of the Company and of its respective business groups as a whole into consideration, and establish policies, systems or related guideline for <u>sustainable development</u>, which shall be approved by the Board of Directors and then reported to the shareholders' meeting.</p> <p>When a shareholder proposes a motion involving <u>sustainable development</u>, the Company's Board of Directors shall review and consider including it in the shareholders' meeting agenda.</p>	<p>Article 5: The Company shall abide by laws and regulations, take the development of domestic and international <u>corporate social responsibility</u> principles and the operation of the Company and of its respective business groups as a whole into consideration, and establish policies, systems or related guideline for <u>corporate social responsibility</u>, which shall be approved by the Board of Directors and then reported to the shareholders' meeting.</p> <p>When a shareholder proposes a motion involving <u>corporate social responsibility</u>, the Company's Board of Directors shall review and consider including it in the shareholders' meeting agenda.</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 6 The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its <u>sustainable development</u>, examine the results of the implementation thereof from time to time and continually make adjustments, so as to ensure the thorough implementation of its <u>sustainable development</u> policies.</p> <p>The board of directors of the Company is advised to give full consideration to the interested parties, including the following matters, in the Company's performance of its <u>sustainable development</u>:</p> <ol style="list-style-type: none"> 1. Propose the mission or vision of the <u>sustainable development</u>, formulate polices, systems or related guidelines. 2. Incorporate the <u>sustainable development</u> into the Company's business and development guidelines and ratify concrete promotional plans for <u>sustainable development</u>. 3. Ensure the real-time and correct disclosure of information on <u>sustainable development</u>. <p>(Paragraphs 3 is omitted.)</p>	<p>Article 6 The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its <u>corporate social responsibility</u>, examine the results of the implementation thereof from time to time and continually make adjustments, so as to ensure the thorough implementation of its <u>corporate social responsibility</u> policies.</p> <p>The board of directors of the Company is advised to give full consideration to the interested parties, including the following matters, in the Company's performance of its <u>corporate social responsibility</u>:</p> <ol style="list-style-type: none"> 1. Propose the mission or vision of the <u>corporate social responsibility</u>, formulate polices, systems or related guidelines. 2. Incorporate the <u>corporate social responsibility</u> into the Company's business and development guidelines and ratify concrete promotional plans for <u>corporate social responsibility</u>. 3. Ensure the real-time and correct disclosure of information on <u>corporate social responsibility</u>. <p>(Paragraphs 3 is omitted.)</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 7: The Company shall respect stakeholders' interests, identify its stakeholders, and set up a section dedicated to stakeholders on its</p>	<p>Article 7: The Company shall respect stakeholders' interests, identify its stakeholders, and set up a section dedicated to stakeholders on its</p>	This article is amended in line with the amendments to

After the Amendment	Before the Amendment	Description
official website. The Company shall use proper communication channels to understand stakeholders' needs and expectations and respond to key <u>sustainable development</u> issues that are of utmost concern.	official website. The Company shall use proper communication channels to understand stakeholders' needs and expectations and respond to key <u>CSR</u> issues that are of utmost concern.	the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 9 To ensure proper management of <u>sustainable development</u>, the Company shall set up a full-time (part-time) dedicated unit in charge of proposing and executing <u>sustainable development</u> policies, systems or relevant management guidelines, and projects. This task force shall also report its progress regularly to the Board of Directors.</p> <p>(Paragraphs 2 is omitted.)</p> <p>The employee performance evaluation system shall be incorporated into the <u>sustainable development</u> policies, and the Company shall establish a clear and effective incentive and discipline system.</p>	<p>Article 9 To ensure proper management of <u>CSR</u>, the Company shall set up a full-time (part-time) dedicated unit in charge of proposing and executing <u>CSR</u> policies, systems or relevant management guidelines, and projects. This task force shall also report its progress regularly to the Board of Directors.</p> <p>(Paragraphs 2 is omitted.)</p> <p>The employee performance evaluation system shall be incorporated into the <u>CSR</u> policies, and the Company shall establish a clear and effective incentive and discipline system.</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 10: The Companies shall organize education and training sessions regularly on the <u>implementation of sustainable development</u>, including promotion of the matters prescribed in Paragraph 2, Article 6.</p>	<p>Article 10: The Companies shall organize education and training sessions regularly on the <u>implementation of CSR</u>, including promotion of the matters prescribed in Paragraph 2, Article 6.</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 11: The Company shall follow relevant environmental laws, regulations, and international standards to properly protect the environment and shall be committed to <u>achieving</u> the goal of environmental sustainability when engaging in business operations and internal management.</p>	<p>Article 11: The Company shall follow relevant environmental laws, regulations, and international standards to properly protect the environment and shall be committed to the goal of environmental sustainability when engaging in business operations and internal management.</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.
<p>Article 12: The Company shall endeavor to utilize all resources more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.</p>	<p>Article 12: The Company shall endeavor to utilize all resources more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.</p>	This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.

After the Amendment	Before the Amendment	Description
<p>Article 17 The Company shall assess the potential risks and opportunities of climate change for its current and future operations and take response measures with respect to climate change.</p> <p>The Company shall adopt standards or guidelines generally accepted at home and abroad to conduct an inventory of corporate greenhouse gases and to disclose information. The scope of information disclosure shall include:</p> <ol style="list-style-type: none"> 1. Direct greenhouse gas emissions: emissions from the sources owned or controlled by the Company. 2. Indirect greenhouse gas emissions: emissions resulting from the generation of externally purchased or acquired electricity, heating, or steam. 3. <u>Other indirect emissions: emissions from the activities of the company, which are not indirect energy emissions, are from sources owned or controlled by other companies.</u> <p>(Paragraphs 3 is omitted.)</p>	<p>Article 17 The Company shall assess the potential risks and opportunities of climate change for its current and future operations and take response measures with respect to climate change.</p> <p>The Company shall adopt standards or guidelines generally accepted at home and abroad to conduct an inventory of corporate greenhouse gases and to disclose information. The scope of information disclosure shall include:</p> <ol style="list-style-type: none"> 1. Direct greenhouse gas emissions: emissions from the sources owned or controlled by the Company. 2. Indirect greenhouse gas emissions: emissions resulting from the generation of externally purchased or acquired electricity, heating, or steam. <p>(Paragraphs 3 is omitted.)</p>	<p>This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.</p>
<p>Article 19: The Company shall provide information for employees, so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the Company has business operations</p>	<p>Article 19: The Company shall provide information for employees, so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the Company has business operations</p>	<p>This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.</p>
<p>Chapter V <u>Enhancing Disclosure of Information on Sustainable Development</u></p>	<p>Chapter V <u>Enhancing Disclosure of Information on Corporate Social Responsibility</u></p>	<p>This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.</p>
<p>Article 28 The Company shall disclose information according to relevant laws and regulations and these Principles, and shall fully disclose relevant and reliable information relating to</p>	<p>Article 28 The Company shall disclose information according to relevant laws and regulations and these Principles, and shall fully disclose relevant and reliable information relating to</p>	<p>This article is amended in line with the amendments to the Sustainable</p>

After the Amendment	Before the Amendment	Description
<p>its <u>sustainable development</u> to improve information transparency.</p> <p>Relevant information relating to <u>sustainable development</u> which the Company shall disclose includes:</p> <ol style="list-style-type: none"> 1.The policy, systems, or relevant management guidelines, and specific projects regarding <u>sustainable development</u>, as resolved by the Board of Directors. 2.The risks and the impact on the corporate operations and financial conditions arising from exercising corporate governance, fostering a sustainable environment, and preserving social public welfare. 3.Goals and measures for realizing <u>sustainable development</u> established by the Company, and performance in implementation. 4.Major stakeholders and their issues of concern. 5.Disclosure of information on major suppliers' management and performance with respect to material environmental and social issues. 6.Other information on <u>sustainable development</u>. 	<p>its <u>corporate social responsibility</u> to improve information transparency.</p> <p>Relevant information relating to <u>corporate social responsibility</u> which the Company shall disclose includes:</p> <ol style="list-style-type: none"> 1.The policy, systems, or relevant management guidelines, and specific projects regarding <u>CSR</u>, as resolved by the Board of Directors. 2.The risks and the impact on the corporate operations and financial conditions arising from exercising corporate governance, fostering a sustainable environment, and preserving social public welfare. 3.Goals and measures for realizing <u>CSR</u> established by the Company, and performance in implementation. 4.Major stakeholders and their issues of concern. 5.Disclosure of information on major suppliers' management and performance with respect to material environmental and social issues. 6.Other information on <u>corporate social responsibility</u>. 	<p>Development Best Practice Principles for TWSE/GTSM Listed Companies.</p>
<p>Article 29</p> <p>The Company shall adopt widely recognized international standards or guidelines when producing a <u>sustainable development</u> report to disclose the status of its implementation of the <u>sustainable development</u> policy. It shall also obtain a third-party assurance or verification of the report to enhance the reliability of the information in the report. The contents shall include:</p> <ol style="list-style-type: none"> 1.Implementation of <u>sustainable development</u> policies, systems, relevant management policies, and specific advancement plans. <p>(Paragraphs 2 to 4 are omitted.)</p>	<p>Article 29</p> <p>The Company shall adopt widely recognized international standards or guidelines when producing a <u>CSR</u> report to disclose the status of its implementation of the <u>CSR</u> policy. It shall also obtain a third-party assurance or verification of the report to enhance the reliability of the information in the report. The contents shall include:</p> <ol style="list-style-type: none"> 1.Implementation of <u>CSR</u> policies, systems, relevant management policies, and specific advancement plans. <p>(Paragraphs 2 to 4 are omitted.)</p>	<p>This article is amended in line with the amendments to the Sustainable Development Best Practice Principles for TWSE/GTSM Listed Companies.</p>
<p>Article 30</p> <p>The Company shall continuously monitor the development of the <u>sustainable development</u> standards at home and abroad and the changes in the business environment to examine and improve the <u>sustainable development</u> framework it has established</p>	<p>Article 30</p> <p>The Company shall continuously monitor the development of the <u>CSR</u> standards at home and abroad and the changes in the business environment to examine and improve the <u>CSR</u> framework it has established and to obtain better results from</p>	<p>This article is amended in line with the amendments to the Sustainable Development Best Practice</p>

After the Amendment	Before the Amendment	Description
and to obtain better results from the implementation of the <u>sustainable development</u> policy.	the implementation of the <u>CSR</u> policy.	Principles for TWSE/GTSM Listed Companies.
<p>Article 32 :</p> <p>These Principles were established on August 12, 2016.</p> <p>The first amendment was made on March 23, 2018.</p> <p>The second amendment was made on March 27,2020</p> <p>The third amendment was made on March 31, 2022.</p>	<p>Article 32 :</p> <p>These Principles were established on August 12, 2016.</p> <p>The first amendment was made on March 23, 2018.</p> <p>The second amendment was made on March 27,2020</p>	<p>The number and date of the amendment here to are added.</p>

Attachment 8

Mercuries & Associates Holding, Ltd. Comparison Table for the Articles of Incorporation Before and After Amendment

After the Amendment	Before the Amendment	Description
<p>Article 5-1 <u>The Company can obtain external guarantees due to business needs.</u></p>		The original Article 26 is moved to Article 5-1 and the text slightly corrected.
<p>Article 6: The total amount of capital of the Company is <u>NT\$14 billion</u>, being divided into <u>1.4 billion shares</u> with par value of NT\$10 per share, and the Board of Directors is authorized to issue shares in installments. In which 50 million shares are reserved as stock option that can be exercised.</p>	<p>Article 6: The total amount of capital of the Company is NT\$12 billion, being divided into 1.2 billion shares with par value of NT\$10 per share, and the Board of Directors is authorized to issue shares in installments. In which 50 million shares are reserved as stock option that can be exercised.</p>	Text slightly corrected.
<p>Article 7: The Company's shares are registered securities, in which the signed shares need to be signed or sealed by the director who is authorized to represent the Company, and certified by a <u>bank which is competent to certify shares under the laws</u> prior to being issued. The Company is allowed to <u>be exempted from printing any share certificate for the shares issued and shall register the issued shares with a centralized securities depository enterprise</u>; the same principle shall apply for the issuance of other securities.</p>	<p>Article 7: The Company's shares are registered securities, in which the signed shares need to be signed or sealed by the director who is authorized to represent the Company, and certified by a <u>supervisory institution or its authorized issuer</u> prior to being issued. The Company is allowed to <u>deliver shares through book transfer without printing physical shares in accordance with legal regulations</u>; the same principle shall apply for the issuance of other securities.</p>	With the amendment of the Company Act.
<p>Article 11: Shareholders Meeting can be either annual or interim. Annual meeting is held once in each year, and shall be convened by the Board of Directors according to legal regulations within six months after the closing of a fiscal year; however, this does not apply for those that hold legitimate reasons and have been authorized by the supervisory institutions. Interim meetings may be convened according to the law when necessary. For the assembly of the shareholders meeting, shareholders shall be notified 30 days prior to the convening of an Annual Shareholders Meeting, and 15 days prior to the convening of an Interim Shareholders Meeting. The Company is allowed to announce the convening of a shareholders meeting through public</p>	<p>Article 11: Shareholders Meeting can be either annual or interim. Annual meeting is held once in each year, and shall be convened by the Board of Directors according to legal regulations within six months after the closing of a fiscal year; however, this does not apply for those that hold legitimate reasons and have been authorized by the supervisory institutions. Interim meetings may be convened according to the law when necessary. For the assembly of the shareholders meeting, shareholders shall be notified 30 days prior to the convening of an Annual Shareholders Meeting, and 15 days prior to the convening of an Interim Shareholders Meeting. The Company is allowed to announce the convening of a shareholders meeting through public</p>	With the amendment of the Company Act.

After the Amendment	Before the Amendment	Description
<p>disclosure on the MOPS for registered shareholders who hold less than 1,000 shares.</p> <p><u>The shareholders' meeting of the Company is allowed to be held via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.</u></p>	<p>disclosure on the MOPS for registered shareholders who hold less than 1,000 shares.</p>	
<p>Article 19: Board Meetings, <u>unless otherwise provided for in this Company Act</u>, are called to order by the Chairman of the Board. Prior to convening a Board Meeting, each Director shall be notified via print/fax/email, and the reason for the Board Meeting shall be stated clearly. Unless otherwise stated by law, resolution made in the Board Meeting shall be attended by at least one-half of all Directors, and consented by at least 1/2 of all present Directors. When a Director is absent, he/she shall appoint another Director to attend the meeting as proxy by providing a by executing a power of attorney printed by the Company stating the scope of power authorized to the proxy. The proxy may only act on behalf of one Director. If a Board Meeting is conducted by video conference, the Directors partaking the video conference shall be recognized as having attended the meeting in person.</p>	<p>Article 19: Board Meetings are called to order by the Chairman of the Board. Prior to convening a Board Meeting, each Director shall be notified via print/fax/email, and the reason for the Board Meeting shall be stated clearly. Unless otherwise stated by law, resolution made in the Board Meeting shall be attended by at least one-half of all Directors, and consented by at least 1/2 of all present Directors. When a Director is absent, he/she shall appoint another Director to attend the meeting as proxy by providing a by executing a power of attorney printed by the Company stating the scope of power authorized to the proxy. The proxy may only act on behalf of one Director. If a Board Meeting is conducted by video conference, the Directors partaking the video conference shall be recognized as having attended the meeting in person.</p>	Text slightly corrected.
<p>Article 21: In compliance with Articles 14-4 of the Securities and Exchange Act, the Company shall establish the Audit Committee, which shall consist of all independent directors. The Audit Committee shall be responsible for performing the power as a supervisor as provided in the Company Act, the Securities and Exchange Act, and other relevant laws and regulations.</p>	<p>Article 21: In compliance with Articles 14-4 of the Securities and Exchange Act, the Company shall establish the Audit Committee, which shall consist of all independent directors. The Audit Committee, <u>after established on June 22, 2018</u>, shall be responsible for performing the power as a supervisor as provided in the Company Act, the Securities and Exchange Act, and other relevant laws and regulations.</p>	Text slightly corrected.
<p>Article 23: The Company may appoint several managers have been appointed. The appointment, termination and compensations for managers are processed in accordance with Article 29 of the Company Act.</p>	<p>Article 23: The Company may appoint several managers have been appointed. The appointment, termination and compensations for managers are processed in accordance with Article 29 of the Company Act, <u>and other personnel shall be appointed and terminated by the Chairman.</u></p>	Text slightly corrected.

After the Amendment	Before the Amendment	Description
<p>Article 24: The Company's fiscal year is from January 1st of a year to December 31st of the same year. At the end of the fiscal year, books shall be closed and the Board of Directors is responsible for preparing (1) Business Report, (2) Financial Statements, and (3) Proposal of Earnings Distribution or Off-setting Accumulated Loss. Each statement shall be submitted to the Audit Committee for verification 30 days prior to commencement of an Annual Shareholders Meeting, and an Audit Committee's Review Report shall be submitted along with the statements to the Shareholders Meeting to seek for shareholders' adoption.</p>	<p>Article 24: The Company's fiscal year is from January 1st of a year to December 31st of the same year. At the end of the fiscal year, books shall be closed and the Board of Directors is responsible for preparing (1) Business Report, (2) Financial Statements, and (3) Proposal of Earnings Distribution or Off-setting Accumulated Loss. Each statement shall be submitted to the Supervisors for verification 30 days prior to commencement of an Annual Shareholders Meeting, and an Audit Committee's Review Report shall be submitted along with the statements to the Shareholders Meeting to seek for shareholders' adoption.</p>	<p>Text slightly corrected.</p>
	<p>Article 26 <u>The Company can obtain external guarantees due to business or investment needs.</u></p>	<p>The original Article 26 is moved to Article 5-1.</p>
<p>Article 27: (Paragraphs 1 to 49 are omitted.) <u>The forty- ninth amendment was made on June 24, 2022.</u></p>	<p>Article 27: (Paragraphs 1 to 49 are omitted.)</p>	<p>The number and date of the amendment here to are added.</p>

Attachment 9

Mercuries & Associates Holding, Ltd.

Comparison Table for the Rules and Procedures of Shareholders Meeting Before and After Amendment

After the Amendment	Before the Amendment	Description
<p>Article 2: Unless otherwise provided by regulations, shareholders' meeting is convened by the board of directors.</p> <p><u>Changes to the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>30 days before the Company convenes a regular shareholders' meeting or 15 days before it convenes an interim shareholders' meeting, the Company shall prepare electronic files of the meeting announcement, proxy form, explanatory materials relating to proposals for ratification, matters for deliberation, election or dismissal of directors and other matters on the shareholders' meeting agenda, and upload them to the Market Observation Post System. 21 days before the Company is to convene a regular shareholders' meeting, or 15 days before it convenes an interim shareholders' meeting, it shall prepare an electronic file of the shareholders' meeting agenda handbook and the supplemental materials, and upload it to the Market Observation Post System. <u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting, 15 days before the Company is to convene a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplemental materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be</u></p>	<p>Article 2: Unless otherwise provided by regulations, shareholders' meeting is convened by the board of directors.</p> <p>30 days before the Company convenes a regular shareholders' meeting or 15 days before it convenes a special shareholders' meeting, the Company shall prepare electronic files of the meeting announcement, proxy form, explanatory materials relating to proposals for ratification, matters for deliberation, election or dismissal of directors and other matters on the shareholders' meeting agenda, and upload them to the Market Observation Post System. 21 days before the Company is to convene a regular shareholders' meeting, or 15 days before it convenes a special shareholders' meeting, it shall prepare an electronic file of the shareholders' meeting agenda handbook and the supplemental materials, and upload it to the Market Observation Post System. 15 days before the Company is to convene a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplemental materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the company and its stock registrar and transfer agent, <u>and distributed on-site at the meeting.</u></p>	<p>Amended in accordance with the <u>Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</u></p>

After the Amendment	Before the Amendment	Description
<p>displayed at the company and its stock registrar and transfer agent, and distributed on-site at the meeting.</p> <p><u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <ol style="list-style-type: none"> <u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u> <u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> <u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> <p>(The following is omitted.)</p>	<p>(The following is omitted.)</p>	
<p>Article 3: (Paragraphs 1 to 3 are omitted.)</p> <p><u>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting via video conference, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>	<p>Article 3: (Paragraphs 1 to 3 are omitted.)</p>	<p>Amended in accordance with the <u>Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</u></p>
<p>Article 4: The venue where a shareholder meeting is to be held shall be in the premises of this Company or a location easy for shareholders to access and appropriate for holding meetings. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in decision of the location and time of a shareholder meeting.</p> <p><u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u></p>	<p>Article 4: The venue where a shareholder meeting is to be held shall be in the premises of this Company or a location easy for shareholders to access and appropriate for holding meetings. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in decision of the location and time of a shareholder meeting.</p>	<p>Amended in accordance with the <u>Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</u></p>
<p>Article 5 The Company shall clearly state the registration time and venue for <u>shareholders, solicitors and proxies (collectively "shareholders")</u>, and any other items to be</p>	<p>Article 5 The Company shall clearly state the registration time and venue for shareholders, and any other items to be noted on the Handbook of the Shareholders Meeting.</p>	<p>Amended in accordance with the <u>Sample Template for XXX Co., Ltd.</u></p>

After the Amendment	Before the Amendment	Description
<p>noted on the Handbook of the Shareholders Meeting.</p> <p>The check-in time described in the preceding paragraph shall be at least 30 minutes before the meeting begins. The check-in counter shall be precisely indicated and enough competent personnel shall be assigned to help shareholders check in. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u></p> <p>When <u>a shareholder or his/her/its proxy (hereinafter referred to as shareholder)</u> attends a shareholders meeting, a certificate of attendance, sign-in card, or other form of identification shall be presented. For shareholders who are attending by proxy, power of attorney shall be presented for verification.</p> <p>(Paragraphs 4 to 6 are omitted.)</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	<p>The check-in time described in the preceding paragraph shall be at least 30 minutes before the meeting begins.</p> <p>The check-in counter shall be precisely indicated and enough competent personnel shall be assigned to help shareholders check in.</p> <p>When <u>a shareholder or his/her/its proxy (hereinafter referred to as shareholder)</u> attends a shareholders meeting, a certificate of attendance, sign-in card, or other form of identification shall be presented. For shareholders who are attending by proxy, power of attorney shall be presented for verification.</p> <p>(Paragraphs 4 to 6 are omitted.)</p>	<p>Rules of Procedure for Shareholders Meetings.</p>
<p><u>Article 5-1:</u> <u>To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:</u></p> <ol style="list-style-type: none"> 1. <u>How shareholders attend the virtual meeting and exercise their rights.</u> 2. <u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <ol style="list-style-type: none"> A. <u>To what time the meeting is postponed or from what time the meeting will resume if the above obstruction</u> 		<p>Added in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p><u>continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p>B. <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p>C. <u>In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p>D. <u>Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p>3. <u>To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>		
<p>Article 6: (Paragraphs 1 to 2 are omitted.)</p> <p>At the shareholders' meeting convened by the Board of Directors, <u>it is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person, more than half of the Directors of the Board of Directors shall attend the meeting, and at least one member of each functional committee on behalf of the committee.</u> and the attendance shall be recorded in the minutes of the shareholders' meeting.</p> <p>(The following is omitted.)</p>	<p>Article 6: (Paragraphs 1 to 2 are omitted.)</p> <p>At the shareholders' meeting convened by the Board of Directors, more than half of the Directors of the Board of Directors shall <u>attend</u> the meeting, and the attendance shall be recorded in the minutes of the shareholders' meeting.</p> <p>(The following is omitted.)</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p>Article 7</p> <p>The Company shall begin from the time it accepts shareholder attendance registrations, to make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</p> <p>The aforementioned video shall be kept 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.</p> <p><u>Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast, and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>	<p>Article 7</p> <p>The Company shall begin from the time it accepts shareholder attendance registrations, to make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</p> <p>The aforementioned video shall be kept 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.</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>
<p>Article 8:</p> <p>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, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and announce the number of shares held by a shareholder with no voting rights and attending shareholder. However, when the attending shareholders do not represent half of the</p>	<p>Article 8:</p> <p>Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and announce the number of shares held by a shareholder with no voting rights and attending shareholder. However, when the attending shareholders do not represent a majority of</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p>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. <u>In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 5.</p> <p>(The following is omitted.)</p>	<p>the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.</p> <p>(The following is omitted.)</p>	
<p>Article 10: (Paragraphs 1 to 4 are omitted.)</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>	<p>Article 10: (Paragraphs 1 to 4 are omitted.)</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p>Article 12: (Paragraphs 1 to 3 are omitted.)</p> <p>A shareholder who intends to attend the shareholder meeting in person <u>or online</u>, after giving the notice of exercising his or her voting right in writing or electronically shall revoke the earlier decision at the latest two days before the meeting using the same method the shareholder used to exercise his or her vote. Otherwise, the shareholder shall exercise the voting right in writing or electronically. If a shareholder expresses the intention to exercise his or her voting right in writing or electronically and also issues a power of attorney to delegate an agent to attend a shareholder meeting to exercise the voting right on his or her behalf, the agent shall attend the meeting and exercise the voting right on his or her behalf.</p> <p>(Paragraphs 5 to 8 are omitted.)</p> <p><u>When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting</u></p>	<p>Article 12: (Paragraphs 1 to 3 are omitted.)</p> <p>A shareholder who intends to attend the shareholder meeting in person after giving the notice of exercising his or her voting right in writing or electronically shall revoke the earlier decision at the latest two days before the meeting using the same method the shareholder used to exercise his or her vote. Otherwise, the shareholder shall exercise the voting right in writing or electronically. If a shareholder expresses the intention to exercise his or her voting right in writing or electronically and also issues a power of attorney to delegate an agent to attend a shareholder meeting to exercise the voting right on his or her behalf, the agent shall attend the meeting and exercise the voting right on his or her behalf.</p> <p>(Paragraphs 5 to 8 are omitted.)</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p><u>online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>		
<p>Article 14: (Paragraphs 1 to 2 are omitted.)</p> <p>The year, month, day, place, name of the chairperson, resolution method, discussion method, highlights in the procedure, and voting results (including statistical weights) shall be recorded in the meeting minutes as they are. When there is a director election, the number of votes each candidate receives shall also be recorded. The minutes shall be kept throughout the life of the Company.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>	<p>Article 14: (Paragraphs 1 to 2 are omitted.)</p> <p>The year, month, day, place, name of the chairperson, resolution method, discussion method, highlights in the procedure, and voting results (including statistical weights) shall be recorded in the meeting minutes as they are. When there is a director election, the number of votes each candidate receives shall also be recorded. The minutes shall be kept throughout the life of the Company.</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>
<p>Article 15: 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, <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event of a virtual shareholders meeting, the Company shall upload the above meeting materials to the</u></p>	<p>Article 15: 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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.</p>	<p>Amended in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p><u>virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes are released during the meeting.</u></p> <p>(The following is omitted.)</p>	<p>(The following is omitted.)</p>	
<p>Article 18: <u>In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>Added in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>
<p>Article 19: <u>When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>		<p>Added in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>
<p>Article 20: <u>In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural</u></p>		<p>Added in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>

After the Amendment	Before the Amendment	Description
<p><u>disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced or a list of elected directors and supervisors.</u></p> <p><u>When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in the second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by</u></p>		

After the Amendment	Before the Amendment	Description
<p><u>shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>		
<p><u>Article 21:</u> <u>When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending the virtual shareholders meeting online.</u></p>		<p>Added in accordance with the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings.</p>
<p><u>Article 22:</u> These Rules and Procedures, along with any amendments hereto, shall be implemented after adoption by shareholders meetings.</p>	<p><u>Article 18:</u> These Rules and Procedures, along with any amendments hereto, shall be implemented after adoption by shareholders meetings.</p>	<p>The original Article 18 is moved to Article 22</p>

Attachment 10

Mercuries & Associates Holding, Ltd. Comparison Table for the Rules for Regulations of Procedures for the Acquisition and Disposal of Assets Before and After Amendment

After the Amendment	Before the Amendment	Description
<p>Article 6: When the Company obtains an appraisal report or a statement of opinion from a CPA, lawyer or securities underwriter, the appraisal service providing the report and its appraisers, the CPA, lawyer or securities underwriter shall abide by the following regulations:</p> <p>(1) Omitted. (2) Omitted. (3) Omitted.</p> <p>When issuing an appraisal report or a statement of opinion, the personnel referred to in the preceding paragraph shall comply with <u>the self-regulatory rules of the industry associations to which they belong and with the following provisions:</u></p> <p>(1) Omitted. (2) When <u>conducting</u> a case, they shall appropriately plan and execute adequate workflow, in order to reach a conclusion and use it as the basis for issuing the report or statement of opinion. The related execution procedures, data collected, and conclusions shall be fully and accurately specified in the case working papers. (3) They shall undertake an item-by-item evaluation of the <u>appropriateness and reasonableness</u> of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the statement of opinion. (4) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and reasonable</u>, and that they have complied with applicable laws and regulations.</p>	<p>Article 6: When the Company obtains an appraisal report or a statement of opinion from a CPA, lawyer or securities underwriter, the appraisal service providing the report and its appraisers, the CPA, lawyer or securities underwriter shall abide by the following regulations:</p> <p>(1) Omitted. (2) Omitted. (3) Omitted.</p> <p>When issuing an appraisal report or a statement of opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>(1) Omitted. (2) When <u>examining</u> a case, they shall appropriately plan and execute adequate workflow, in order to reach a conclusion and use it as the basis for issuing the report or statement of opinion. The related execution procedures, data collected, and conclusions shall be fully and accurately specified in the case working papers. (3) They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy, and reasonableness</u> of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the statement of opinion. (4) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>reasonable and accurate</u>, and that they have complied with applicable laws and regulations.</p>	<p>Amended in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>
<p>Article 7: Procedures for obtaining or disposing of real estate, equipment or right-of-use assets thereof:</p>	<p>Article 7: Procedures for obtaining or disposing of real estate, equipment or right-of-use assets thereof:</p>	<p>Amended in accordance with the Regulations Governing the</p>

After the Amendment	Before the Amendment	Description
<p>1. Omitted.</p> <p>2. Omitted.</p> <p>3. Omitted.</p> <p>4. Appraisal report for real property or equipment For the Company’s acquisition or disposal of real estate, equipment, or right-of-use assets thereof, except for transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, when the transaction amount reaches 20% of the Company’s paid-in capital or more than NT\$300 million, an appraisal report issued by a professional appraiser shall be issued before the date of the occurrence of the fact in accordance with and the following rules:</p> <p>(1) Omitted.</p> <p>(2) Omitted.</p> <p>(3) If the appraisals from professional appraisal services involve one of the following situations, except for all the appraisals for the asset to be acquired are higher than the intended transaction amount or the appraisals for the asset to be disposed of are lower than the intended transaction amount, a certified public accountant shall be engaged to handle the matter and also to provide concrete opinions on the price differences and the appropriateness of the transaction price:</p> <p>1. The difference between the appraisals and the transaction amount achieves 20% or higher.</p> <p>2. The difference between appraisals from the two professional appraisal services achieves 10% of the transaction amount or higher.</p> <p>(4) Omitted.</p> <p>(5) Omitted.</p>	<p>1. Omitted.</p> <p>2. Omitted.</p> <p>3. Omitted.</p> <p>4. Appraisal report for real property or equipment For the Company’s acquisition or disposal of real estate, equipment, or right-of-use assets thereof, except for transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, when the transaction amount reaches 20% of the Company’s paid-in capital or more than NT\$300 million, an appraisal report issued by a professional appraiser shall be issued before the date of the occurrence of the fact in accordance with and the following rules:</p> <p>(1) Omitted.</p> <p>(2) Omitted.</p> <p>(3) If the appraisals from professional appraisal services involve one of the following situations, except for all the appraisals for the asset to be acquired are higher than the intended transaction amount or the appraisals for the asset to be disposed of are lower than the intended transaction amount, a certified public accountant shall be engaged to handle the matter <u>according to the Statements of Auditing Standards No. 20 released by the Accounting Research and Development Foundation (hereinafter referred to as the ARDF)</u> and also to provide concrete opinions on the price differences and the appropriateness of the transaction price:</p> <p>1. The difference between the appraisals and the transaction amount achieves 20% or higher.</p> <p>2. The difference between appraisals from the two professional appraisal services achieves 10% of the transaction amount or higher.</p> <p>(4) Omitted.</p> <p>(5) Omitted.</p>	<p>Acquisition and Disposal of Assets by Public Companies.</p>
<p>Article 8: Procedures for Acquisition or Disposal of Securities Investment</p> <p>1. Omitted.</p>	<p>Article 8: Procedures for Acquisition or Disposal of Securities Investment</p> <p>1. Omitted.</p>	<p>Amended in accordance with the Regulations</p>

After the Amendment	Before the Amendment	Description
<p>2. Omitted. 3. Omitted. 4. Obtaining an expert opinion (1) In acquiring or disposing of securities, the Company shall seek for CPA's opinion on the fairness of the transaction price for transactions exceeding 20% of the Company's paid-in capital or NT\$300 million. But target companies that have open market rates in an active market or otherwise regulated by the FSC do not fall under this constraint.</p> <p>(2)Omitted.</p>	<p>2. Omitted. 3. Omitted. 4.Obtaining expert opinion (1) In acquiring or disposing of securities, the Company shall seek for CPA's opinion on the fairness of the transaction price for transactions exceeding 20% of the Company's paid-in capital or NT\$300 million. <u>If an expert's opinion should be adopted by the CPA, this shall be carried out in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> But target companies that have open market rates in an active market or otherwise regulated by the FSC do not fall under this constraint.</p> <p>(2)Omitted.</p>	<p>Governing the Acquisition and Disposal of Assets by Public Companies.</p>
<p>Article 9: Procedures for Handling Related Party Transactions 1. Omitted. 2. Appraisal and operating procedures (1) Omitted. (2) When "acquisition or disposal of equipment or right-of-use assets held for business use" or "acquisition or disposal of real property right-of-use assets held for business use" is to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's Board of Directors may delegate the Chairman to decide such matters when the transaction is less than NT\$100 million (inclusive) and have the decisions submitted to the most recent Board meeting on an after-event basis: (3) When a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 2 (1), the Board shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board meeting.</p>	<p>Article 9: Procedures for Handling Related Party Transactions 1. Omitted. 2.Appraisal and operating procedures (1) Omitted. (2) The calculation of the transaction amounts referred to in Paragraph 1 and 2 (1) shall be made in accordance with Paragraph 1 (7) in Article 14, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.</p> <p>(3) When "acquisition or disposal of equipment or right-of-use assets held for business use" or "acquisition or disposal of real property right-of-use assets held for business use" is to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's Board of Directors may delegate the Chairman to decide such matters when the transaction is less than NT\$100 million (inclusive) and</p>	<p>Amended and Added in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

After the Amendment	Before the Amendment	Description
<p><u>(4) If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in subparagraph 1 and the transaction amount will reach 10 percent or more of the public company's total assets, the Company shall submit the materials in all the subparagraphs of subparagraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Company and its subsidiaries or between its subsidiaries.</u></p> <p>(5) The calculation of the transaction amounts referred to in Paragraph 1 and 2 (1), (4) shall be made in accordance with Paragraph 1 (7) in Article 14, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and <u>the shareholders meeting</u> and the Board of Directors need not be counted toward the transaction amount.</p> <p>(The following is omitted.)</p>	<p>have the decisions submitted to the most recent Board meeting on an after-event basis:</p> <p>(4) When a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 2 (1), the Board shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board meeting.</p> <p>(The following is omitted.)</p>	
<p>Article 10: The Procedures for Acquisition or Disposal of Memberships or Intangible Assets or Right-of-use Assets Thereof</p> <ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Omitted. 4. Professional appraisal reports on the memberships or intangible assets or right-of-use assets thereof <ol style="list-style-type: none"> (1) Omitted. (2) Omitted. (3)The company acquires or disposes of memberships or intangible assets or right-of-use assets thereof and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. 	<p>Article 10: The Procedures for Acquisition or Disposal of Memberships or Intangible Assets or Right-of-use Assets Thereof</p> <ol style="list-style-type: none"> 1. Omitted. 2. Omitted. 3. Omitted. 4. Professional appraisal reports on the memberships or intangible assets or right-of-use assets thereof <ol style="list-style-type: none"> (1) Omitted. (2) Omitted. (3)The company acquires or disposes of memberships or intangible assets or right-of-use assets thereof and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply</u> 	<p>Amended in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

After the Amendment	Before the Amendment	Description
5.(Omitted.)	with the provisions of <u>Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation.</u> 5.(Omitted.)	
<p>Article 14: Procedures for Public Disclosure of Information</p> <p>1. Items to be Disclosed and Disclosure Standards: (1) Omitted. (2) Omitted. (3) Omitted. (4) Omitted. (5) Omitted. (6) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the Mainland China area reaches 20 % or more of the Company's paid-in capital or NT\$300 million; Provided, this shall not apply to the following circumstances: 1. Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u> 2. Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by securities investment trust enterprises. (7) Omitted. (8) Omitted. (The following is omitted.)</p>	<p>Article 14: Procedures for Public Disclosure of Information</p> <p>1. Items to be Disclosed and Disclosure Standards: (1) Omitted. (2) Omitted. (3) Omitted. (4) Omitted. (5) Omitted. (6) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the Mainland China area reaches 20 % or more of the Company's paid-in capital or NT\$300 million; Provided, this shall not apply to the following circumstances: 1. Trading of domestic government bonds. 2. Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by securities investment trust enterprises. (7) Omitted. (8) Omitted. (The following is omitted.)</p>	<p>Amended in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>