

NORTH-STAR INTERNATIONAL CO., LTD

The 2022 1st Special Shareholders Meeting

Agenda Handbook

Shareholders meeting date: October 28, 2022

Shareholders meeting place: “3F Conference Room of Jin Shi Hu Hotel” at No. 118, Jinding Road, Sanmin District, Kaohsiung City

Convening method: Physical shareholders meeting

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North-Star International Co., Ltd.

The 2022 1st Special Shareholders Meeting Procedure

1. Call the meeting to order
2. Chairman's opening statement
3. Discussions
4. Motions
5. Adjournment

North-Star International Co., Ltd.
The 2022 1st Special Shareholders Meeting Agenda

Convening method: Physical shareholders meeting

Time: at 10:00 on October 28, 2022 (Friday)

Place: “3F Conference Room of Jin Shi Hu Hotel” at No. 118, Jinding Road, Sanmin
District, Kaohsiung City

1. Call the meeting to order
2. Chairman’s opening statement
3. Discussions

The plan for the share release of the subsidiary, Santi Renewable
Energy Co., Ltd.

4. Motions
5. Adjournment

One. Discussions

(Proposed by the Board of Directors)

Cause of action: The plan for the share release of the subsidiary, Santi Renewable Energy Co., Ltd.

Explanations:

1. The plan for the share release of the subsidiary, Santi Renewable Energy Co., Ltd. (hereinafter referred to as “Santi”), is arranged in response to its operation and development, recruiting and retaining outstanding talents, integrating internal and external resources of the Group, soliciting strategic investors or financial investors, and planning for stock listing (OTC) for shareholding dispersion.
2. According to “Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings,” and “Taipei Exchange Supplemental Rules Governing Applications by Group Enterprises for TPEX Listing of Stock,” “The total number of shares of the applicant company held by the parent company and all of its subsidiaries, and by those companies’ directors, supervisors, representatives, and shareholders with more than 10% shareholding, and by the related party(ies) thereof, shall not in total exceed 70% of its total issued shares.” Therefore, under the precondition of maintaining not less than 50% shareholding of Santi, the Company may have the share release of Santi arranged in a lump sum or in installments before Santi’s applying for listing (OTC).
3. In addition, according to the listing (OTC) regulations as stated in the preceding paragraph, the Company has the aforesaid share release implemented with the Company’s shareholders granted with a propriety subscription or without jeopardizing the rights and interests of the Company’s shareholders. Under this circumstance, the Company will contact the shareholders first to subscribe shares proportionally to their shareholding ratio. Shareholders listed in the shareholders’ roster on the most recent book closure date may have one subscriber share (inclusive) and are entitled to participate in the stock subscription plan on the stock subscription base date. If the Company’s shareholders waive their subscription right or are under subscribed, it is proposed to have the Chairman authorized to negotiate with specific individuals to subscribe and the said specific individuals must be the employees or financial and strategic investors of the Company and affiliated enterprises.
4. It is proposed to authorize the Board of Directors after the aforesaid share release plan is approved by the shareholders meeting to determine the base date for stock subscription, the actual number of shares to be released, the actual release price, and other related matters with the market conditions at the time of stock release and other factors considered comprehensively. The share release price shall not be lower than the net value per share in the most recent financial statements audited by independent auditors or in the unaudited

financial statements of Santi, and the Company's holding cost per share of Santi. Independent experts will be commissioned to issue an opinion on the price rationality of the stock share. If Santi's stocks have been listed for emerging trading, in addition to the net value per share as stated in the preceding paragraph, the price should be determined by referring to the current market price.

5. For the future share release needed for emerging market application or listing (OTC) operations, if any, by Santi, the Company will appropriate shares for securities firms' subscription and arrange over-allocation option and other operating procedures in accordance with the governing laws and regulations and relevant listing (OTC) regulations. The shares appropriation and price will be negotiated with the underwriters in accordance with the relevant laws and regulations, relevant listing (OTC) regulations, the prevailing market conditions, and Santi's operations.
6. Hereby proposed for discussion.

Resolutions:

Two. Motions

Three. Adjournment

North-Star International Co., Ltd.

Rules of Procedure for Shareholders Meetings

Passed by the shareholders meeting on June 23, 2022

- Article 1 (References)
To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meeting, and to strengthen management capabilities, the "Rules of Procedure for Shareholders Meetings" (hereinafter referred to as the "Rules") is adopted pursuant to Article 5 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies."
- Article 2 The rules of procedures for the Company's shareholders meeting, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in the "Rules."
- Article 3 (Convening shareholders meetings and shareholders meeting notices)
Unless otherwise provided by law and regulation, the Company's shareholders meetings shall be convened by the Board of Directors.
Changes to the conveying method of the Company's shareholders meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders meeting notice.
The Company shall prepare electronic versions of the shareholders meeting notice, proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda handbook and supplemental meeting material and upload them to the MOPS 21 days before the date of the regular shareholders meeting or 15 days before the date of the special shareholders meeting. However, if the Company's paid-in capital at the end of the most recent fiscal year is NT\$10 billion or more, or the Company's total shareholding ratio of foreign and mainland China capital recorded in the shareholder roster is more than 30% on the regular shareholders meeting date in the most recent fiscal year, the aforesaid electronic files transmission shall be completed 30 days before convening the regular shareholders meeting. In addition, the Company, 15 days before the date of the shareholders meeting, shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company.
The agenda handbook and supplemental meeting materials stated in the preceding paragraph should be made available for the shareholders' reference on the shareholders

meeting date as follows:

1. If the Company convenes a physical shareholders meeting, it shall distribute them on-site at the shareholders meeting.
2. If the Company convenes a hybrid shareholders meeting, it shall distribute them on-site at the shareholder's meeting and upload the electronic files to the video conferencing platform.
3. If the Company convenes a virtual shareholders meeting, it shall upload the electronic files to the video conferencing platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. The meeting notice may be given in electronic form with the consent of the addressee.

Election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for suspension of the public offering, director's competition permit, a capital increase from earnings, a capital increase from surplus, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and Article 43-6 of the Securities and Exchange Act, or Articles 56-1 and Article 60-2 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

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

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

and take part in discussion of the proposal.

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

Article 4 (Attending shareholder meetings by proxy and scope of authorization)

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company 5 days before the date of the shareholders meeting. When proxy forms are delivered in duplication, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting by virtual mode, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles determining the time and place of a shareholders meeting)

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

The virtual shareholders meeting of the Company is not subject to the restriction on the venue as stated in the preceding paragraph.

Article 6 (Preparation of documents such as the attendance book)

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

The time during which shareholder, solicitor, and proxy (collectively known as "shareholders") attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and sufficient suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting

platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed to attend the shareholders meeting in person.

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

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

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

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

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.

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.

Article 6-1 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

1. The way for shareholders to attend the virtual meeting and exercise their rights
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on the

meeting agenda of that shareholders meeting.

(4) Actions to be taken if the outcome of all proposals has been announced and an extraordinary motion has not been carried out.

3. To convene a virtual shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending the virtual shareholders meeting online shall be specified.

Article 7 (The chairman and non-voting participants of a shareholders meeting)

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

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

It is advisable that shareholders meetings convened by the Board of Directors be chaired by the chairman of the board in person and attended by the majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8 (Documentation of a shareholders meeting by audio or video)

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

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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. 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.

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.

Article 9 (Calculation of the number of shares representing by the shareholders present at the shareholders meeting)

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

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

The chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made.

If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chairman shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

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 with the Company in accordance with Article 6.

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

Article 10 (Discussion of proposals)

If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

Article 11 (Shareholder speech)

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

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

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

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

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

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

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.

If 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.

Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based on the number of voting

rights.

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

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

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

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

Article 13 (Proposal voting, scrutiny, and counting of votes)

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

When The Company holds a shareholders meeting, it allows the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to the original proposals of that meeting. It is therefore advisable that the Company avoids the submission of extraordinary motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

meeting shall prevail.

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

When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote; also, if one of them is passed, the other proposals will then be deemed rejected without the need of further voting.

The chairman shall appoint the vote monitoring and counting personnel for the voting on a proposal, provided that all monitoring personnel shall be shareholders of the Company.

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

When 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.

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.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 (Election of directors)

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

directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 (Meeting minutes and signatures)

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

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

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 meeting minutes.

When convening a virtual shareholders 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 virtual shareholders meeting online.

Article 16 (Public disclosure)

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event of a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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 is released during the meeting. If matters put to a resolution at a shareholders meeting constitute material information under applicable law or regulations or under Taiwan Stock Exchange Corporation (Taipei Exchange) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

- Article 17 (Maintaining order at the meeting place)
Staff handling administrative affairs of a shareholders meeting shall wear identification cards or armbands.
The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
- Article 18 (Recess and resumption of a shareholders meeting)
When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule to suspend the meeting temporarily and announce a time when, in view of the circumstances, the meeting will be resumed.
If the meeting venue is no longer available for continuing use and not all the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
A resolution may be adopted at the shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.
- Article 19 (Disclosure of information at virtual meetings)
In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and elections 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.
- Article 20 (Location of the chair and secretary of virtual shareholders meeting)
When the Company convenes a virtual 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.
- Article 21 (Handling of disconnection)
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. In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the “Regulations Governing the Administration of Shareholder Services of Public Companies,” if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

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.

For a meeting to be postponed or resumed under paragraph 2, 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.

During a postponed or resumed session of a shareholders meeting held under paragraph 2, 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.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in paragraph 2, 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 paragraph 2 is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to paragraph 2, 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.”

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 shareholders meeting date that is postponed or resumed under paragraph 2.

Article 22 (Handling of digital divide)

When convening a virtual shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending the virtual shareholders meeting online.

Article 23 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be affected in the same manner.

These Rules were enacted on June 17, 2013.

The 1st amendment was made on June 18, 2019.

The 2nd amendment was made on June 9, 2020.

The 3rd amendment was made on August 4, 2021.

The 4th amendment was made on June 23, 2022.

Articles of Incorporation of North-Star International Co., Ltd.

Passed in the shareholders meeting on June 23, 2022

Chapter 1 General Provisions

Article 1: The Company is organized in accordance with the provisions of the Company Act and named “North-Star International Co., Ltd.” (Referred to as “North-Star” hereinafter).

Article 2: The business of the Company is as follows:

1. CA02010 Metal structures and building components manufacturing business
2. D101060 Renewable energy proprietary power generation equipment business
3. E502010 Fuel conduit installation engineering business
4. E599010 Piping engineering business
5. E601020 Electrical installation business
6. E602010 Cable installation engineering business
7. E603040 Fire safety equipment installation engineering business
8. E603100 Electric welding engineering business
9. E603110 Cold working engineering business
10. E603120 Sandblasting engineering business
11. E603130 Gas water heater contracting business
12. E604010 Machinery installation business
13. E903010 Anti-corrosion and anti-rust engineering business
14. EZ02010 Lifting engineering business
15. EZ03010 Furnace installation business
16. EZ07010 Drilling engineering business
17. EZ09010 Static electricity protection and elimination engineering business
18. EZ15010 Thermal insulation, cold insulation installation engineering business
19. EZ99990 Other engineering businesses
20. F112010 Gasoline and diesel wholesale business
21. F112040 Petroleum products wholesale business
22. F113030 Precision instruments wholesale business
23. F113100 Pollution prevention and control equipment wholesale business
24. F114030 Automobile and motorcycle spare parts wholesale business
25. F203010 Food and beverage retailing business
26. F203020 Tobacco and alcohol retailing business

27. F206020 Daily necessities retailing business
28. F212011 Gas station business
29. F212050 Petroleum products retailing business
30. F212061 Natural gas station business
31. F213040 Retail of precision instruments
32. F213100 Pollution prevention equipment retailing business
33. F214010 Automobile retailing business
34. F214030 Automobile and motorcycle parts and components retailing business
35. F399010 Convenience Store business
36. F401010 International Trade business
37. F501030 Beverage store business
38. F501060 Restaurant business
39. G202010 Parking lot management business
40. H701010 Residential and building development, rental, and sales business
41. H701020 Industrial plant development, rental, and sales business
42. H701040 Specific designated areas development business
43. H701050 Investment in the construction of public works
44. H701080 Urban renewal and reconstruction business
45. H703090 Real estate trade business
46. H703100 Real estate leasing business
47. H703110 Home for the elderly business
48. I103060 Management consultancy business
49. I199990 Other consulting services business
50. IG03010 Energy technology service business
51. J101050 Environmental testing service business
52. J101090 Waste disposal service business
53. J101990 Other environmental health and anti-pollution services business
54. J701020 Amusement Park business
55. J801030 Athletics and leisure sports arena business
56. JA01010 Auto Repair service business
57. JA01040 Liquefied petroleum vehicle modification business
58. JA01990 Other automobile services business
59. JE01010 Leasing business
60. I301010 Information software service business
61. I301020 Data processing services business
62. I301030 Electronic information supply services business
63. F399040 Online retailing business

64. ZZ99999 All businesses that are not prohibited or restricted by law, except for those businesses that require special approval

Article 2-1: The Company for the need of business operation may authorize the Board of Directors to handle the reinvestment business, and it is not subject to the restriction of not investing an amount exceeding 40% of the Company's paid-in capital in accordance with Article 13 of the Company Act.

Article 2-2: Deleted

Article 3: The Company has its head office set up in New Taipei City, and branch offices can be set up in Taiwan and abroad as approved by the Board of Directors.

Article 4: Deleted

Article 4-1: The Company may make endorsements/guarantees externally for business needs.

Chapter 2 Shares

Article 5: The total authorized capital stock of the Company is NT\$8.8 billion with 880 million shares issued at NT\$10 par; also, the Board of Directors is authorized to make multiple issuances for the stock shares yet to be issued.

Article 6: Deleted

Article 7: The Company's stock shares are signed or stamped by the directors representing the Company, and issued after being certified lawfully. The Company is exempted from printing certificates for the shares issued.

Article 8 The entries in the shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders meeting, or within 30 days prior to the convening date of a special shareholders meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus, or other benefits.

Article 8-1: The new stock shares issued by the Company are to be subscribed by all employees, including the employees of controlling or subordinate companies that meet certain conditions.

Chapter 3 Shareholders Meeting

Article 9: Shareholders meeting includes both regular shareholders meeting that is to be held at least once a year and convened by the Board of Directors within 6 months at the end of the fiscal year and special shareholders meeting that is to be held when necessary.

Article 9-1: The shareholders meeting can be held virtually or other methods announced by the central competent authority. Shareholders who have attended the virtual shareholders meeting online will be deemed to have attended the meeting in person.

Article 10: The shareholder who cannot attend the shareholders meeting for reasons may appoint a proxy to attend the meeting instead by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. In addition to the provisions of Article 177 of the Company Act, the rules for shareholders to attend by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies" announced by the competent authorities.

Article 11: A shareholder shall have one voting power in respect of each share in his/her/its possession, unless otherwise provided by law.

Article 12: A shareholder who exercises his/her/its voting power at the shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders meeting in person, but shall be deemed to have waived his/her/its voting power in respect of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders meeting.

Unless otherwise provided for in other laws and regulations, resolutions of the shareholders meeting shall be adopted by a majority of the shareholders or their representatives at a meeting attended by a majority of the shareholders who represent the total issued shares.

Article 12-1: Board meetings shall be convened and chaired by the chairman of the Board. When the chairman of the Board is on leave or cannot exercise his/her power for reasons, the chairman shall appoint one of the directors to act. If no such designation is made by the chairman, the directors shall select one person from among themselves to serve as chairman. If a shareholders meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

Article 12-2: The minutes of shareholders meeting shall be prepared and affixed with the signature or seal of the chairman of the meeting, which should be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The distribution of the aforesaid meeting minutes may be done by public announcement.

Chapter 4 Directors

Article 13: The Company has nine to thirteen directors and three supervisors appointed for a 3-year term and eligible for re-election. The quorum of the Board of Directors is to be resolved in the Board meeting. The shareholding ratio of the Company's directors is to be processed in accordance with the security competent authority.

The Company's independent directors among the number of directors specified in the preceding paragraph must be at least three persons.

The election of directors is processed in accordance with the candidate nomination system specified in Article 192-1 of the Company Act; also, they have been elected from the candidate list accordingly in the shareholders meeting. The nomination of the candidates for directors, announcement, and other matters shall be handled in accordance with the Company Act, Securities and Exchange Act, and other relevant regulations. Independent directors and non-independent directors shall be elected together with the voting rights separately calculated for independent and non-independent director positions.

Article 13-1: When the number of vacancies in the Board of Directors equals to one-third of the total number of directors, the Board of Directors shall call, within 60days, the special shareholders meeting to elect succeeding directors to fill the vacancies for the remaining service time of the dismissed directors.

Article 13-2: The Board of Directors shall meet at least quarterly.

The reasons for convening the Board meeting shall be stated with the directors notified seven days in advance. However, the shareholders meeting can be convened in the event of an emergency. The Company's Board meeting can be convened in writing, E-mail, or by fax.

Article 13-3: The Company has an audit committee established, which shall be composed of all independent directors. The audit committee or audit committee members are responsible for implementing the functions and powers of supervisors stipulated by the Company Act, the Securities Exchange Act, and other laws and regulations.

Article 14: The Board of Directors is organized by the board directors. A chairman and a vice chairman shall be elected among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman shall externally represent the Company.

Article 14-1: Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by the majority of the directors. If a director is unable to attend the Board meeting for reasons, he/she may have another director attend the meeting by proxy in accordance with Article 205 of the Company Act.

Article 15: If the chairman is on leave or is unable to exercise his/her powers for reasons, it is to be handled in accordance with Article 208 of the Company Act.

Article 16: The Board of Directors is authorized to determine the remuneration of the directors with reference to their participation in the business operation and the value they have contributed, and the standards of the relevant peers.

Article 16-1: The Company may acquire liability insurance for the directors.

Chapter 5 Management

Article 17: The Company has a President and several Vice Presidents appointed with their appointments, dismissal, and remunerations processed in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 18: The fiscal year of the Company starts from January 1 to December 31 of each year. The Board of Directors at the close of each fiscal year shall prepare the following statements and records, which should be submitted to the shareholders meeting for recognition.

- (1) The business report;
- (2) The financial statements;
- (3) The earning distribution or loss off-setting proposals;

Article 19: Deleted

Article 20: If the Company makes profits for the year, an amount not less than 1% of the profits should be appropriated as employee compensation; which is to be distributed in shares or cash by the resolution of the Board of Directors, and the recipients of the distribution may include employees of affiliated companies who meet certain conditions and an amount not more than 3% of the profits should be appropriated as remuneration to directors. The distribution of remuneration to employees and directors shall be reported in the shareholders meeting.

However, if the Company still has accumulated losses, an amount should be reserved to make up for the losses with the remaining amount distributed to employees and directors according to the percentage stated in the preceding paragraph.

Article 20-1: The earnings in the Company's annual final accounts, if any, should be applied to pay taxes first, make up for the previous losses thereafter, and appropriate 10% for the legal reserve until the legal reserve equals to the Company's paid-in capital. In addition, a special reserve shall be appropriated depending on the Company's business operation and the laws and regulations. If there is any balance amount thereafter, plus the accumulated unappropriated earnings, the Board of Directors shall have an earnings distribution proposal prepared for shareholders' dividends to be resolved in the shareholders meeting.

The Company's dividend policy is based on the current and future development plans,

the consideration of the investment environment, capital needs, domestic and foreign competition conditions, shareholders' interests, etc., also, an amount not less than 50% of the distributable earnings is appropriated for the distribution of dividends to shareholders every year. The shareholders' dividends are paid in cash or shares, of which, cash dividends shall not be less than 20% of the total dividends paid.

Chapter 7 Supplemental Provisions

Article 21: The matters not addressed in the Company's Articles of Incorporation shall be handled in accordance with the Company Act and other related laws and regulations.

Article 22: The Article of Incorporation was enacted on November 28, 1988.

The 1st amendment was made on September 15, 1989.

The 2nd amendment was made on September 18, 1989.

The 3rd amendment was made on June 30, 1990.

The 4th amendment was made on June 1, 1991.

The 5th amendment was made on November 24, 1991.

The 6th amendment was made on May 21, 1995.

The 7th amendment was made on May 24, 1997.

The 8th amendment was made on June 27, 1998.

The 9th amendment was made on June 27, 1999.

The 10th amendment was made on June 3, 2000.

The 11th amendment was made on June 15, 2001.

The 12th amendment was made on June 15, 2001.

The 13th amendment was made on June 24, 2002.

The 14th amendment was made on June 20, 2003.

The 15th amendment was made on May 17, 2004.

The 16th amendment was made on June 14, 2005.

The 17th amendment was made on June 27, 2006.

The 18th amendment was made on June 11, 2007.

The 19th amendment was made on June 6, 2008.

The 20th amendment was made on June 16, 2009.

The 21st amendment was made on June 15, 2010.

The 22nd amendment was made on June 22, 2011.

The 23rd amendment was made on May 25, 2012.

The 24th amendment was made on June 27, 2014.

The 25th amendment was made on June 3, 2015.

The 26th amendment was made on June 13, 2016.

The 27th amendment was made on May 29, 2018.

The 28th amendment was made on June 9, 2020.

The 29th amendment was made on Jun 23, 2022.

It will be implemented after the approval of the shareholders meeting, and same for the amendments.

Shareholdings of the Company's Directors

Book closure date: September 29, 2022

Total shares issued: 275,023,357 shares

Mandatory minimum shareholding of all board directors: 12,000,000 shares

Unit: Shares

Job Title	Name	The shareholding as recorded in the shareholders' roster on the book closure date	Shareholding ratio
Chairman	Jia-Chun Zhong	22,449,595	8.16%
Director	Tungcheng Investment Consulting Co., Ltd. Representative: Shin-Pei Zhong	20,473,626	7.44%
Director	Kaohsiung Transportation Company Limited Representative: An-Chi Hsieh	47,117,572	17.13%
Director	Kaohsiung Transportation Company Limited Representative: Yu-Lin Zhong		
Director	Kaohsiung Transportation Company Limited Representative: Zhong-Shi Lee		
Director	Kaohsiung Transportation Company Limited Representative: Shun-Chin Liao		
Director	Kaohsiung Transportation Company Limited Representative: I-Nan Tseng		
Independent Director	Zhi-Ming Zhang	10,854	0.00%
Independent Director	Sue-Hui Hou	0	0.00%
Independent Director	Jia-Yu Tsai	0	0.00%
Total shares of the board of directors : 90,051,647			32.73%

