

Stock symbol: 2496

Success Prime Corporation

2021 Annual Shareholders' Meeting

Handbook

(Translation)

May 28, 2021

14F, No. 17, Xuchang Street, Zhongzeng District, Taipei City

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Success Prime Corporation
2020 Annual Shareholders' Meeting Procedure

- 1. Call the Meeting to Order**
- 2. Message from the Chairman**
- 3. Reporting matters**
- 4. Acknowledgements**
- 5. Discussions**
- 6. Questions and Motions**
- 7. Adjournment**

Success Prime Corporation

2021 Annual Shareholders' Meeting Agenda

- 1. Time: 2021. 05. 28 (Friday) 9a.m.**
- 2. Place: 14F, No. 17, Xuchang Street, Zhongzeng District, Taipei City**
- 3. Chairman Call Meeting to Order**
- 4. Message from the Chairman**
- 5. Reporting matters**
 - (1) The Company's 2020 Annual Business Report.
 - (2) Audit Committee's Review Report of 2020 Audited Financial Statements.
 - (3) Report on the 2020 Compensation Distribution of Employees and Directors.
 - (4) Report on the implementation of the company's share repurchases.
 - (5) Report on the company's revised regulation on the repurchases of its own shares for the purpose of transferring them to its employees.
- 6. Acknowledgements**
 - (1) Proposal for the 2020 Business Report and Financial Statements.
 - (2) Proposal for Distribution of 2020 Profits.
- 7. Discussions**
 - (1) Capital surplus transfer to distribution of cash dividend proposal.
 - (2) Amendment of the company's Article of Association.
 - (3) The proposal to transfer the shares to employees at a price lower than the average price of the repurchased shares.
- 8. Questions and Motions**
- 9. Adjournment**

Reporting Matters

1. The Company's 2020 Annual Business Report.

Explanation: The 2020 Business Report is attached as pp. [8-9], Attachment 1.

2. Audit Committee's Review Report of 2020 Audited Financial Statements.

Explanation: Audit Committee's Review Report is attached as pp. [10], Attachment 2.

3. Report on the 2020 Compensation Distribution of Employees and Directors.

Explanation:

- (1) According to Article 20 of the Company's Articles of Incorporation:
Employees compensation should be no less than 3%, Directors' compensation should not exceed 5%.
- (2) In accordance with the Company's 2020 Net Income of NT\$ 77,571,101, the compensation is distributed in cash with NT\$ 2,327,134 as employee compensation (3%) and NT\$ 1,163,567 as Directors compensation (1.5%).

4. Report on the implementation of company shares repurchases for public approval.

Explanation: The implementation of company shares repurchases is attached as pp. [11], Attachment 3.

5. Report on the company's revised regulation on the repurchases of its own shares for the purpose of transferring the shares to its employees for public approval.

Explanation: The company intends to transfer repurchased treasury shares to employees at a price lower than the average price of the repurchased shares in accordance with the provisions of Article 10-1 of the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies". To carry out this implementation, the company needs revise the procedure for share repurchases and employee shares transferal. Please refer to Appendix 4 of this handbook (see page 12 for details).

Acknowledgements

1. (Proposed by the Board)

Proposal: Adoption of the 2020 Business Report and Financial Statements

Explanation:

- (1) The Company's 2020 Business Report and Financial Statements have been approved by the Board and examined by the supervisors, the Financial Statements were audited by independent auditors, Chin-Chuan Shih and Shu-Lin Liu auditors of Deloitte, review reports were formulated.
- (2) 2020 Business Report, Independent Auditors' Report and Financial Statements are attached as follow pp. [8-9] Attachment 1, pp. [22-23] Attachment 5, and pp. [24-33] Attachment 6.

Resolution:

2. (Proposed by the Board)

Proposal: Adoption of the Proposal for Distribution of 2020 Profits.

Explanation:

- (1) The 2020 Profit Distribution Table is attached as pp. [34], Attachment 7.
- (2) Within 2020 net profit after tax, NT\$ 56,425,320 is set aside as dividends to shareholders, according to Shareholders and their number of shares held in the shareholder list on the ex-dividend date, a cash dividend of NT\$3 per share is proposed, and figures are rounded up. The total fractional amount of distribution under NT\$1 is listed in other comprehensive income.
- (3) The base and issuance date of the cash dividend distribution, company decision of treasury stock repurchases and other reasons may impose considerable effect on the circulation of outstanding shares, which result in fluctuating dividend rates and other consequences that may require immediate adjustments. The Board of Directors shall be authorized to conduct these adjustments after the approval of the shareholder's meeting.

Resolution:

Discussions

1. (Proposed by the Board)

Proposal: Capital surplus transfer to distribution of cash dividend proposal, please proceed to discuss.

Explanation:

- (1) The company intends to withdraw NT \$ 28,212,660 from the capital surplus of shares issued at a premium over the par value in the previous year. The cash dividend of NT\$1.5 will be distributed and will be rounded down to the next NT\$1 (yuan). The total fractional amount of distribution under NT\$1 is listed in other comprehensive income.
- (2) The base date and issuance date of the cash dividend distribution of the capital reserve, and subsequent purchase of the company's shares or other reasons etc affect the number of shares outstanding, the payout ratio changes, and other relevant matters. The Board of Directors is authorized to deal these relevant matters after the approval of this meeting of shareholders.

Resolution:

2. (Proposed by the Board)

Proposal: Amendment of the company's Article of Association, please proceed to discuss.

Explanation:

- (1) In response to the company's overall operation plan, there is no need for a factory. It is proposed to relocate the business address from the 2F., No. 11, Kezhong Road, Zhunan Town, Miaoli County, Hsinchu Science Park to 17F-1, No. 17, Xuchang Street, Zhongzheng District, Taipei City.
- (2) In order to change the company's business address and adjust business items to meet the actual operation needs, it is proposed to amend some provisions of the company's Articles of Association. Please refer to Attachment 8 of this handbook for the Comparison Table of Amendments to the Amended and Restated Articles of Association (see pages 35-39 for details).

Resolution:

3. (Proposed by the Board)

Proposal: The proposal to transfer the shares to employees at a price lower than the average price of the repurchased shares, please proceed to discuss.

Explanation:

- (1) The company repurchased 199,000 shares of the company's shares in 2018. To motivate employees and improve their cohesiveness, the company intends to transfer the shares to employees at NT\$40, the price lower than the average price of repurchased treasury, in accordance with Article 10-1 of the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies". The regulations stipulate that shares are transferred to employees at a price lower than the average price of the repurchased, and details are as follows:

A. The transfer price, discount rate, calculation basis and validity:

Times of shares buyback	Second time
Number of repurchased stocks	199,000 shares
Total value of repurchased stocks	NT\$21,956,346
Average price of repurchased stocks	NT\$110.33
Transfer price	NT\$40
Discount rate	36.25%
Calculation basis and rationality	The transfer price is based on current economic conditions and the outlook of the company's future operation. It is feasible to conduct such transfer.

B. Number of transferred shares, purpose and rationality:

Number of transferred shares: 199,000 shares.

Purpose: To motivate employees and improve team cohesion.

Rationality: It is estimated that 199,000 shares will be transferred to employees, accounting for 1.037% of the issued shares. The amount of transfer shares does not exceed the amount stipulated in Article 10-1 of the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" that the cumulative total shall not exceed 5% of the total issued shares of the company. It is evident that the purpose of the transfer is to motivate and retain employees and the amount of transferred shares complies with the regulation.

C. Qualifications and the number of subscriptions of employee stock option:

The transfer is executed accordingly to Article 4 of the "Regulations governing the second transfer of treasury shares to employees".

Number of subscriptions: The transfer is executed accordingly to Article 5 of the "Regulations governing the second transfer of treasury shares to employees".

D. Matters affecting shareholder's equity:

(a) The amount of expenses and the dilution of the company's earnings per share: Based on the closing price of NT\$49.90 and the transfer price of NT\$40 on the 1st day before the 15th meeting of the company's 12th Board of Directors (March 9th, 2021), the amount of estimated expense is NT\$1,970 thousand (at that time expenses shall be calculated separately based on the actual transfer base date); the earnings per share dilution is calculated by dividing the estimated expense by the number of outstanding shares of the company as NT\$0.1047.

(b) Financial Implications resulted from the treasury stock transfer to employees at a price below the average repurchase price: The company transfers treasury shares to employees at a cost lower than the acquisition cost. The difference between the estimated transferred amount and the acquisition cost is NT\$13,996 thousand. Since there is no capital reserve generated by the treasury stock transaction on the company's account, the difference, after deducting the expense, shall offset the undistributed surplus by NT\$12,026 thousand. The current undistributed surplus of the company is NT\$212,702 thousand after the distribution in the year 2020, which is still higher than the aforementioned difference. After the transfer of treasury shares to employees, the company still retains an additional

capital increase of NT\$7,960 thousand and the company continues to make profits, which should not cause a significant financial burden to the company.

- (2) If there are other uncovered matters, future changes in the laws of the competent authority or changes in other factors that require amendments, the board of directors shall be authorized to handle them in accordance with relevant regulations.

Resolution:

Questions and Motions

Adjournment

(Attachment 1)

Success Prime Corporation 2020 Annual Business Report

The outbreak of the coronavirus in 2020 has caused the virus infection, and more immense psychological panic among people. To mitigate group infection, the government recommends that indoor activities with more than 100 people should be suspended. In order to cooperate with the government's anti-epidemic policy, the education industry has strengthened the implementation of various countermeasures such as disinfection of places, temperature measurement of people entering and exiting, and maintaining social distancing through seat separations. All of these implies increased cost. In response to the epidemic, many institutions have launched online digital learning. However, the offline teaching methods are still irreplaceable. "Integration of real and virtual" will be an inevitable trend. Success Prime Corporation is focusing on education and optimizing its performances, and have disposed the optical fiber business. Although it had an impact on revenue figures, the overall benefits have gradually emerged results from education industry's multi-channel strategy.

1. 2020 Annual Business Report

(1) Business plan outcome

The consolidated net operating income in 2020 is NT\$776,397 thousand, which is 11.93% lower than 2019 figures of NT\$881,610 thousand. The consolidated net profit attributable to the company in 2020 is NT\$62,234 thousand, which decreased by 18.24% compared to 2019 figure of NT\$76,118 thousand. The difference is mainly due to the impact of the coronavirus that has impose restrictions on the output of the optical fiber business and the disposal of the optical fiber subsidiary in July 2020.

(2) Budget implementation: the company has not disclosed financial forecasts.

(3) Analysis of financial income, expenditure and profitability

Item/Year			Consolidated		Individual	
			2019	2020	2019	2020
Income and expenditure	Operating Income		85,548	71,543	48,042	26,789
	Non-operating Income and Expenses		1,438	12,261	30,517	47,291
	Pre-tax Income		86,986	83,804	78,559	74,080
	Net Income		76,977	62,913	76,118	62,234
Analysis of profitability	Return on asset		5.86	4.78	7.73	6.67
	Return on equity		9.75	7.84	9.72	7.81
	Pre-tax Income		49.82	43.68	44.99	38.61
	Net Profit Margin		8.73	8.10	16.75	19.24
	Earnings per share (basic)	Non-adjusted	4.41	3.30	4.41	3.30
		adjusted	4.01	-	4.01	-

(4) Research and Development

The research expense incurred by the company in 2020 was NT\$14,104 thousand, which accounted for 1.82% of the consolidated operating income of NT\$776,397 thousand in 2020. Since the optical fiber subsidiary was disposed in July 2020, no research expense was incurred in the second half of the year.

2. 2021 Business Plan Prospects

(1) Operation Strategy

A. Establish the K12 Integrated Education platform in accordance to 2019 Education Curriculum and STEM trend, to expand Business Projects.

(a) To promote "Chen Li Education's" high school curriculum tutorials, but also fully drive the educational sales for middle school and elementary STEM education division.

(b) Develop the possibility of vertical integration and cross-industry cooperation, so that products and services can drive more revenue and profits.

B. Digital Products and Courses

In addition to consulting and management in Xiamen, along with the new digital content curriculum and system based on elementary school thinking and mathematics, through the promotion of elementary school alliance schools and authorized schools, matched with teacher training, and through the channels of the education industry, Chen Li's core competitiveness Adding natural Chinese and English to the mathematical content of, the online and offline progress, rapid replication and expansion, and create profit.

C. Deepening the Operation Management of Enterprise

The introduction and development of outstanding talents who identify with Chen Li Education's objectives, through their participation in process of decision-making and leading the future direction, they can help with the management and operations of the enterprise, manage post-investment procedures after the M&A process, for enterprise to create another growth momentum.

(2) Estimated Sales Volume and basis

In addition to continuing to expand the scale of domestic sales, the company will actively expand diversified sale channels and acquire greater market shares. The growth rate of middle and high school business is estimated to be 10%, and the elementary school business is expected to be 3 times of the growth rate compared to last year's figure. The expected growth rate from joint alliance and franchise schools can be determined from the contract.

(3) Important Production and Marketing policies

In response to the outbreak of the epidemic, education institutions that are previously focuses on physical courses, has rapidly developed online digital content. In addition to service-based online tutoring and online Q&A, it also incorporates with the national 2019 syllabus to develop multiple courses such as second-level interviews, learning credential, and independent learning. The corporation has established a three-teaching system of online prestigious teachers, offline teachers, and strict management to solve the limitation of the number of students in each branch school, and to develop an unorthodox cooperation model has not been facilitated before.

The 'Chen Li ELEM', specially designed for kindergarten and primary schools, has built strategic alliance with other primary education institutions and elite private schools to promote mathematics, along with hands-on projected based education. This product differentiation has provided these affiliated institutions a diverse product line and this strategic partnership has led the corporation to become the most competitive supplier on the supply side of elite education. Market volume and performance growth

are parallel, which is a promising growth driver for the corporation in the future.

3. Impact from future development strategies, external market environment, legal environment, and global environment

The cram education industry is a licensed industry that require compliance with the regulations by the central government and approval from municipal government. Our corporate value is to operate legally and pay meticulous attention to public safety, which all of our business locations fit all the legal criteria.

The epidemic has accelerated the acceptance of online education, the adjustment of the integration between online and offline, the advanced level of mathematics of the 2019 syllabus, learning credential, and independent learning. The expansion of the "One School District, One Chen Li" in various channels, provision of digital platform, courses such as thinking dimension, hands-on project-based experiments, club courses and winter and summer vacation camps, and improvements of teacher training and high retention rate, all serve generate high academic performances and profit. The combination of strategic partnerships has become a key growth driver which it is expected to drive the corporation to another peak.

The corporation will try its best to generate more revenue streams, and we hope to reward the shareholders for their many years of support with better operating results.

Chairman: Min-Chun Chen

General Manager: Shu-Ling Tseng

Accounting Manager: Xiang-Yi Luo

(Attachment 2)

**Success Prime Corporation
Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2020 Business Report, Consolidated and Subsidiary Financial Statements, and distribution of earnings proposal. The CPA firm of Deloitte & Touche was retained to audit SPC's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and earnings allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of Success Prime Corporation. According to relevant requirements of the Securities and Exchange Act (Article 14-4) and the Corporate Law (Article 219), we hereby submit this report.

To SPC 2021 Shareholders' Meeting

2021 Audit Committee of Success Prime Corporation

March, 8, 2021

(Attachment 3)

Success Prime Corporation

Treasury Stock Repurchases

Unit: NT\$

Time of Shares Buyback	Third time	Fourth time (note)
Approval date by the Board	2020.4.23	2021.2.26
Purpose of Share repurchases	Transfer of shares to employees	Maintain company credit and shareholder rights
Expected buyback period	2020/4/23~2020/6/22	2021/3/2~2021/5/1
Actual buyback period	2020/4/29~2020/6/22	110/3/4~ in progress
Estimated Type and Quantity of repurchased shares	Common: 200,000	Common: 150,000
Actual Type and Quantity of repurchased shares	Common: 199,000 shares	Common: 71,000 shares
Buyback Interval Prices	42.00~89.10 When the company's stock price is lower than the lower limit of the price range, it will continue to buy back the company's shares	34.75~78.50 When the company's stock price is lower than the lower limit of the price range, it will continue to buy back the company's shares
Average buyback price	69.69	54.86
Value of shares bought back	12,405,656	3,895,322
Quantity of shares that have been eliminated and transferred	0 shares	0 shares
Cumulative number of shares held by the company	377,000 shares	448,000 shares
Cumulative holdings of shares in the company as a proportion of the total number of shares issued (%)	1.965%	2.335%
Reasons for incomplete execution	Based on the effective use of capital, the maintenance of shareholders' equity and taking into account market mechanisms, the company adopted a buy-back strategy incrementally to accommodate changes in stock prices and trading volume, so the implementation has not been completed.	Until closing date In progress

Note 1: The fourth time to buy back treasury shares is from 2021/3/2 to 2021/5/1. The closing date of transfer is still in progress. The data in the above table are statistics as of the closing date (2021/3/30).

Note 2: The shareholder meeting will report the actual detail of share repurchases.

Success Prime Corporation
Comparison Table between Amendments and Current Provisions
on Treasury Stock Repurchases and Employee Stock Transfer

Article	Proposed Amendments	Current Provisions	Reason of Amendment
Article 7	<p>The treasury-employee stock transfer price for this transfer is the average price of the actual repurchased shares. <u>In the event of an increase (or decrease) in the company's issued common shares, it may be adjusted according to the increase (or decrease) ratio of the issued shares before the transfer. To transfer shares to employees at less than the average actual share repurchase price, a company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares, and must have listed the following matters in accordance with Article 10-1 of "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" in the notice of reasons for that shareholders meeting; "</u></p> <p>Transfer price adjustment formula: The adjusted transfer price = The average actual share repurchases price x the total number of issued ordinary shares at the declaration date of buyback shares / total number of issued ordinary shares before transferred shares to employees</p> <p><u>Note: the term 'issued ordinary shares' is the total issued ordinary shares – the repurchased treasury stock that has yet to be retired or transferred.</u></p>	<p>The transfer price for this transfer is the average price of the actual repurchased shares. In the event of an increase in the company's issued common shares, it may be adjusted according to the increase ratio of the issued shares before the transfer.</p> <p>Transfer price adjustment formula: The adjusted transfer price = The average actual share repurchases price x the total number of issued ordinary shares at the declaration date of buyback shares / total number of issued ordinary shares before transferred shares to employees</p>	<p>To conduct the transfer of treasury shares to employees at a price lower than the weighted average price of the repurchased actual shares, revisions are required.</p>

(Attachment 5)



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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Success Prime Corporation

Opinion

We have audited the accompanying consolidated financial statements of Success Prime Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, 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, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

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, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters of 2020 Success Prime Corporation consolidated financial statements are described as follow:

Revenue Recognition of Education Services

Success Prime Corporation's main source of business revenue is from education service, note on its revenue recognition policy please refer to the Consolidated Financial Report Note 4(15). The revenue recognition of the Success Prime Corp. Education Service, collect student prepaid full tuition payment, then calculated and recognized as revenue according to the actual teaching timeline of the course. Due to the wide range of education service revenue from various courses offered, and the large volume of transactions, the auditors believe that the correctness of the revenue calculation from education services may possess potential risks and therefore list it as a key audit matter.

The audit procedure by the Auditors is as follows:

1. Understand and test the effectiveness of the design and implementation of the main internal control system for the calculation process of education service revenue.
2. Verify the correctness of the information related to the Education Service Revenue statement used by the Success Prime Corp., including random spot check on the collection of student tuition matches the prepaid account amount, and check on the consistency between the teaching time periods used for revenue amortization and actual class syllabus schedule.
3. Test the validity of the calculation formulas of the tuition distribution calculation and re- verify the correctness of the calculation spreadsheet.

Assessment of Goodwill and Trademark Impairment

The Goodwill and Trademark rights of the Success Prime Corp. are considered as significant assets, displaying high value amount in the consolidated balance sheet. In accordance with the IFRS Article 36 regulation on "impairment of assets", Success Prime Corp. shall conduct annual impairment testing of Goodwill and Trademark rights, as well as measure the recoverable amount of Goodwill and Trademark rights. When the Management is deciding future operating cash flows, the consideration will base on future business outlook of the projected sales growth rate and profit margin, and calculate the weighted average capital cost rate as the discount rate. As these estimations and judgments of assumptions and management subjective views might be affected by high uncertainty of future markets or economic conditions, they are classified as key audit matters. The disclosure of relevant accounting policies and information of Goodwill and Trademark rights, please refer to the Consolidated Financial Statements Note 4(10) and 14.

The main verification procedures by the accountant for Management impairment assessment of Goodwill and Trademark rights as follows:

1. Assess the professional qualifications, suitability and independence of external independent evaluation experts entrusted by Management to assist the impairment tests implementation, identifying items that imposes no effect on their objectivity and no limit on the scope of their work, and that the methods used by the evaluators use are in compliance with regulations.
2. Understand the process and basis of revenue growth rate and profit margin projected by Management to estimate future operational outlook, and whether it takes into account the recent operation results, historical trends and industry profile.
3. Evaluate the recoverable amount calculated by the management base on the value of use model, the weighted average cost rate used, including the assumptions of risk-free compensation interest rate, volatility and overpayment risk, and whether it is consistent with Company's current status and its industry conditions, then re-execute and verify the calculations.

Other Matters

Success Prime Corp. has prepared 2020 and 2019 parent company only financial statements and an Audit Report has been issued by the Auditors, for reference.

Responsibility of Management and Governance Units over the Consolidated Financial Statements

The responsibility of the Management is to formulate the Consolidated Financial Statements in accordance to the financial reports preparation guidelines by securities issuer and be approved by the Financial Supervisory Commission; to release Consolidated Financial Statements that is prepared through effective international Financial Reporting Standards, International accounting standards, and permissible interpretation notices; to maintain the necessary internal controls relating to the preparation of Consolidated Financial Statements, ensuring that the Consolidated Financial Statements do not contain significant false representations of fraud or error.

In preparing the Consolidated Financial Statements, the responsibilities of the management also include assessing the ability of the Success Prime Corp. to sustain its operations, the disclosure of related matters, and the adoption of the accounting basis for sustainable operations, unless the Management intends to liquidate Success Prime Corp. or terminate business, or other options that are not practical besides than liquidation or closure.

The governance unit of the Success Prime Corp. (the Audit Committee included) has the responsibility to supervise financial reporting procedures.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company 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 the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chin-Chuan Shih and Shu-Lin Liu.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 17, 2021

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China. For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

Success Prime Corporation

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2020		December 31, 2019	
	Amount	%	Amount	%
Current assets				
Cash and cash equivalents	\$ 182,752	14	\$ 185,533	13
Financial assets measured at amortized cost	17,265	1	10,046	1
Notes receivables	325	-	546	-
Accounts receivables	6,938	1	57,840	4
Accounts receivables- related parties	5,704	-	-	-
Other receivables	2,902	-	1,387	-
Current income tax assets	6,652	1	6,432	-
Inventories	2,516	-	21,316	1
Other current assets	6,598	1	8,697	1
Total current assets	231,652	18	291,797	20
Non-current assets				
Financial assets measured at fair value through other comprehensive income	4,500	-	4,500	-
Financial assets measured at amortized cost	4,860	-	4,860	-
Property, plant and equipment	294,015	23	309,114	21
Right-of-use assets	105,685	8	222,391	15
Trademarks	404,144	32	404,144	27
Goodwill	81,419	7	81,419	5
Computer softwares	9,225	1	12,297	1
Deferred income tax assets	30,723	3	38,365	3
Cash surrender value of term life insurance	83,197	7	83,663	6
Defined benefit assets	-	-	6,662	-
Other non-current assets	14,083	1	29,291	2
Total non-current assets	1,031,851	82	1,196,706	80
Total assets	\$ 1,263,503	100	\$ 1,488,503	100
LIABILITIES AND EQUITY				
Current liabilities				
Short-term borrowings	\$ -	-	\$ 80,000	5
Contract liabilities- current	239,978	19	253,119	17
Notes payables	29	-	-	-
Accounts payables	20,946	2	24,211	2
Other payables	43,119	3	72,844	5
Current income tax liabilities	12,806	1	9,758	1
Lease liabilities-current	45,184	4	67,702	5
Current portion of long-term borrowings	2,430	-	2,430	-
Other current liabilities	2,199	-	3,033	-
Total current liabilities	366,691	29	513,097	35
Non-current liabilities				
Long-term borrowings	19,440	2	21,870	1
Provisions	1,620	-	1,700	-
Deferred income tax liabilities	2,397	-	3,710	-
Lease liabilities- non-current	61,908	5	156,580	11
Total non-current liabilities	85,365	7	183,860	12
Total liabilities	452,056	36	696,957	47
Equity attributable to shareholders of the Company				
Ordinary shares	191,854	15	174,594	12
Capital surplus	341,190	27	367,081	25
Retained earnings				
Legal reserve	33,966	3	26,354	2
Special reserve	2,600	-	1,611	-
Unappropriated retained earnings	274,945	22	240,544	16
Total retained earnings	311,511	25	268,509	18
Other equity	(2,392)	-	(2,600)	-
Treasury shares	(34,362)	(3)	(21,956)	(2)
Total equity attributable to owners of the Company	807,801	64	785,628	53
Non-controlling interests	3,646	-	5,918	-
Total equity	811,447	64	791,546	53
Total liabilities and equity	\$ 1,263,503	100	\$ 1,488,503	100

Success Prime Corporation

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
Operating revenue				
Sales revenue	\$ 109,759	14	\$ 235,366	27
Service revenue	666,638	86	646,244	73
Total operating revenue	<u>776,397</u>	<u>100</u>	<u>881,610</u>	<u>100</u>
Operating costs				
Cost of sales	74,499	10	153,888	17
Cost of services	329,926	42	332,750	38
Total operating costs	<u>404,425</u>	<u>52</u>	<u>486,638</u>	<u>55</u>
Gross profit	<u>371,972</u>	<u>48</u>	<u>394,972</u>	<u>45</u>
Operating expenses				
Marketing expenses	73,440	10	72,329	8
General and administrative expenses	212,885	27	209,408	24
Research and development expenses	14,104	2	27,687	3
Total operating expenses	<u>300,429</u>	<u>39</u>	<u>309,424</u>	<u>35</u>
Net Income from operations	<u>71,543</u>	<u>9</u>	<u>85,548</u>	<u>10</u>
Non-operating income and expenses				
Other income	6,564	1	8,279	1
Other gains and losses	8,774	1	(1,131)	-
Finance costs	(3,647)	-	(6,434)	(1)
Interest revenue	570	-	724	-
Total non-operating income and expenses	<u>12,261</u>	<u>2</u>	<u>1,438</u>	<u>-</u>

(Continued)

	2020		2019	
	Amount	%	Amount	%
Income before income tax	\$ 83,804	11	\$ 86,986	10
Income tax expense	(20,891)	(3)	(10,009)	(1)
Net income for the year	<u>62,913</u>	<u>8</u>	<u>76,977</u>	<u>9</u>
Other comprehensive income (loss)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of defined benefit plans	-	-	(985)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>650</u>	<u>-</u>	<u>202</u>	<u>-</u>
	<u>650</u>	<u>-</u>	(783)	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>208</u>	<u>-</u>	(989)	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>858</u>	<u>-</u>	(1,772)	<u>-</u>
Total comprehensive income for the year	<u>\$ 63,771</u>	<u>8</u>	<u>\$ 75,205</u>	<u>9</u>
Net income (loss) attributable to:				
Shareholders of the parent	\$ 62,234	8	\$ 76,118	9
Non-controlling interests	<u>679</u>	<u>-</u>	<u>859</u>	<u>-</u>
	<u>\$ 62,913</u>	<u>8</u>	<u>\$ 76,977</u>	<u>9</u>
Total comprehensive income (loss) attributable to:				
Shareholders of the parent	\$ 63,092	8	\$ 74,346	9
Non-controlling interests	<u>679</u>	<u>-</u>	<u>859</u>	<u>-</u>
	<u>\$ 63,771</u>	<u>8</u>	<u>\$ 75,205</u>	<u>9</u>
Earnings per share				
Basic	<u>\$ 3.30</u>		<u>\$ 4.01</u>	
Diluted	<u>\$ 3.29</u>		<u>\$ 4.00</u>	

(Concluded)

Success Prime Corporation

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Stockholders of the Parent							Other Equity				
	Share Capital		Capital Surplus	Retained Earnings				Exchange differences on translating foreign operations	Treasury Shares	Total	Non-controlling Interests	Total Equity
	Shares (Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total					
Balance at January 1, 2019	17,459	\$ 174,594	\$ 367,081	\$ 13,868	\$ 772	\$ 247,576	\$ 262,216	(\$ 1,611)	(\$ 21,956)	\$ 780,324	\$ 6,488	\$ 786,812
Appropriation of 2018 earnings												
Legal reserve	-	-	-	12,486	-	(12,486)	-	-	-	-	-	-
Special reserve	-	-	-	-	839	(839)	-	-	-	-	-	-
Cash dividends distributed by the Company - NT\$4.00 per share	-	-	-	-	-	(69,042)	(69,042)	-	-	(69,042)	-	(69,042)
Decrease in non-controlling interests-cash dividends issued to non-controlling shareholders by subsidiary	-	-	-	-	-	-	-	-	-	-	(1,429)	(1,429)
Net income (loss) for the year ended December 31, 2019	-	-	-	-	-	76,118	76,118	-	-	76,118	859	76,977
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	(783)	(783)	(989)	-	(1,772)	-	(1,772)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	75,335	75,335	(989)	-	74,346	859	75,205
Balance at December 31, 2019	17,459	174,594	367,081	26,354	1,611	240,544	268,509	(2,600)	(21,956)	785,628	5,918	791,546
Appropriation of 2019 earnings												
Legal reserve	-	-	-	7,612	-	(7,612)	-	-	-	-	-	-
Special reserve	-	-	-	-	989	(989)	-	-	-	-	-	-
Cash dividends distributed by the Company - NT\$1.00 per share	-	-	-	-	-	(17,260)	(17,260)	-	-	(17,260)	-	(17,260)
Stock dividends distributed from capital surplus	1,726	17,260	(17,260)	-	-	-	-	-	-	-	-	-
Cash dividends distributed from capital surplus- NT\$ 0.5 per share	-	-	(8,631)	-	-	-	-	-	-	(8,631)	-	(8,631)
Changes in ownership interests in subsidiaries	-	-	-	-	-	(2,622)	(2,622)	-	-	(2,622)	(6,178)	(8,800)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	3,227	3,227
Net income (loss) for the year ended December 31, 2020	-	-	-	-	-	62,234	62,234	-	-	62,234	679	62,913
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	-	650	650	208	-	858	-	858
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	62,884	62,884	208	-	63,092	679	63,771
Buy-back of treasury stocks	-	-	-	-	-	-	-	-	(12,406)	(12,406)	-	(12,406)
Balance at December 31, 2020	19,185	\$ 191,854	\$ 341,190	\$ 33,966	\$ 2,600	\$ 274,945	\$ 311,511	(\$ 2,392)	(\$ 34,362)	\$ 807,801	\$ 3,646	\$ 811,447

Success Prime Corporation

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
Cash flows from operating activities		
Income before income tax	\$ 83,804	\$ 86,986
Adjustments to reconcile profit (loss)		
Depreciation expense	82,680	90,166
Amortization expense	3,730	1,536
Finance costs	3,647	6,434
Decrease (increase) in cash surrender value of term life insurance	466	(108)
Interest income	(570)	(724)
Loss on disposal of property, plan and equipment	-	143
Loss on inventory valuation	536	17,027
Net loss on foreign exchange	842	2,467
Gains from bargain purchases	-	(727)
Gain on disposal of subsidiary	(9,035)	-
Gain on lease modification	(588)	-
Loss on the settlement of Labor Retirement Reserve Fund (The Old Fund)	2,611	-
Changes in operating assets and liabilities:		
Notes receivables	221	(89)
Accounts receivables	5,635	15,318
Accounts receivables- related parties	(5,704)	-
Other receivables	(1,665)	(1,161)
Inventories	(13,812)	20,258
Other current assets	(3,598)	1,994
Net defined benefit assets	4,051	(86)
Notes payable	29	(527)
Accounts payable	3,415	(6,317)
Other payables	8,178	(5,247)
Provisions	(80)	-
Contract liabilities	(12,024)	(5,770)
Other current liabilities	(615)	(3,761)
Cash generated from operations	152,154	217,812
Interest received	545	691

(Continued)

	2020	2019
Interest paid	(\$ 3,647)	(\$ 6,434)
Income taxes paid	(11,084)	(13,817)
Net cash generated from operating activities	<u>137,968</u>	<u>198,252</u>
Cash flows from investing activities		
Acquisition of financial assets at amortized cost	(12,800)	(6,095)
Acquisition of financial assets at fair value through other comprehensive income	-	(4,500)
Acquisition of net cash outflow from subsidiary	-	(9,410)
Net cash inflow from disposal of subsidiary	70,618	-
Acquisition of property, plant and equipment	(8,699)	(30,968)
Proceeds from disposal of property, plant and equipment	-	3
Increase in refundable deposits	(5,998)	(5,194)
Decrease in refundable deposits	6,349	4,208
Purchases of intangible assets	(658)	(903)
Net cash inflow generated from investing activities	<u>48,812</u>	<u>(52,859)</u>
Cash flows from financing activities		
Increase in short-term loans	146,000	384,300
Decrease in short-term loans	(226,000)	(439,300)
Long-term debt	-	24,300
Payments of long-term debt	(2,430)	-
Payments of lease liabilities	(62,366)	(66,780)
Issuance of cash dividends	(25,891)	(69,042)
Payments of treasury shares buy-back	(12,406)	-
Acquisition of ownership interests in subsidiaries	(8,800)	-
Changes in non-controlling interests	<u>3,227</u>	<u>(1,429)</u>
Net cash used in financing activities	<u>(188,666)</u>	<u>(167,951)</u>
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	(895)	(1,920)
Net decrease in cash and cash equivalents	(2,781)	(24,478)
Cash and cash equivalents at beginning of the year	<u>185,533</u>	<u>210,011</u>
Cash and cash equivalents at end of the year	<u>\$ 182,752</u>	<u>\$ 185,533</u>

(Concluded)

(Attachment 6)



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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Success Prime Corporation

Opinion

We have audited the accompanying financial statements of Success Prime Corporation (the "Company"), which comprise the balance sheets as of December 31, 2020 and 2019, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2020 are stated as follows:

Investments impairment assessment using the equity method

On each balance sheet date, the management should assess whether there are any signs of impairment of the investments using the equity method. The assessment of whether the book amount has been reduced involves subjective judgments and discounts made by the

management of SPC on its future cash flow forecasts. The current rate and other assumptions are estimated, so the auditors list it as a key audit matter. For the disclosure of relevant accounting policies and relevant information, please refer to Notes 4, 5 and 11 of the Parent Company Only Financial Statements.

Our key audit procedures performed by the Auditors are as follows:

1. We obtained the asset impairment self-evaluation reports by management.
2. We evaluated the reasonableness of the identification of the assets which were considered impaired and the assumptions and sensitivity analysis used in the asset impairment assessments of SPC.

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

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

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

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

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit

procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chin-Chuan Shih and Shu-Lin Liu.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 17, 2021

Notice to Readers

The accompanying parent company only financial statements are intended only to present the parent company only financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally applied in the Republic of China. For the convenience of readers, the independent auditors' report and the accompanying parent company only 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 parent company only financial statements shall prevail.

Success Prime Corporation

PARENT COMPANY ONLY BALANCE SHEETS

DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars)

	December 31, 2020		December 31, 2019	
	Amount	%	Amount	%
ASSETS				
Current assets				
Cash and cash equivalents	\$ 47,698	5	\$ 70,098	7
Financial assets measured at amortized cost	9,800	1	5,655	1
Accounts receivables	-	-	42,492	4
Accounts receivables- related parties	22,361	3	19,747	2
Current income tax assets	10	-	10	-
Inventories	-	-	20,871	2
Other current assets	59	-	3,179	-
Total current assets	<u>79,928</u>	<u>9</u>	<u>162,052</u>	<u>16</u>
Non-current assets				
Financial assets measured at fair value through other comprehensive income	4,500	1	4,500	-
Investments accounted for using equity method	713,958	83	695,366	67
Property, plant and equipment	-	-	4,639	-
Right-of-use assets	-	-	84,596	8
Net investment property	32,317	4	32,474	3
Computer software	119	-	500	-
Deferred income tax assets	25,848	3	35,903	4
Defined benefit assets	-	-	6,662	1
Other non-current assets	-	-	14,362	1
Total non-current assets	<u>776,742</u>	<u>91</u>	<u>879,002</u>	<u>84</u>
Total assets	<u>\$ 856,670</u>	<u>100</u>	<u>\$ 1,041,054</u>	<u>100</u>
LIABILITIES AND EQUITY				
Current liabilities				
Short-term borrowings	\$ -	-	\$ 80,000	8
Accounts payables	16,551	2	19,325	2
Accounts payables- related parties	44	-	407	-
Other payables	7,246	1	40,543	4
Other payables- related parties	-	-	56	-
Current income tax liabilities	2,469	1	2,104	-
Lease liabilities- current	-	-	10,372	1
Current portion of long-term borrowings	2,430	-	2,430	-
Other current liabilities	344	-	1,696	-
Total current liabilities	<u>29,084</u>	<u>4</u>	<u>156,933</u>	<u>15</u>
Non-current liabilities				
Long-term borrowings	19,440	2	21,870	2
Deferred income tax liabilities	145	-	1,478	-
Lease liabilities- non-current	-	-	74,945	8
Guarantee deposits received	200	-	200	-
Total non-current liabilities	<u>19,785</u>	<u>2</u>	<u>98,493</u>	<u>10</u>
Total liabilities	<u>48,869</u>	<u>6</u>	<u>255,426</u>	<u>25</u>
Equity				
Ordinary shares	191,854	22	174,594	17
Capital surplus	341,190	40	367,081	35
Retained earnings				
Legal reserve	33,966	4	26,354	3
Special reserve	2,600	-	1,611	-
Unappropriated retained earnings	274,945	32	240,544	23
Total retained earnings	<u>311,511</u>	<u>36</u>	<u>268,509</u>	<u>26</u>
Other equity	(2,392)	-	(2,600)	(1)
Treasury shares	(34,362)	(4)	(21,956)	(2)
Total equity	<u>807,801</u>	<u>94</u>	<u>785,628</u>	<u>75</u>
Total liabilities and equity	<u>\$ 856,670</u>	<u>100</u>	<u>\$ 1,041,054</u>	<u>100</u>

Success Prime Corporation

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
Operating revenue				
Sales revenue	\$ 104,057	32	\$ 235,066	52
Service revenue	<u>219,394</u>	<u>68</u>	<u>219,205</u>	<u>48</u>
Total operating revenue	<u>323,451</u>	<u>100</u>	<u>454,271</u>	<u>100</u>
Operating costs				
Cost of sales	86,152	27	153,713	34
Cost of services	<u>169,365</u>	<u>52</u>	<u>173,490</u>	<u>38</u>
Total operating costs	<u>255,517</u>	<u>79</u>	<u>327,203</u>	<u>72</u>
Gross profit	<u>67,934</u>	<u>21</u>	<u>127,068</u>	<u>28</u>
Operating expenses				
Marketing expenses	4,657	2	17,143	4
General and administrative expenses	26,483	8	34,188	8
Research and development expenses	<u>10,005</u>	<u>3</u>	<u>27,695</u>	<u>6</u>
Total operating expenses	<u>41,145</u>	<u>13</u>	<u>79,026</u>	<u>18</u>
Net income from operations	<u>26,789</u>	<u>8</u>	<u>48,042</u>	<u>10</u>
Non-operating income and expenses				
Other income	5,855	2	7,075	2
Other gains and losses	9,643	3	(48)	-
Finance costs	(1,379)	-	(3,474)	(1)
Share of profit or loss of subsidiaries	33,109	10	26,796	6
Interest revenue	<u>63</u>	<u>-</u>	<u>168</u>	<u>-</u>
Total non-operating income and expenses	<u>47,291</u>	<u>15</u>	<u>30,517</u>	<u>7</u>

(Continued)

	2020		2019	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Income before income tax	\$ 74,080	23	\$ 78,559	17
Income tax expense	(11,846)	(4)	(2,441)	-
Net income for the year	<u>62,234</u>	<u>19</u>	<u>76,118</u>	<u>17</u>
Other comprehensive income (loss)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of defined benefit plans	-	-	(985)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>650</u>	<u>1</u>	<u>202</u>	-
Items that may be reclassified subsequently to profit or loss:	<u>650</u>	<u>1</u>	(783)	-
Exchange differences on translating foreign operations				
Other comprehensive income (loss) for the year, net of income tax	<u>208</u>	-	(989)	(1)
Items that may be reclassified subsequently to profit or loss:	<u>858</u>	<u>1</u>	(1,772)	(1)
Total comprehensive income for the year	<u>\$ 63,092</u>	<u>20</u>	<u>\$ 74,346</u>	<u>16</u>
Earnings per share				
Basic	<u>\$ 3.30</u>		<u>\$ 4.01</u>	
Diluted	<u>\$ 3.29</u>		<u>\$ 4.00</u>	

(Concluded)

Success Prime Corporation

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	Share Capital		Capital Surplus	Retained Earnings				Other Equity	Treasury Shares	Total Equity
	Shares (Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange differences on translating foreign operations		
Balance at January 1, 2019	17,459	\$ 174,594	\$ 367,081	\$ 13,868	\$ 772	\$ 247,576	\$ 262,216	(\$ 1,611)	(\$ 21,956)	\$ 780,324
Appropriation of 2018 earnings										
Legal reserve	-	-	-	12,486	-	(12,486)	-	-	-	-
Special reserve	-	-	-	-	839	(839)	-	-	-	-
Cash dividends distributed by the Company - NT\$4.00 per share	-	-	-	-	-	(69,042)	(69,042)	-	-	(69,042)
Net income (loss) for the year ended December 31, 2019	-	-	-	-	-	76,118	76,118	-	-	76,118
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	(783)	(783)	(989)	-	(1,772)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	75,335	75,335	(989)	-	74,346
Balance at December 31, 2019	17,459	174,594	367,081	26,354	1,611	240,544	268,509	(2,600)	(21,956)	785,628
Appropriation of 2019 earnings										
Legal reserve	-	-	-	7,612	-	(7,612)	-	-	-	-
Special reserve	-	-	-	-	989	(989)	-	-	-	-
Cash dividends distributed by the Company - NT\$1.00 per share	-	-	-	-	-	(17,260)	(17,260)	-	-	(17,260)
Stock dividends distributed from capital surplus	1,726	17,260	(17,260)	-	-	-	-	-	-	-
Cash dividends distributed from capital surplus- NT\$ 0.5 per share	-	-	(8,631)	-	-	-	-	-	-	(8,631)
Changes in ownership interests in subsidiaries	-	-	-	-	-	(2,622)	(2,622)	-	-	(2,622)
Net income (loss) for the year ended December 31, 2020	-	-	-	-	-	62,234	62,234	-	-	62,234
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	-	650	650	208	-	858
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	62,884	62,884	208	-	63,092
Treasury stocks purchase	-	-	-	-	-	-	-	-	(12,406)	(12,406)
Balance at December 31, 2020	19,185	\$ 191,854	\$ 341,190	\$ 33,966	\$ 2,600	\$ 274,945	\$ 311,511	(\$ 2,392)	(\$ 34,362)	\$ 807,801

Success Prime Corporation

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
Cash flows from operating activities		
Income before income tax	\$ 74,080	\$ 78,559
Adjustments to reconcile profit (loss)		
Depreciation expense	5,346	14,291
Amortization expense	381	194
Finance costs	1,379	3,474
Interest income	(63)	(168)
Share of (profit) loss of subsidiaries accounted for using equity method	(33,109)	(26,796)
Loss on disposal of property, plant and equipment	-	4
Loss on inventory valuation	634	3,178
Net loss on foreign exchange	536	17,027
Gains from bargain purchases	-	(727)
Disposal of subsidiary investments gains accounted for using the equity method	(9,035)	-
Loss on the settlement of Labor Retirement Reserve Fund (The Old Fund)	2,611	-
Changes in operating assets and liabilities:		
Accounts receivables	4,240	40,744
Accounts receivables- related parties	(2,614)	19,747
Inventories	20,335	20,141
Other current assets	1,135	(154)
Net defined benefit assets	4,051	(86)
Notes payable	-	(22)
Accounts payables	24,531	(6,873)
Accounts payables- related parties	(363)	-
Other payables	(25,514)	1,619
Other payables- related parties	(56)	56
Other current liabilities	(619)	(3,027)
Cash generated from operations	67,886	161,181
Interest received	63	168
Interest paid	(1,379)	(3,474)
Income taxes paid	(2,109)	(12,283)
Net cash generated from operating activities	<u>64,461</u>	<u>145,592</u>

(Continued)

	2020	2019
Cash flows from investing activities		
Acquisition of financial assets at amortized cost	\$ -	(\$ 4,500)
Acquisition of financial assets at fair value through other comprehensive income	(9,800)	(5,655)
Acquisition of net cash outflow from subsidiary	(14,800)	(9,900)
Net cash inflow from disposal of subsidiary	98,000	-
Acquisition of property, plant and equipment	(2,171)	(4,682)
Proceeds from disposal of property, plant and equipment	-	3
Increase in refundable deposits	(979)	(4,800)
Decrease in refundable deposits	-	4,563
Dividends received from subsidiaries	23,938	1,488
Net cash outflow from sale of subsidiary	(<u>56,251</u>)	-
Net cash inflow generated from investing activities	<u>37,937</u>	(<u>23,483</u>)
Cash flows from financing activities		
Increase in short-term loans	60,000	304,300
Decrease in short-term loans	(140,000)	(359,300)
Long-term debt	-	24,300
Payments of long-term debt	(2,430)	-
Payments of lease liabilities	(3,437)	(10,194)
Issuance of cash dividends	(25,891)	(69,042)
Payments of treasury shares buy-back	(<u>12,406</u>)	-
Net cash used in financing activities	(<u>124,164</u>)	(<u>109,936</u>)
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	(<u>634</u>)	(<u>2,399</u>)
Net increase (decrease) in cash and cash equivalents	(22,400)	9,774
Cash and cash equivalents at beginning of the year	<u>70,098</u>	<u>60,324</u>
Cash and cash equivalents at end of the year	<u>\$ 47,698</u>	<u>\$ 70,098</u>

(Concluded)

(Attachment 7)

Success Prime Corporation
Distribution of Earnings
For the Year Ended December 31, 2020

Unit: NT\$

Items	Amount
Unappropriated retained earnings- beginning of year	214,683,329
Net Income	62,234,760
Adjustment arising from investments accounted for using equity method	(2,622,653)
Remeasurement of defined benefit obligation	649,830
Unappropriated retained earnings- sum of net income and other comprehensive income accounted	60,261,937
Legal reserve (10%)	(6,026,194)
Special surplus reserve	207,836
Retained earnings available for distribution	269,126,908
Distribution Item	
Cash Dividends (NT\$ 3.0)	(56,425,320)
Unappropriated Retained Earnings	212,701,588

Shares Issued	19,185,440
Treasury Shares	<u>(377,000)</u>
Outstanding Shares	<u>18,808,440</u>

Chairman: Min-Chun Chen

General Manager: Shu-Ling Tseng

Accounting Manager: Xiang-Yi Luo

(Attachment 8)

Success Prime Corporation

Comparison Table of Amendments to the Amended and Restated Articles of Association

Articles	Proposed Amendment	Current Provisions	Reason of Amendment
Article 2	<p>The scope of Corporation Business shall be as follows:</p> <ol style="list-style-type: none"> 1. I301010 Software Design Services 2. I301030 Digital Information Supply Services 3. I103060 Management Consulting Services 4. I301020 Data Processing Services 5. JZ99050 Agency Services 6. H703100 Real Estate Rental and Leasing 7. JE01010 Rental and Leasing Business 8. F401010 International Trade 9. IZ12010 Manpower Dispatched 10. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval 	<p>The scope of Corporation Business shall be as follows:</p> <ol style="list-style-type: none"> 1. CB01010 Machinery and Equipment Manufacturing 2. CC01020 Electric Wires and Cables Manufacturing 3. E701040 Basic Telecommunications Equipment Construction 4. I301010 Software Design Services 5. I301030 Digital Information Supply Services 6. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing (limited to operation outside the area) 7. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing (limited to operation outside the area) 8. CC01040 Lighting Facilities Manufacturing (limited to operation outside the area) 9. CC01060 Wired Communication Equipment and Apparatus Manufacturing (limited to operation outside the area) 10. CC01070 Telecommunication 	<p>In response to the company's overall planning and adjustment of business projects, and the relocation of the Hsinchu Science Park, the note "operations outside restricted areas" were removed in the Article.</p>

		<p>Equipment and Apparatus Manufacturing (limited to operation outside the area)</p> <p>11. CC01080 Electronic Parts and Components Manufacturing (limited to operation outside the area)</p> <p>12. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing (limited to operation outside the area)</p> <p>13. CC01110 Computers and Computing Peripheral Equipment Manufacturing (limited to operation outside the area)</p> <p>14. CD01020 Tramway Cars Manufacturing (limited to operation outside the area)</p> <p>15. CD01990 Other Transport Equipment and Parts Manufacturing (limited to operation outside the area)</p> <p>16. CE01010 Precision Instruments Manufacturing (limited to operation outside the area)</p> <p>17. CE01990 Other optical and precision equipment manufacturing (limited to operation outside the area)</p> <p>18. E599010 Pipelines Construction (limited to operation outside the area)</p> <p>19. E601010 Electric Appliance Construction (limited to operation outside the area)</p> <p>20. E601020 Electric Appliance Installation (limited to operation outside the area)</p>	
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		<p>21. E603010 Cables Construction (limited to operation outside the area)</p> <p>22. E603050 Cybernation Equipment Construction (limited to operation outside the area)</p> <p>23. E603080 Traffic Signals Construction (limited to operation outside the area)</p> <p>24. E603090 Illumination Equipment Construction (limited to operation outside the area)</p> <p>25. E605010 Computing Equipment Installation Construction (limited to operation outside the area)</p> <p>26. E701010 Telecommunications Construction (limited to operation outside the area)</p> <p>27. E701020 Channel KU and C of Satellite TV Equipment and Materials Construction (limited to operation outside the area)</p> <p>28. E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction (limited to operation outside the area)</p> <p>29. EZ06010 Traffic Labels Construction (limited to operation outside the area)</p> <p>30. EZ99990 Other Construction (limited to operation outside the area)</p> <p>31. F107200 Wholesale of raw chemical material (limited to operation outside the area)</p> <p>32. F107990 Wholesale</p>	
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		<p>of other chemical products (limited to operation outside the area)</p> <p>33. F113010 Wholesale of Machinery (limited to operation outside the area)</p> <p>34. F113020 Wholesale of Household Appliance (limited to operation outside the area)</p> <p>35. F113030 Wholesale of precision instruments (limited to operation outside the area)</p> <p>36. F113070 Wholesale of Telecom Instruments (limited to operation outside the area)</p> <p>37. F113090 Wholesale of Traffic Signal Equipment and Materials (limited to operation outside the area)</p> <p>38. F114080 Wholesale of Tramway Cars and Parts (limited to operation outside the area)</p> <p>39. F114990 Wholesale of Other Transport Equipment and Parts (limited to operation outside the area)</p> <p>40. F116010 Wholesale of Photographic Equipment (limited to operation outside the area)</p> <p>41. F119010 Wholesale of Electronic Materials (limited to operation outside the area)</p> <p>42. F213010 Electrical appliance retail (limited to operation outside the area)</p> <p>43. F213040 Precision instrument retail (limited to operation outside the area)</p>	
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		<p>44. F213060 Telecommunication equipment retail (limited to operation outside the area)</p> <p>45. F219010 Electronic material retail (limited to operation outside the area)</p> <p>46. F401010 International commerce (limited to operation outside the area)</p> <p>47. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import (limited to operation outside the area)</p> <p>48. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval (limited to operation outside the area)</p> <p>(1) Research, development, production, manufacturing, sales, system planning and construction of optical communications for various types of optical fiber and model, optical cable, optical fiber communication prototype, optical communication systems, optical sensor systems.</p> <p>(2) Research, development, production, manufacture and sale of various optical fiber and pre-model equipment and production sales management system.</p>	
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		<p>(3) Inspection consultant for the previous stated products.</p> <p>(4) Design, production, sales of inspection facilities that is based on examining optical fiber's optical properties, mechanical properties, durability, geometric characteristics.</p> <p>(5) Import and export trade of the aforementioned products.</p> <p>49. I103060 Management Consulting Services (limited to operation outside the area)</p> <p>50. I301020 Data Processing Services (limited to operation outside the area)</p> <p>51. JZ99050 Agency service (limited to operation outside the area)</p> <p>52. H703100 Real Estate Rental and Leasing (limited to operation outside the area)</p> <p>53. JE01010 Rental and Leasing Business (limited to operation outside the area)</p>	
Article 3	<p>The Corporation shall have its head office in Taipei, Taiwan, Republic of China, and shall be free, upon approval of Board of Directors, to set up representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary or advisable to carry out any or all of its activities.</p>	<p>The Corporation shall have its head office in Hsinchu Science Park, Taiwan, Republic of China, and shall be free, upon approval of government authorities in charge, to set up representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary or advisable to carry out any or</p>	<p>Amendment in repose to the relocation of the Company's address</p>

		all of its activities.	
Article 6	Registration for transfer of shares shall be suspended within sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.	Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.	Modification and specification
Article 23	<p>These Articles of Incorporation are agreed to and signed on May 28, 1991 by all the promoters of the Corporation, and duly amended on:</p> <p>(01) July 9, 1993 (02) October 14, 1994 (03) April 10, 1996 (04) December 5, 1996 (05) May 23, 1997 (06) May 31, 2000 (07) May 2, 2001 (08) June 26, 2002 (09) June 27, 2003 (10) May 27, 2004 (11) June 27, 2005 (12) April 12, 2006 (13) June 8, 2007 (14) June 27, 2008 (15) October 31, 2008 (16) June 25, 2010 (17) May 25, 2011 (18) May 25, 2012 (19) July 31, 2012 (20) June 24, 2014 (21) May 12, 2015 (22) May 9, 2016 (23) January 18, 2017 (24) June 14, 2018 (25) May 28, 2021</p>	<p>These Articles of Incorporation are agreed to and signed on May 28, 1991 by all the promoters of the Corporation, and duly amended on:</p> <p>(01) July 9, 1993 (02) October 14, 1994 (03) April 10, 1996 (04) December 5, 1996 (05) May 23, 1997 (06) May 31, 2000 (07) May 2, 2001 (08) June 26, 2002 (09) June 27, 2003 (10) May 27, 2004 (11) June 27, 2005 (12) April 12, 2006 (13) June 8, 2007 (14) June 27, 2008 (15) October 31, 2008 (16) June 25, 2010 (17) May 25, 2011 (18) May 25, 2012 (19) July 31, 2012 (20) June 24, 2014 (21) May 12, 2015 (22) May 9, 2016 (23) January 18, 2017 (24) June 14, 2018</p>	Addition to this revision

**ARTICLES OF INCORPORATION
OF
SUCCESS PRIME COROPORATIONS
(Before Amendment)**

Section I – General Provisions

Article 1

The Company is incorporated as a Corporation by shares in accordance with the Republic of China's Company Act and shall have the Chinese name “卓越成功股份有限公司” and English name as “Success Prime Corporation” (referred to as SPC).

Article 2

The scope of Corporation Business shall be as follows:

CB01010 Machinery and Equipment Manufacturing
CC01020 Electric Wires and Cables Manufacturing
E701040 Basic Telecommunications Equipment Construction
I301010 Software Design Services
I301030 Digital Information Supply Services
CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
CC01040 Lighting Facilities Manufacturing
CC01060 Wired Communication Equipment and Apparatus Manufacturing
CC01070 Telecommunication Equipment and Apparatus Manufacturing
CC01080 Electronic Parts and Components Manufacturing
CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
CC01110 Computers and Computing Peripheral Equipment Manufacturing
CD01020 Tramway Cars Manufacturing
CD01990 Other Transport Equipment and Parts Manufacturing
CE01010 Precision Instruments Manufacturing
E599010 Pipelines Construction
E601010 Electric Appliance Construction
E601020 Electric Appliance Installation
E603010 Cables Construction
E603050 Cybernation Equipment Construction
E603080 Traffic Signals Construction
E603090 Illumination Equipment Construction
E605010 Computing Equipment Installation Construction
E701010 Telecommunications Construction
E701020 Channel KU and C of Satellite TV Equipment and Materials Construction
E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction
EZ06010 Traffic Labels Construction
EZ99990 Other Construction
F113020 Wholesale of Household Appliance F113070 Wholesale of Telecom Instruments F113090 Wholesale of Traffic Signal Equipment and Materials
F114080 Wholesale of Tramway Cars and Parts
F114990 Wholesale of Other Transport Equipment and Parts F116010 Wholesale of Photographic Equipment

F119010 Wholesale of Electronic Materials

F401021 Restrained Telecom Radio Frequency Equipment and Materials Import

ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval (limited to operation outside the area)

Research, development, production, manufacturing, sales, system planning and construction of optical communications for various types of optical fiber and model, optical cable, optical fiber communication prototype, optical communication systems, optical sensor systems.

Research, development, production, manufacture and sale of various optical fiber and pre-model equipment and production sales management system.

Inspection consultant for the previous stated products.

Design, production, sales of inspection facilities that is based on examining optical fiber's optical properties, mechanical properties, durability, geometric characteristics.

Import and export trade of the aforementioned products.

I103060 Management Consulting Services (limited to operation outside the area)

I301020 Data Processing Services (limited to operation outside the area)

I301030 Digital Information Supply Services (limited to operation outside the area)

JZ99050 Agency Services (limited to operation outside the area)

H703100 Real Estate Rental and Leasing (limited to operation outside the area)

JE01010 Rental and Leasing Business (limited to operation outside the area)

Article 3

The Corporation shall have its head office in Hsinchu Science Park, Taiwan, Republic of China, and shall be free, upon approval of government authorities in charge, to set up representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary or advisable to carry out any or all of its activities.

Article 3-1

The Corporation may provide endorsement and guarantee and act as a guarantor.

Article 3-2

The total amount of the Corporation's reinvestment shall not be subject to the restriction of not more than forty percent of the Corporation's paid-up capital as provided in Article 13 of the Company Law.

Article 3-3

Public announcements of the Corporation shall be made in accordance with the Company Law and other relevant rules and regulations of the Republic of China.

Section II – Shares

Article 4

The total capital stock of the Corporation shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments.

The amount of retained capital in the total capital of the preceding paragraph is NT\$100 million for the issuance of stock option certificates, special stocks with warrants or company warrants with a total of 10,000 shares. Each share is subject to the approval of the board of directors.

The Company may transfer the treasury shares to the employees at an average price lower than the actual purchase price, or lower than the average number of shareholders who have attended the shareholders' meeting, and the consent of more than two-thirds of the shareholders' voting rights. The employee stock option certificate is issued at the subscription price of the daily closing price.

Article 4-1

(Deleted)

Article 4-2

(Deleted)

Article 5

The share certificates hereof, the registered ones, shall be duly signed by or affixed with seals of the 3 or more managing directors, duly authenticated by the competent authorities of the government or the certification organization authorized thereby before issuance. The Company is exempted from printing the registered share certificates for the shares issued

Article 5-1

All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transaction conducted by shareholders of the Corporation shall follow the “Guidelines for Stock Operations for Public Companies” unless specified otherwise by law and securities regulations.

Article 6

Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

Section III – Shareholders' Meeting

Article 7

Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.

Article 7-1

(Deleted)

Article 8

If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it, and to exercise, on his/her behalf, all rights at the meeting, in accordance with Article 177 of the Company Law. A representative does not need to be a shareholder of the Corporation.

Article 9

Except as provided in the Company Law of the Republic of China, shareholders' meetings may be held if attended by shareholders in person or by proxy representing more than one half of the total issued and outstanding capital stock of the Corporation, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.

Article 10

Each share of stock shall be entitled to one vote, unless law regulations stated otherwise.

Article 10-1

The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Corporation. In his absence, either the Vice Chairman of the Board of Directors, or one of the Directors shall preside in accordance with Article 208 of the Company Law.

Article 10-2

The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairman of the meeting. Such minutes, together with the attendance list and proxies, shall be filed in accordance to relevant law regulations.

Section IV – Directors, Audit Committee, General Manager

Article 11

The Corporation shall have five to nine directors, of which the number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directors. The term of office shall be three years and may be re-elected. The shareholders' meeting shall adopt the candidate nomination system, select Directors from the candidate list provided.

The Company may, by resolution of the Board of Directors, purchase liability insurance for the directors to be liable for damages in accordance with the law in the scope of their business.

Article 11-1

(Deleted)

Article 11-2

(Deleted)

Article 11-3

(Deleted)

Article 12

The Directors shall elect from among themselves a Chairman of the Board of Directors and may elect a Vice Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman shall not have a second or casting vote at any meeting of the Board of Directors. The Chairman of the Board of Directors shall have the authority to represent the Corporation.

Where the Chairman fails to perform his functions, the Vice Chairman may act on his behalf. Where the Chairman and Vice Chairman both fail to perform their functions, a director shall be appointed by the Chairman to act on their behalf. If no such designee is appointed, the chairperson shall be elected among the directors. If Board meeting is set as a video conference, the Any Director attending the meeting via video conference shall be deemed attending the meeting in person.

Article 12-1

Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting. The Directors shall exercise their functions by resolutions adopted at meetings of Shareholders and the Board of Directors.

Article 13

Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, upon written notice mailed to all the other Directors, at least seven days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the date and place of the meeting and its agenda. The meeting of the Board of Directors shall be held at least once every quarter.

In case of absence, a Director may, by written authorization, appoint another Director to attend on his behalf any meeting of the Board of Directors, and to vote for him on all matters presented at such meeting, but no Director may act as proxy for more than one other Director.

Article 13-1

In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors, then the Board of Directors shall convene a shareholders' meeting to elect new Directors to fill such vacancies in accordance with relevant laws, rules and regulations. Except for the election of new Directors across the board, the new Directors shall serve the remaining term of the predecessors.

Article 14

The Corporation shall establish an Audit Committee, which shall consist of all independent directors, no less than three, in which one will be the main convener, at least one will have accounting or finance credentials. The Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Law, the Securities and Exchange Law and other relevant regulations.

Article 15

The Board of Directors is authorized to determine the salary for the Chairman, Vice Chairman and Directors, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas. For independent directors, a reasonable salary compensation is set different from that of the general directors.

Article 16

The Company elects one general manager and several deputies general managers, and is appointed or removed in accordance with Article 29 of the Company Law. The general manager is appointed by the chairman of the Board to handle all business of the company in accordance with the meeting resolutions.

Article 17

(Deleted)

Section V – Accounting**Article 18**

The Company's fiscal year is starting from January 1 until December 31 of every calendar year. The final account closing shall be conducted at end of every fiscal year.

Article 19

The Company takes the calendar year as its fiscal year. Upon closing of each fiscal year, the board of directors shall work out the following documents and proposed to the shareholders' meeting in accordance with the legal procedures for adoption: (1) Business report; (2) Financial statements and (3) Proposals of profit allocation or loss coverage.

Article 20

The Company shall allocate no less than 3% of the profits earned during the current year for the purpose of employees' compensation and no more than 5% of the same for directors' compensation; provided, however, that the Company shall first reserve a sufficient amount to compensate its accumulated deficits.

An employee of the Company's affiliate who meets certain criteria shall be entitled to the employees' compensation.

Article 20-1

This Corporation shall not pay dividends or bonuses to shareholders when there are no earnings. When allocating the earnings for each fiscal year, the Corporation shall first offset its losses in previous years and set aside a legal capital reserve at 10% of the earnings left over, until the accumulated legal capital reserve has equaled the total capital of the Corporation; then set aside special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge.

After this Corporation has set aside the capital reserves pursuant to the first Paragraph of this Article, the balance left over shall be allocated according to the following principles per resolution of the shareholders' meeting: Earnings may be distributed in total after taking into consideration financial, business and operational factors. Earnings of this Corporation may be distributed by way of cash dividend and/or stock dividend. Since this Corporation is in a capital-intensive industry at the steady growth stage of its business, distribution of earnings shall be made preferably by way of cash dividend. Distribution of earnings may also be made by way of stock dividend, provided however, the ratio for stock dividend shall not be lower than 10% of total distribution.

Section VI - Supplementary Provisions

Article 21

(Deleted)

Article 22

With regards to all matters not provided for in these Articles of Incorporation, the Company Law of the Republic of China shall govern.

Article 23

These Articles of Incorporation are agreed to and signed on May 28, 1991 by all the promoters of the Corporation, and duly amended on:

(01) July 9, 1993; (02) October 14, 1994; (03) April 10, 1996; (04) December 5, 1996; (05) May 23, 1997; (06) May 31, 2000; (07) May 2, 2001; (08) June 26, 2002; (09) June 27, 2003; (10) May 27, 2004; (11) June 27, 2005; (12) April 12, 2006; (13) June 8, 2007; (14) June 27, 2008; (15) October 31, 2008; (16) June 25, 2010; (17) May 25, 2011; (18) May 25, 2012; (19) July 31, 2012; (20) June 24, 2014; (21) May 12, 2015; (22) May 9, 2016; (23) January 18, 2017; (24) June 14, 2018.

(Appendix 2)

**Success Prime Corporation
Rules and Procedures of Shareholders' Meeting**

1. Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures. Any matter not provided in these Rules and Procedures shall be handled in accordance with relevant laws and regulations.
2. Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.
3. In a shareholders' meeting, the participation and vote shall be counted on the grounds of the number of shares. The total number of shares present at the meeting will be calculated based on the attendance cards submitted as a substitute for sign-in, plus the number of shares exercising the voting power in writing or through means of electronic transmission.
4. The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.
5. Unless otherwise provided in laws, the shareholders' meeting shall be called by the Board of Directors and chaired by the Chairman of the Board. Where the Chairman of the Board fails to exercise his authority with justified reasons, the Vice Chairman of the Board may be his proxy. Where no Vice Chairman has been appointed or the Vice Chairman fails to exercise his authority with justified reasons too, the Chairman shall designate one director to be his proxy. Where no such designee is designated, the chairperson shall be elected out of the directors. Where the shareholders' meeting is called by any person entitled to hold the meeting other than the Board of Directors, the chairperson of the meeting shall be assumed by the person. If there are more than two conveners, the chairperson shall be elected from the conveners.
6. The Company may appoint designated counsel, CPA or other related persons to attend the Meeting. Persons handling affairs of the Meeting shall wear identification cards or badges.
7. The process of the Meeting shall be tape recorded or videotaped and these tapes shall be preserved for at least one year. If a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
8. Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders.

present at the Meeting represent more than one - third of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Law of the Republic of China. The aforesaid tentative resolutions shall be executed in accordance with relevant provisions of the Company Law of the Republic of China. If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Law of the Republic of China.

9. The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda. The above provision also applies to cases where the shareholders meeting is called by any person entitled to hold the meeting other than the Board of Directors.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved.

The shareholders cannot designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned. However, in the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

10. When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

Unless otherwise permitted by the chairman, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). In case the speech of any shareholder violates the above provision or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.

If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.

11. For a same issue, each shareholder shall not speak more than twice and shall not speak more than five minutes in each floor unless approved by the chairman. The chairman may ban such shareholder from speaking if he/she breaches the provision set forth in the preceding paragraph or speaks beyond the specified range.
12. Where a judicial (corporate) person is consigned to participate in a shareholders' meeting, such judicial (corporate) person may appoint only one representative to

participate in the meeting. Where a judicial (corporate) person shareholder appoints two or more representatives to participate in a shareholders' meeting, only one representative may speak up for the same issue.

13. After a present shareholder speaks, the chairman may reply in person or through an appointee.
14. The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.
15. A speaker is deemed not to have spoken if he has made only one statement and has not issued a speech. The content of the statement is inconsistent with that of the statement, subject to the content of the statement. When attending a shareholder's speech, other shareholders shall not interfere with the speech except with the consent of the Chairman and the speaking shareholders. The President of the violators shall be stopped.
16. The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s). The result of voting shall be announced at the Meeting and placed on record.
17. During the Meeting, the chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the meeting will resume. In cases where the agenda scheduled for the general meeting of shareholders are in discussion, the location of the meetings will continue to be used at the place where the meetings (including temporary motions) are not finalized, and the meeting may decide to find another place to continue to participate.
18. Except otherwise specified in the Company Law of the Republic of China or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it were voted by casting ballots if no objection is voiced after solicitation by the chairman.
19. If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment, or the substitute. If any one of them has been adopted, the others shall be deemed voted and no further voting is necessary.
20. The chairman may conduct the disciplinary officers or the security guard to assist in keeping order of the Meeting place. Such disciplinary officers or security guards shall wear badges marked "Disciplinary Officers" for identification purpose.
21. Any matters insufficiently provided for herein shall be subject to the Company Law, Articles of Incorporation and other laws and regulations concerned.
22. These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

(Appendix 3)

Success Prime Corporation

Shareholdings of All Directors

As of March 30, 2021

Title	Name		Current shareholding	
			Number of shares	Percentage (%)
Chairman	Min-Chun Chen		135,000 shares	0.70%
Director	Shu-Ling Tseng		594,728 shares	3.10%
Representative Director	Endow Capital Management Inc.		1,890,039 shares	9.85%
	Representative	Xiang-Qi Fang	0 shares	0%
	Representative	Jin-Ru Cheng	140,933 shares	0.73%
Representative Director	Bash Consultant Incorporated		1,890,039 shares	9.85%
	Representative	Yen-Shuen Chen	0 shares	0%
	Representative	Yun Chen	12,000 shares	0.06%
Independent Directors	Bing- Quan Shi		0 shares	0%
Independent Directors	Pei- Jun Hong		0 shares	0%
Independent Directors	Ying-De Wu		0 shares	0%

Note:

1. Total shares issued as of March 30, 2021: 19,185,440 shares.
2. Under the relevant regulations of the ROC, SPC's Directors are required to hold in the aggregate not less than 2,302,252 shares.
3. As of March 30, 2021, SPC's Directors and Representative Directors together held total 4,662,739 shares.
4. As SPC has established the audit committee, the minimum shareholding requirements for supervisors do not apply.