



TOPKEY CORPORATION

HANDBOOK FOR THE 2025 ANNUAL SHAREHOLDER'S MEETING

Convening Method: Physical Shareholders' Meeting

May 28, 2025

No. 17, 20th Rd., Industrial Park, Taichung City, Taiwan

(B1 Meeting Room of Topkey Corporation)

Note to Readers: If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

TABLE OF CONTENTS

I.	Meeting Procedure.....	1
II.	Meeting Agenda.....	2
	1. Chair’s Statement.....	2
	2. Report Matters.....	3
	3. Ratification Matters.....	5
	4. Discussion and Election Matters.....	7
	5. Extraordinary Motion.....	8
	6. Adjournment.....	8
III.	Relevant Attachments for Reference.....	9
	1. Business Report.....	9
	2. Review Report of the Audit Committee.....	12
	3. Report on 2024 remuneration for Employees and Directors.....	13
	4. Cross Reference Table of Amendment of the Company’s “Rules of Procedures for Board of Directors Meetings”.....	14
	5. 2024 CPAs’ Audit Report and Financial Statements.....	16
	6. Cross Reference Table of Amendment of the Company’s “Articles of Incorporation”.....	37
	7. The Company’s 16th Directors and Independent Directors nomination list.....	40
	8. Non-competition restrictions situation of the Company’s newly elected directors.....	44
IV.	Appendices.....	45
	1. The Company’s “Rules of Procedures for Board of Directors Meetings” before Amendment.....	45
	2. The Company’s “Rules of Procedure for Shareholders’ Meetings”.....	49
	3. The Company’s “Articles of Incorporation” before Amendment.....	57
	4. The Company’s “The Company Election of directors”.....	63
	5. Shareholding of Directors.....	66



TOPYKEY CORPORATION

Meeting Procedure of 2025 Annual Shareholders' Meeting

I. Chair's Statement

II. Report Matters

III. Ratification Matters

IV. Discussion and Election Matters

V. Extraordinary Motion

VI. Adjournment



TOPKEY CORPORATION

Meeting Agenda of 2025 Annual Shareholders' Meeting

Time : May 28, 2025 (Wednesday) at 9:00 a.m.

Place : No. 17, 20th Rd., Industrial Park, Taichung City, Taiwan (B1 Meeting Room of Topkey Corporation)

Attendants : Whole Shareholders and Equity Representatives

Chair : Chairman Shen, Wen-Chen

I. Chair's Statement

II. Report Matters:

(1) 2024 Business Report.

(2) The Audit Committee's Report of Review on the Company's 2024 Final Statements.

(3) Report on 2024 remuneration for Employees and Directors.

(4) Report on Cash Dividends from Earnings Distribution for 2024.

(5) Amendment of Partial Articles of the Company's "Rules of Procedures for Board of Directors Meetings".

III. Ratification Matters:

(1) Proposal of the Company's 2024 Business Report and Financial Statements.

(2) Proposal of the Company's 2024 Earnings Distribution.

IV. Discussion and Election Matters:

(1) To discuss and approve the amendment of Partial Articles of the Company's "Articles of Incorporation".

(2) The sixteenth Election of Directors.

(3) Release the prohibition on new directors from participation in competitive business.

V. Extraordinary Motion

VI. Adjournment

II. Report Matters

Proposal 1 【Proposed by the Board of Directors】

Proposal : The 2024 business report is submitted for your review.

Explanation : For details of the 2024 business report, please see Attachment 1.
(Please refer to pages 9 to 11 of the Handbook.)

Proposal 2 【Proposed by the Board of Directors】

Proposal : The audit committee's report on the Company's 2024 final statements is submitted for your review.

Explanation : For details of the audit committee's review report, please see Attachment 2.
(Please refer to page 12 of the Handbook.)

Proposal 3 【Proposed by the Board of Directors】

Proposal : The report on 2024 remuneration for Employees and Directors is submitted for your review.

Explanation : Pursuant to Article 30 of the Company's articles of incorporation, in case of making profit in the Company's final accounts, 3% to 10% shall be appropriated as the profit-sharing compensation for the employees, and no more than 5% for the directors. For details of distribution of the 2024 remuneration for employees and directors, please see Attachment 3.
(Please refer to page 13 of the Handbook.)

Proposal 4 【Proposed by the Board of Directors】

Proposal : The report on distribution of cash dividend of earnings in 2024 is submitted for your review.

Explanation :

1. In this proposal, in accordance with Article 30-1 of the Company's articles of incorporation, the Board of Directors is authorized to prepare the proposal of earnings distribution, in which cash dividend is distributed by a resolution of the authorized Board of Directors, along with a report made at the shareholders' meeting.
2. Cash dividend for ordinary shares, distributed from the earnings for this time amounts to NT\$999,020,000 with NT\$11 distributed per share, based on 90,820,000 shares, the current outstanding number of shares.
3. This cash dividend is calculated up to NT\$1, based on the shareholder's shareholding as recorded in the shareholder register on the base date of dividend distribution. Any fractional amount below NT\$1 will be transferred to the employee welfare committee.
4. The ex-dividend base date, distribution date, and other relevant matters in this proposal will be additionally determined by the Board of Directors.
5. If the statutory acts for this proposal are changed or amended with the competent authority's approval, or amendments hereof are required due to changes of the objective environment, it is deal with it with full authority by the Board of Directors.

Proposal 5 【Proposed by the Board of Directors】

Proposal : The report on amendment of partial articles of the Company's "Rules of Procedure for Board of Directors Meetings" is submitted for your review.

Explanation : In consideration of practices, during the proceedings of a board meeting, if the chair is unable to chair the meeting, for fear of affecting operation of the board meeting, it is proposed to amend content of partial articles of the Company's "Rules of Procedure for Board of Directors Meetings" in accordance with Taiwan Stock Exchange's letter with reference to File of Tai-cheng-chih-li-tzu No. 1130000762 on January 12, 2024 . For details of the cross-reference table of amendment of relevant articles, please see Attachment 4. (Please refer to pages 14 to 15 of the Handbook.)

III. Ratification Matters

Proposal 1 【Proposed by the Board of Directors】

Proposal : The proposal of the 2024 business report and financial statements are submitted for your adoption.

Explanation :

1. The Company's 2024 financial statements have been reviewed and certified by CPA Wu, Shao-Chun and CPA Tseng, Done-Yuin of Deloitte & Touche, and an audit report is issued.
2. The business report and the financial statements have been approved by the Board of Directors and reviewed by the Audit Committee.
3. For details of the business report, financial statements and CPAs' audit report, please see Attachment 1 (Please refer to pages 9 to 11 of the Handbook) and Attachment 5 (Please refer to pages 16 to 36 of the Handbook.)
4. Please adopt the matters.

Resolution :

Proposal 2 【Proposed by the Board of Directors】

Proposal : The proposal of the 2024 earnings distribution is submitted for your adoption.

Explanation :

1. The Board of Directors of the Company drew up the earnings distribution proposal as follows, in accordance with the company's articles of incorporation on February 27, 2025:

TOPKEY CORPORATION
2024 EARNINGS DISTRIBUTION TABLE

Unit: NT\$

Undistributed earnings at the beginning of the period	\$ 3,542,798,770
+ Net profit after tax of the current year	1,712,809,477
Offset Items	
- Legal surplus reserve (10%)	(171,280,948)
+ Special surplus reserve reversed according to the law (Note 1)	232,800,886
Earnings available for distribution for the current year	5,317,128,185
Distribution Items	
Shareholders' dividend	
(Stock dividend is about NT\$0 per share in a total amount of NT\$0)	0
(Cash dividend is about NT\$11.0 per share in a total amount of NT\$999,020,000)	(999, 020,000)
Undistributed earnings at the end of the period	\$ 4,318,108,185

Note 1: The balance of other equity items in "equity" as of the end of 2024 was -NT\$140,145,116, for which the Company has appropriated the special surplus reserve in the amount of NT\$372,946,002. In accordance with the provisions of Letter with reference to File of Chin-kuan-cheng-fa-tzu No. 1010012865, the special surplus in NT\$232,800,886 shall be reversed in 2024.

Chairman Shen, Wen-Shen General Manager: Shen, Pei-Ni Chief Financial Officer: Chang, Chiu-Sen

2. Each share as above-mentioned is calculated by the outstanding shares of 90,820,000 as of the end of 2024.
3. If before the base date of earnings distribution, the Company repurchases its own shares, transfers and cancels the treasury stock, converts the convertible bonds or exercises the employee stock warrants, etc. so as to incur changes of the number of outstanding shares on the base date of the Company's earnings distribution, it is proposed that the shareholders' meeting authorizes the Board of Directors adjusts the dividend distribution rate for the shareholders, subject to the actual outstanding shares on the earnings distribution date as per the shareholders' dividend amount in this earnings distribution proposal.
4. Pursuant to Article 66-9 of the current Income Act, from 2018, if there are any earnings of the current year not distributed by a profit-seeking enterprise, an additional profit-seeking income tax shall be levied at the rate of five percent on such undistributed surplus earnings. Effective 2018, the aforesaid tax shall be levied at the rate of five percent. In accordance with the provisions of the Ministry of Finance's Letter with reference to File of Tai-tsai-shui No. 871941343 on April 30, 1998, the earning distribution shall adopt the individual identification method. The Company's earnings are distributed on the basis of priority distribution of distributable earnings in 2024; in case of any deficiency, the previous accumulated distributable earnings shall be distributed based on the sequence of last in and first out, subject to the sequence of year when the earnings are gained.
5. Please adopt the proposal.

Resolution:

IV. Discussion and election Matters

Proposal 1 : **【Proposed by the Board of Directors】**

Proposal : The amendment of partial articles of the Company's "Articles of Incorporation" is submitted for your decision.

Explanation :

1. In accordance with the supplementary regulations, as stipulated in Paragraph 6, Article 14 of the Securities and Exchange Act, a company in TWSE/TPEX shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees. It is hereby handled in accordance with the Financial Supervisory Commission's order with reference to File of Chin-kuan-cheng-shen-tzu No. 1130385442 on November 8, 2024. We propose to amend content of partial articles of the Company's "Articles of Incorporation". For details of the cross-reference table of amendment of relevant articles, please see Attachment 6. (Please refer to pages 37 to 39 of the Handbook.).
2. This proposal has been approved by a resolution at the Board of Directors meeting on February 27, 2025, and submitted to the shareholders' meeting for discussion.

Resolution:

Proposal 2 : **【Proposed by the Board of Directors】**

Proposal: The Company's 16th Election of New Directors.

Explanation :

1. The current term of the directors is coming to an end on May 26, 2025. In accordance with Paragraph 7, Article 36 of the Securities and Exchange Act, in the year the term of the directors and supervisors is ending, election for new directors and supervisors shall be executed at the regular shareholders' meeting.
2. According to the Company's Articles of Incorporation, the election shall vote for ten directors (including four independent directors), and the term for the newly appointed directors shall begin on the date of the election for a period of three years, from May 28, 2025 to May 27, 2028. The original directors will retire once the new directors assume posts.

3. The Company's directors election adopts the candidate nomination system, the shareholders' meeting will vote from the nominated candidates list. The election for independent and non-independent directors will be carried out at the same time, and the votes will be counted separately.
4. The directors and independent directors nomination list submitted to this shareholders' meeting has been discussed and approved by the Board of Directors meeting on February 27, 2025. Details as in Attachment 7 (please refer to pages 40 to 43 of the Handbook).

Voting results:

Proposal 3 : **【Proposed by the Board of Directors】**

Proposal: Proposal to release the newly elected directors from non-competition restrictions.

Explanation : According to Paragraph 1, Article 209 of the Company Act: A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the shareholders' meeting the essential contents of such an act and secure its approval. Related non-competition situations that do not affect the Company's profits are as described in Attachment 8 (Please refer to page 44 of the Handbook).

Resolution:

V. Extraordinary Motion

VI. Adjournment

III. Relevant Attachments for Reference

I. Business Report

TOPKEY CORPORATION

Business Report

In 2024, benefited from slight drop of global inflation, and gradual improvement of destocking in sports leisure industry, which result in start of customer's order recovery, Topkey's consolidated revenue increased to NT\$9.478 billion. In terms of profit, favored by order recovery and low level of raw materials price in 2024, the margin increased by 2.18% compared with 2023. On top of that, in 2024, due to injection of foreign exchange income in the non-operating income, the earnings per share in 2024 was NT\$18.86, hitting a second record high.

Since its establishment, Topkey has adhered to the business philosophy of "sincerity, diligence, innovation and gratitude", working on becoming a human-friendly enterprise with five winning concepts of "customers' satisfaction, employees' pleasure, shareholders' interests, sustainable development, and feedback to the society". Looking forward to the future, the Topkey's management team will continue to reinforce implementation of ESG, promote financial information transparency in compliance with the regulations of the competent authority, make corporate governance more sophisticated, make efforts to achieve carbon neutrality, and move towards the goal of net zero emissions in pursuit of corporate consolidated and sustainable development; we anticipate to create higher economic benefits, and fulfil the whole shareholders' commitments and expectations.

The report on 2024 business results is as follows:

1. 2024 Business Report

(1) Implementation Results of Business Plan

As Topkey's parent company only financial statements indicated, the net operating revenue in 2024 was NT\$7.424 billion, accounting for an increase of NT\$96 million compared with NT\$7.328 billion in 2023 with a growth of 1.31%; the gross margin in 2024 was 19.48%, decreasing by 0.33% compared with 19.81% in the previous year; the net profit before tax was 28.03%, increasing by 3.78% compared with 24.25% in the previous year.

As Topkey's consolidated financial statements showed, the net operating revenue in 2024 was NT\$9.478 billion, increasing by NT\$211 million compared with NT\$9.267 billion in 2023 with a growth of 2.28%; benefited from order recovery and low level of raw materials price in 2024, the consolidated margin was 34.89%, increasing by 2.18% compared with 32.71% in the previous year; the consolidated pre-tax net profit was 25.60%, representing an increase of 4.05% compared with 21.55% in the previous year.

As a whole, the net profit after tax attributable to the Company in 2024 was NT\$1.713 billion, increasing by NT\$298 million compared with NT\$1.415 billion in 2023 at a growth rate of 21.01%. The earnings per share after tax was NT\$18.86, growing by 21.05% compared with NT\$15.58 in the previous year.

(2) Analysis of Profit and Loss, and Profitability of Topkey's Parent Company Only and Consolidated Financial Reports

Unit: NT\$ Thousand; %

Analysis Items \ Year			2024	2023	Increase (Decrease) (%)
Analysis of Profit and Loss	Operating Revenue	Consolidated	9,478,115	9,266,547	2.28%
		Parent Company Only	7,423,544	7,327,891	1.31%
	Operating Margin	Consolidated	3,307,294	3,030,788	9.12%
		Parent Company Only	1,445,900	1,451,758	-0.40%
	After-tax Net Profit (Attributable to Shareholder of the Parent Company)	Parent Company Only/Consolidated	1,712,809	1,415,377	21.01%
Profitability	Return on Assets (%)	Consolidated	11.80	9.92	18.95%
		Parent Company Only	13.56	11.50	17.91%
	Return on Equity (%)	Consolidated	18.97	17.09	11.00%
		Parent Company Only	19.87	18.04	10.14%
	Ratio of Pre-tax Net Profit to Paid-in Capital (%)	Consolidated	267.24	219.86	21.55%
		Parent Company Only	229.11	195.65	17.10%
	Net Profit (%)	Consolidated	18.07	15.27	18.34%
		Parent Company Only	23.07	19.31	19.47%
	Earnings per Share (Dollar)	Parent Company Only/Consolidated	18.86	15.58	21.05%

(3) Research and Development Results

1. Develop high-strength bike rim.
2. Import automation equipment such as robot arm, etc. in manufacture of several manufacturing processes.
3. Develop the design, by which hitting stability and comfort of tennis rackets can be improved.
4. Develop the design and manufacturing processes which can meet the upgrading test requirements of both ECE2206 (European Motorcycle Helmet Test Certification) and FIM-02 (Fédération Internationale de Motocyclisme Helmet Test Certification).
5. Develop manufacturing process which can increase safety values of damage strength of aviation economy seat cushions.
6. Successfully develop the coating-free manufacturing process for medical bed boards.

2. Overview of 2025 Business Plan

(1) Business Policy

1. Continue to lay out the future.
2. Reinforce technology innovation.
3. Take the lead for renovation in a fast speed.
4. Implement lean production.

(2) The Company's Future Development Strategies

1. Become the composites technology provider, ranging from concept design to production quality.
2. Fastly develop design drawing and improve production effective and capacity.
3. Enlarge the market share of each product.

(3) Important Production and Marketing Strategies

1. Continue to expand investment in order to diversify operation risks and satisfy customers' demands for orders.
2. Develop new products and new application technology markets.
3. Enhance production efficiency and flexibility in order to shorten production cycles.
4. Continue to promote lean production and increase competitiveness.
5. Continue to make processes lean in order to achieve manpower-saving and improve yield.

(4) Impact of External Competitive Environment, Regulatory Environment and Macro Operation Environment

This year, the greatest variable in the global economic situation is economic uncertainty, triggered by US' newly-introduced tariff policy. It might increase inflation pressure, make growth of the global economy slow down with high possibility for further decline into recession. In addition, geopolitical risks are still outstanding, so it is expected that the global economic environment is not optimistic.

As the Climate Change Response Act was announced and enforced in February 2024, the Ministry of Environment released the "Regulations Governing the Collection of Carbon Fees" in August 29, 2024. To that effect, in Taiwan, major carbon emission companies with an annual emission volume of 25 thousand tons will be included in calculation of carbon fees collection effective this year. From 2026 on, payment will be made based on the applicable rate in accordance with emission volume in 2025. Besides, the European Union originally plans to implement CBAM to assess carbon tariff for products which are imported to the EU such as cement, fertilizer, steel, aluminum, chemicals, power, etc. Although its implementation may be postponed for one year, realization of net zero emission has been an indispensable trend, and turns out to be a critical issue in affecting business long-term operational competitiveness, and its pursuit of sustainable development.

In order to achieve the sustainable development goal, Topkey continues, in the course of operation, to import the low-carbon manufacturing process, enhance the energy efficiency, use the low-carbon or carbon-free power and fuel, promote the circular economy in order to save energy and reduce carbon, and strive to move towards the carbon neutrality and net zero carbon emission goal. However, the external operation environment might be interrupted by the weak global economy this year. In spite of such an interruption, the stock in the bicycle market has been continuously digested through last year to the first half of this year, and it is expected to return to a healthy level in the second half of this year. However, although the external management environment might be interfered by the US tariff policy and undesirable global economic environment, Topkey's management team will still strive to guide the whole colleagues to implement lean production for the purpose of improving competitiveness, and further satisfying customers' requirements. Topkey will also make efforts in promoting the business policy of "continuously laying out the future", "reinforcing technology innovation", "taking the lead for renovation in a fast speed", and "implementing lean production", based on the solid foundation built from long-term focus on composites, concentrate on development of products of composites in each field, and expand their applications for the purpose of ensuring the competition advantages of sustainable development.

Chairman: Shen, Wen-Chen

General Manager: Shen, Pei-Ni

Chief Accounting
Officer: Chang, Chiu-Sen

II. The Audit Committee's Review Report

THE AUDIT COMMITTEE'S REVIEW REPORT

The Board of Directors has prepared the proposals of the Company's 2024 Annual Business Report, Financial Statements (Including Consolidated and Parent Company Only Financial Statements) and Earnings Distribution, among which the Financial Statements have been audited by authorized CPA Wu, Shao-Chun and CPA Tseng, Done-Yuin of Deloitte & Touche and an audit report has been prepared by them in this regard. The aforesaid business report, financial statements & earnings distribution proposals have been reviewed by this Audit Committee and it is deemed that no nonconformity is involved. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report for your review.

To the Attention of

2025 Annual Shareholders' Meeting of the Company

TOPKEY CORPORATION

Convener of the Audit Committee: YANG, SHEN-CHEN

February 27, 2025

III. Report on 2024 Remuneration for Employees and Directors

1. The Company's 2024 remuneration for employees and directors has been approved by deliberation at the meeting of the Remuneration Committee and the Board of Directors on February 27, 2025.
2. In accordance with Article 30 of the Company's articles of incorporation, in case of gaining profit in each year's final accounts, 3% - 10% shall be appropriated as the profit-sharing compensation for the employees and no more than 5% for the directors. The distribution of the 2024 profit-sharing compensation for employees and directors is proposed as follows:

Item	Ratio %	Remuneration allocation amount
1. Remuneration for Employees	Approximately 4.20%	NT\$ 92,786,300
2. Remuneration for Directors	Approximately 1.58%	NT\$ 34,864,100

IV. Cross Reference Table of Amendment of the Company's "Rules of Procedure for Board of Directors Meetings"

Name: T-CI-00-XX01 Rules of Procedure for Board of Directors Meetings

Amended Article No.	Current Article No.	Amended Article	Current Article	Explanation on Amendment
2.9.	2.9.	When the time of a meeting has arrived and one half all board directors are present, the meeting chair shall immediately call the meeting to order. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time <u>on the same day</u> , provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Paragraph 2 of Article 2.1. The term "all board directors" as used in the preceding paragraph and in Subparagraph 2, Paragraph 2 of Article 2.14 shall be calculated as the number of directors then in office.	When the time of a meeting has arrived and one half all board directors are present, the meeting chair shall immediately call the meeting to order. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Paragraph 2 of Article 2.1. The term "all board directors" as used in the preceding paragraph and in Subparagraph 2, Paragraph 2 of Article 2.14 shall be calculated as the number of directors then in office.	1. The relevant provisions shall be revised in accordance with Taiwan Certificate Administration No. 1130000762 dated January 12, 2024. 2. In order to avoid disputes caused by the extension of the meeting time of the board of directors, it is stipulated that when the number of attendees is insufficient, the chairman may announce the postponement of the meeting time to that day only. 3. The second item is not amended.
2.10.	2.10.	A Board of Directors meeting of the Company shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting. The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting. If at any time during the proceeding of a Board of Directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in	A Board of Directors meeting of the Company shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting. The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting. If at any time during the proceeding of a Board of Directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case	1. Paragraphs 1 to 3 are not amended. 2. In consideration of practices, during the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided, for fear of affecting operation the board meeting, paragraph 4 is hereby appended to the effect that the provisions of paragraph 3 of Article 2.7 shall apply mutatis mutandis to the selection of the deputy to act in place thereof, and when the chairman of the board is on leave or for any reason is unable to exercise the powers of the chairman, the vice chairman shall do so in place of the chairman, or, if there is no vice chairman or the vice chairman also is on leave or for any reason is unable to act, by a director designated by the chairman, or if the chairman does not make such a designation, by a director elected

Amended Article No.	Current Article No.	Amended Article	Current Article	Explanation on Amendment
		<p>which case Paragraph 1 of Article 2.9 shall apply mutatis mutandis.</p> <p><u>During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of paragraph 3 of Article 2.7 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u></p>	<p>Paragraph 1 of Article 2.9 shall apply mutatis mutandis.</p> <p><u>This article is newly appended.</u></p>	by and from among themselves.
3.2.	3.2.	<p>Announced Date of Implementation and Date of Amendment.</p> <p>These Rules of Procedure were adopted on December 1, 2009.</p> <p>The 1st amendment was made on December 17, 2012.</p> <p>The 2nd amendment was made on December 24, 2015.</p> <p>The 3rd amendment was made on August 5, 2016.</p> <p>The 4th amendment was made on November 10, 2017.</p> <p>The 5th amendment was made on August 13, 2020.</p> <p>The 6th amendment was made on December 12, 2022.</p> <p><u>The 7th amendment was made on November 7, 2024.</u></p>	<p>Announced Date of Implementation and Date of Amendment.</p> <p>These Rules of Procedure were adopted on December 1, 2009.</p> <p>The 1st amendment was made on December 17, 2012.</p> <p>The 2nd amendment was made on December 24, 2015.</p> <p>The 3rd amendment was made on August 5, 2016.</p> <p>The 4th amendment was made on November 10, 2017.</p> <p>The 5th amendment was made on August 13, 2020.</p> <p>The 6th amendment was made on December 12, 2022.</p>	Amend the article by appending the date of amendment.
Blank below				

V.2024 Independent Auditors' Report and Consolidated Financial Statement

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2024 are all the same as the companies required to be included in the consolidated financial statements of parent and subsidiary companies as provided in International Financial Reporting Standard No. 10, “Consolidated Financial Statements”. Relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Hence, we have not prepared a separate set of consolidated financial statements of affiliates.

Very truly yours,

Topkey Corporation

By

SHEN WEN CHEN
President

February 27, 2025

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Topkey Corporation

Opinion

We have audited the accompanying consolidated financial statements of Topkey Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024, December 31, 2023 and January 1, 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (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, 2024, December 31, 2023 and January 1, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of 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, 2024. 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 the Group's consolidated financial statements for the year ended December 31, 2024 is as follows:

Revenue Recognition

The Group's sales revenue mainly comes from the manufacture and sale of sporting goods, carbon fiber products, glass fiber products, and composite materials. A significant portion of export sales to customers increased significantly has a material impact on the financial statements. Therefore, we identified recognition authenticity of sales revenue as a key audit matter. For the accounting policies on the recognition of sales revenue, refer to Note 4.

Our key audit procedures performed in respect of revenue recognition included the following:

1. We understood and evaluated the design and appropriateness of implementation of the internal controls related to the recognition of sales revenue, and tested the continuous effectiveness of its controls during the year.
2. We selected samples of the sales revenue receipts and vouched the documents to sales order, delivery of goods and receipt vouchers related to sales revenue and verified the occurrence of the sales revenue.

Other Matter

We have also audited the parent company only financial statements of Topkey Corporation as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of 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 Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shao-Chun Wu and Done-Yuin Tseng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 27, 2025

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.

TOPKEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023		January 1, 2023 (Adjusted)	
	Amount	%	Amount	%	Amount	%
CURRENT ASSETS						
Cash and cash equivalents (Note 6)	\$ 7,018,422	43	\$ 5,486,707	40	\$ 6,986,828	43
Financial assets at amortized cost - current (Notes 7 and 25)	20,278	-	20,228	-	189,208	1
Trade receivables (Note 8)	2,059,331	13	1,580,481	12	2,252,128	14
Other receivables	85,755	1	49,662	-	66,641	-
Current tax assets	-	-	684	-	-	-
Inventories (Note 9)	1,525,734	10	1,508,169	11	2,704,909	17
Other current assets	<u>219,897</u>	<u>1</u>	<u>201,318</u>	<u>1</u>	<u>172,634</u>	<u>1</u>
Total current assets	<u>10,929,417</u>	<u>68</u>	<u>8,847,249</u>	<u>64</u>	<u>12,372,348</u>	<u>76</u>
NON-CURRENT ASSETS						
Financial assets at fair value through other comprehensive income - non-current (Note 10)	-	-	-	-	-	-
Property, plant and equipment (Note 12)	4,633,273	29	4,178,032	31	3,072,060	19
Right-of-use assets (Note 13)	509,938	3	534,148	4	591,185	4
Deferred tax assets (Note 20)	30,235	-	101,701	1	101,964	1
Refundable deposits	12,592	-	12,199	-	14,890	-
Other non-current assets	<u>62,164</u>	<u>-</u>	<u>54,009</u>	<u>-</u>	<u>63,816</u>	<u>-</u>
Total non-current assets	<u>5,248,202</u>	<u>32</u>	<u>4,880,089</u>	<u>36</u>	<u>3,843,915</u>	<u>24</u>
TOTAL	<u>\$ 16,177,619</u>	<u>100</u>	<u>\$ 13,727,338</u>	<u>100</u>	<u>\$ 16,216,263</u>	<u>100</u>
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Short-term borrowings (Notes 14)	\$ 2,527,437	16	\$ 1,828,728	13	\$ 4,850,898	30
Notes payable and trade payables	584,043	4	399,963	3	661,690	4
Other payables (Note 15)	658,498	4	581,516	4	747,829	5
Current tax liabilities (Note 20)	288,915	2	348,645	3	368,493	2
Lease liabilities - current (Note 13)	20,715	-	44,727	-	43,859	-
Current portion of long-term borrowings (Note 14)	73,187	-	47,462	-	22,353	-
Other current liabilities	<u>767,589</u>	<u>5</u>	<u>664,971</u>	<u>5</u>	<u>429,974</u>	<u>3</u>
Total current liabilities	<u>4,920,384</u>	<u>31</u>	<u>3,916,012</u>	<u>28</u>	<u>7,125,096</u>	<u>44</u>
NON-CURRENT LIABILITIES						
Long-term borrowings (Note 14)	956,190	6	587,450	4	55,883	-
Deferred tax liabilities (Note 20)	415,125	3	525,644	4	518,691	3
Lease liabilities - non-current (Note 13)	223,739	1	231,644	2	276,686	2
Guarantee deposits	251	-	217	-	62,390	1
Other non-current liabilities	<u>51,425</u>	<u>-</u>	<u>21,764</u>	<u>-</u>	<u>54,777</u>	<u>-</u>
Total non-current liabilities	<u>1,646,730</u>	<u>10</u>	<u>1,366,719</u>	<u>10</u>	<u>968,427</u>	<u>6</u>
Total liabilities	<u>6,567,114</u>	<u>41</u>	<u>5,282,731</u>	<u>38</u>	<u>8,093,523</u>	<u>50</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY						
Capital stock	908,200	6	908,200	7	908,200	6
Capital surplus	1,639,532	10	1,639,532	12	1,639,532	10
Retained earnings						
Legal reserve	1,170,978	7	1,029,440	8	803,434	5
Special reserve	372,946	2	330,291	2	619,193	4
Unappropriated earnings	5,255,608	33	4,498,962	33	4,019,709	24
Other equity						
Exchange differences on translation of the financial statement of foreign operations	(130,145)	(1)	(362,946)	(3)	(320,291)	(2)
Unrealized valuation loss on financial assets at fair value through other comprehensive income	<u>(10,000)</u>	<u>-</u>	<u>(10,000)</u>	<u>-</u>	<u>(10,000)</u>	<u>-</u>
Total equity attributable to owners of the Company	<u>9,207,119</u>	<u>57</u>	<u>8,033,479</u>	<u>59</u>	<u>7,659,777</u>	<u>47</u>
NON-CONTROLLING INTERESTS	<u>403,386</u>	<u>2</u>	<u>411,128</u>	<u>3</u>	<u>462,963</u>	<u>3</u>
Total equity	<u>9,610,505</u>	<u>59</u>	<u>8,444,607</u>	<u>62</u>	<u>8,122,740</u>	<u>50</u>
TOTAL	<u>\$ 16,177,619</u>	<u>100</u>	<u>\$ 13,727,338</u>	<u>100</u>	<u>\$ 16,216,263</u>	<u>100</u>

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

TOPKEY CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
NET REVENUE (Note 18)	\$ 9,478,115	100	\$ 9,266,547	100
COST OF GOODS SOLD (Notes 9 and 19)	<u>6,170,821</u>	<u>65</u>	<u>6,235,759</u>	<u>67</u>
GROSS PROFIT	<u>3,307,294</u>	<u>35</u>	<u>3,030,788</u>	<u>33</u>
OPERATING EXPENSES				
Selling and marketing expenses (Note 19)	219,327	2	204,751	2
General and administrative expenses (Note 19)	738,640	8	669,591	7
Research and development expenses (Note 19)	469,310	5	447,713	5
Expected credit loss (Note 8)	<u>3,099</u>	<u>-</u>	<u>5,592</u>	<u>-</u>
Total operating expenses	<u>1,430,376</u>	<u>15</u>	<u>1,327,647</u>	<u>14</u>
INCOME FROM OPERATIONS	<u>1,876,918</u>	<u>20</u>	<u>1,703,141</u>	<u>19</u>
NON-OPERATING INCOME AND EXPENSES				
Finance costs (Note 19)	(69,071)	(1)	(94,435)	(1)
Interest income	279,221	3	230,669	2
Government grants income	36,771	-	88,964	1
Other gains	45,507	1	73,110	1
Gain on disposal of property, plant and equipment	1,527	-	7,669	-
Net foreign exchange gain (loss)	266,215	3	(14,493)	-
Reversal of impairment (loss) on property, plant and equipment (Note 12)	224	-	8,664	-
Other losses	<u>(10,243)</u>	<u>-</u>	<u>(6,533)</u>	<u>-</u>
Total non-operating income and expenses	<u>550,151</u>	<u>6</u>	<u>293,615</u>	<u>3</u>
INCOME BEFORE INCOME TAX	2,427,069	26	1,996,756	22
INCOME TAX EXPENSE (Note 20)	<u>635,332</u>	<u>7</u>	<u>513,321</u>	<u>6</u>
NET INCOME	<u>1,791,737</u>	<u>19</u>	<u>1,483,435</u>	<u>16</u>
OTHER COMPREHENSIVE INCOME				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	\$ 311,962	3	\$ (57,334)	-

(Continued)

TOPKEY CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
Income tax relating to items that will be reclassified subsequently to profit or loss (Note 20)	<u>(58,200)</u>	<u>-</u>	<u>10,664</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>253,762</u>	<u>3</u>	<u>(46,670)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 2,045,499</u>	<u>22</u>	<u>\$ 1,436,765</u>	<u>16</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,712,809	18	\$ 1,415,377	15
Non-controlling interests	<u>78,928</u>	<u>1</u>	<u>68,058</u>	<u>1</u>
	<u>\$ 1,791,737</u>	<u>19</u>	<u>\$ 1,483,435</u>	<u>16</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,945,610	21	\$ 1,372,722	15
Non-controlling interests	<u>99,889</u>	<u>1</u>	<u>64,043</u>	<u>1</u>
	<u>\$ 2,045,499</u>	<u>22</u>	<u>\$ 1,436,765</u>	<u>16</u>
EARNINGS PER SHARE (Note 21)				
Basic	<u>\$ 18.86</u>		<u>\$ 15.58</u>	
Diluted	<u>\$ 18.75</u>		<u>\$ 15.49</u>	

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

(Concluded)

TOPKEY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owner of the Company									
	Common Shares (Note 17)	Capital Surplus (Note 17)	Retained Earnings (Note 17)			Other Equity		Total	Non-controlling Interests (Note 11)	Total Equity
			Legal Reserve	Special reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Loss on Financial Assets at Fair Value through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2023	\$ 908,200	\$ 1,639,532	\$ 803,434	\$ 619,193	\$ 4,019,709	\$ (320,291)	\$ (10,000)	\$ 7,659,777	\$ 462,963	\$ 8,122,740
Appropriation of 2022 earnings										
Legal reserve	-	-	226,006	-	(226,006)	-	-	-	-	-
Special reserve	-	-	-	(288,902)	288,902	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(999,020)	-	-	(999,020)	-	(999,020)
Cash dividends distributed by the subsidiaries	-	-	-	-	-	-	-	-	(115,878)	(115,878)
	-	-	226,006	(288,902)	(936,124)	-	-	(999,020)	(115,878)	(1,114,898)
Net profit for the year ended December 31, 2023	-	-	-	-	1,415,377	-	-	1,415,377	68,058	1,483,435
Other comprehensive loss for the year ended December 31, 2023, net of income tax	-	-	-	-	-	(42,655)	-	(42,655)	(4,015)	(46,670)
Total comprehensive loss for the year ended December 31, 2023	-	-	-	-	1,415,377	(42,655)	-	1,372,722	64,043	1,436,765
BALANCE AT DECEMBER 31, 2023	908,200	1,639,532	1,029,440	330,291	4,498,962	(362,946)	(10,000)	8,033,479	411,128	8,444,607
Appropriation of 2023 earnings										
Legal reserve	-	-	141,538	-	(141,538)	-	-	-	-	-
Special reserve	-	-	-	42,655	(42,655)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(771,970)	-	-	(771,970)	-	(771,970)
Cash dividends distributed by the subsidiaries	-	-	-	-	-	-	-	-	(116,535)	(116,535)
	-	-	141,538	42,655	(956,163)	-	-	(771,970)	(116,535)	(888,505)
Increase in non-controlling interests	-	-	-	-	-	-	-	-	8,904	8,904
Net profit for the year ended December 31, 2024	-	-	-	-	1,712,809	-	-	1,712,809	78,928	1,791,737
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	-	232,801	-	232,801	20,961	253,762
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	1,712,809	232,801	-	1,945,610	99,889	2,045,499
BALANCE AT DECEMBER 31, 2024	\$ 908,200	\$ 1,639,532	\$ 1,170,978	\$ 372,946	\$ 5,255,608	\$ (130,145)	\$ (10,000)	\$ 9,207,119	\$ 403,386	\$ 9,610,505

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

TOPKEY CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)**

	2024	2023 (Adjusted)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,427,069	\$ 1,996,756
Adjustments for:		
Depreciation expenses	414,107	398,667
Expected credit loss	3,099	5,592
Finance costs	69,071	94,435
Interest income	(279,221)	(230,669)
Gain on disposal of property, plant and equipment	(1,527)	(7,669)
Reversal of impairment loss on property, plant and equipment	(224)	(8,664)
(Reversal of) write-downs of inventories	(5,620)	42,077
Net loss on unrealized foreign currency exchange	(17,272)	15,414
Amortization of prepayments	41,137	42,286
Gain on lease modification	-	(266)
Changes in operating assets and liabilities:		
Trade receivables	(358,823)	593,000
Other receivables	(36,018)	2,234
Inventories	40,648	1,138,915
Other current assets	(46,875)	(62,575)
Notes payable	800	200
Trade payables	139,393	(220,403)
Other payables	58,315	(119,349)
Other current liabilities	99,665	235,305
Other non-current liabilities	29,661	(33,013)
Cash generated from operations	2,577,385	3,882,273
Interest received	281,028	245,500
Interest paid	(69,098)	(95,129)
Income tax paid	(792,726)	(515,738)
Net cash generated from operating activities	<u>1,996,589</u>	<u>3,516,906</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of financial assets at amortized cost	-	168,563
Acquisition of property, plant and equipment	(724,401)	(1,495,480)
Proceeds from disposal of property, plant and equipment	12,467	18,304
Decrease (increase) in refundable deposits	(170)	2,682
Increase in other non-current assets	(15,327)	(5,608)
Increase in prepayments for equipment	(4,464)	(10,744)
Net cash used in investing activities	<u>(731,895)</u>	<u>(1,322,283)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	2,766,508	2,818,611
Repayments of short-term borrowings	(2,165,703)	(5,822,761)
Proceeds from long-term borrowings	428,416	585,207

(Continued)

TOPKEY CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)**

	2024	2023 (Adjusted)
Repayments of long-term borrowings	\$ (49,159)	\$ (24,151)
Decrease in guarantee deposits	22	(62,170)
Repayments of the principal portion of lease liabilities	(45,820)	(43,787)
Cash dividends distributed to owners of the Company	(771,970)	(999,020)
Cash dividends distributed to non-controlling interests	(116,535)	(115,878)
Repayments of endorsement and guarantee liabilities	<u>8,904</u>	<u>-</u>
Net cash generated from (used in) financing activities	<u>54,663</u>	<u>(3,663,949)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	<u>212,358</u>	<u>(30,795)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,531,715	(1,500,121)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>5,486,707</u>	<u>6,986,828</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 7,018,422</u>	<u>\$ 5,486,707</u>

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

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Topkey Corporation

Opinion

We have audited the accompanying parent company only financial statements of Topkey Corporation (the “Company”), which comprise the parent company only balance sheets as of December 31, 2024, December 31, 2023 and January 1, 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the “parent company only financial statements”).

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024, December 31, 2023 and January 1, 2023, and its parent company only financial performance and its parent company only 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters of the Company's financial statements for the year ended December 31, 2024 is as follows:

Revenue Recognition

The Company's sales revenue mainly comes from the manufacture and sale of sporting goods, carbon fiber products, glass fiber products, and composite materials. A significant portion of export sales to customers increased significantly has a material impact on the financial statements. Therefore, we identified recognition authenticity of sales revenue as a key audit matter. For the accounting policies on the recognition of sales revenue, refer to Note 4.

Our key audit procedures performed in respect of revenue recognition included the following:

1. We understood and evaluated the design and appropriateness of implementation of the internal controls related to the recognition of sales revenue, and tested the continuous effectiveness of its controls during the year.
2. We selected samples of the sales revenue receipts and vouched the documents to sales order, delivery of goods and receipt vouchers related to sales revenue and verified the occurrence of the sales revenue.

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

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

In preparing the parent company only financial statements, management is responsible for assessing the 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 parent company only 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 Standards on Auditing of 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 parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of 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 parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shao-Chun Wu and Done-Yuin Tseng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 27, 2025

Notice to Readers

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

TOPKEY CORPORATION
BALANCE SHEETS
(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023		January 1, 2023 (Adjusted)	
	Amount	%	Amount	%	Amount	%
CURRENT ASSETS						
Cash and cash equivalents (Notes 3 and 6)	\$ 3,220,715	24	\$ 2,166,616	18	\$ 3,014,193	23
Financial assets at amortized cost - current (Notes 7 and 25)	17,000	-	17,000	-	17,000	-
Trade receivables (Note 8)	1,623,382	12	1,187,965	10	1,821,754	14
Trade receivables from related parties (Note 24)	86,813	1	81,259	1	179,816	2
Other receivables	34,348	-	27,464	1	29,672	-
Other receivables from related parties (Note 24)	2,018	-	1,961	-	2,062	-
Inventories (Note 9)	483,071	4	496,956	4	995,132	8
Other current assets	<u>156,530</u>	<u>1</u>	<u>142,234</u>	<u>1</u>	<u>96,769</u>	<u>1</u>
Total current assets	<u>5,623,877</u>	<u>42</u>	<u>4,121,455</u>	<u>35</u>	<u>6,156,398</u>	<u>48</u>
NON-CURRENT ASSETS						
Financial assets at fair value through other comprehensive income - non-current (Note 10)	-	-	-	-	-	-
Investments accounted for using the equity method (Note 11)	4,843,199	36	5,193,592	43	5,207,584	40
Property, plant and equipment (Note 12)	2,670,043	20	2,263,908	19	1,134,724	9
Right-of-use assets (Note 13)	200,224	2	222,593	2	251,999	2
Deferred tax assets (Note 20)	30,235	-	101,701	1	101,964	1
Refundable deposits	8,728	-	8,526	-	9,425	-
Other non-current assets	<u>28,237</u>	<u>-</u>	<u>26,829</u>	<u>-</u>	<u>32,981</u>	<u>-</u>
Total non-current assets	<u>7,780,666</u>	<u>58</u>	<u>7,817,149</u>	<u>65</u>	<u>6,738,677</u>	<u>52</u>
TOTAL	<u>\$ 13,404,543</u>	<u>100</u>	<u>\$ 11,938,604</u>	<u>100</u>	<u>\$ 12,895,075</u>	<u>100</u>
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Short-term borrowings (Note 14)	\$ -	-	\$ 520,000	4	\$ 1,556,000	12
Notes payable and trade payables	171,369	1	100,113	1	175,514	1
Trade payables to related parties (Note 24)	1,486,278	11	1,013,555	9	1,646,105	13
Other payables (Note 15)	205,110	2	198,041	2	240,260	2
Other payables to related parties (Note 24)	2,609	-	1,003	-	7,926	-
Current tax liabilities (Note 20)	255,343	2	334,899	3	342,274	3
Lease liabilities - current (Note 13)	18,238	-	28,854	-	28,216	-
Other current liabilities	<u>733,484</u>	<u>5</u>	<u>610,477</u>	<u>5</u>	<u>373,377</u>	<u>3</u>
Total current liabilities	<u>2,872,431</u>	<u>21</u>	<u>2,806,942</u>	<u>24</u>	<u>4,369,672</u>	<u>34</u>
NON-CURRENT LIABILITIES						
Long-term borrowings (Note 14)	668,630	5	349,691	3	-	-
Deferred tax liabilities (Note 20)	415,125	3	525,644	4	518,691	4
Lease liabilities - non-current (Note 13)	189,733	2	201,084	2	229,988	2
Guarantee deposits (Note 24)	80	-	-	-	62,170	1
Other non-current liabilities	<u>51,425</u>	<u>-</u>	<u>21,764</u>	<u>-</u>	<u>54,777</u>	<u>-</u>
Total non-current liabilities	<u>1,324,993</u>	<u>10</u>	<u>1,098,183</u>	<u>9</u>	<u>865,626</u>	<u>7</u>
Total liabilities	<u>4,197,424</u>	<u>31</u>	<u>3,905,125</u>	<u>33</u>	<u>5,235,298</u>	<u>41</u>
EQUITY						
Capital stock	908,200	7	908,200	7	908,200	7
Capital surplus	1,639,532	12	1,639,532	14	1,639,532	13
Retained earnings						
Legal reserve	1,170,978	9	1,029,440	8	803,434	6
Special reserve	372,946	3	330,291	3	619,193	5
Unappropriated earnings	5,255,608	39	4,498,962	38	4,019,709	31
Other equity						
Exchange differences on translation of the financial statement of foreign operations	(130,145)	(1)	(362,946)	(3)	(320,291)	(3)
Unrealized valuation loss on financial assets at fair value through other comprehensive income	<u>(10,000)</u>	<u>-</u>	<u>(10,000)</u>	<u>-</u>	<u>(10,000)</u>	<u>-</u>
Total equity	<u>9,207,119</u>	<u>69</u>	<u>8,033,479</u>	<u>67</u>	<u>7,659,777</u>	<u>59</u>
TOTAL	<u>\$ 13,404,543</u>	<u>100</u>	<u>\$ 11,938,604</u>	<u>100</u>	<u>\$ 12,895,075</u>	<u>100</u>

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

TOPKEY CORPORATION

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
NET REVENUE (Notes 18 and 24)	\$ 7,423,544	100	\$ 7,327,891	100
COST OF GOODS SOLD (Notes 9, 19 and 24)	<u>5,978,208</u>	<u>80</u>	<u>5,880,691</u>	<u>80</u>
GROSS PROFIT	1,445,336	20	1,447,200	20
REALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	<u>564</u>	<u>-</u>	<u>4,558</u>	<u>-</u>
GROSS PROFIT	<u>1,445,900</u>	<u>20</u>	<u>1,451,758</u>	<u>20</u>
OPERATING EXPENSES				
Selling and marketing expenses (Note 19)	75,625	1	74,151	1
General and administrative expenses (Note 19)	359,663	5	304,740	4
Research and development expenses (Note 19)	58,403	1	44,866	1
Expected credit loss (Note 8)	<u>2,422</u>	<u>-</u>	<u>5,286</u>	<u>-</u>
Total operating expenses	<u>496,113</u>	<u>7</u>	<u>429,043</u>	<u>6</u>
INCOME FROM OPERATIONS	<u>949,787</u>	<u>13</u>	<u>1,022,715</u>	<u>14</u>
NON-OPERATING INCOME AND EXPENSES				
Finance costs (Note 19)	(7,189)	-	(15,715)	-
Share of profit of subsidiaries (Note 11)	807,636	11	664,594	9
Interest income	117,737	1	93,360	1
Other gains (Note 24)	19,334	-	46,487	1
Net foreign exchange gain (loss)	193,210	3	(43,176)	(1)
Reversal of impairment loss on property, plant and equipment (Note 12)	224	-	8,664	-
Other losses	<u>-</u>	<u>-</u>	<u>(23)</u>	<u>-</u>
Total non-operating income and expenses	<u>1,130,952</u>	<u>15</u>	<u>754,191</u>	<u>10</u>
INCOME BEFORE INCOME TAX	2,080,739	28	1,776,906	24
INCOME TAX EXPENSE (Note 20)	<u>367,930</u>	<u>5</u>	<u>361,529</u>	<u>5</u>
NET INCOME	<u>1,712,809</u>	<u>23</u>	<u>1,415,377</u>	<u>19</u>
OTHER COMPREHENSIVE INCOME (LOSS)				

(Continued)

TOPKEY CORPORATION

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	\$ 291,001	4	\$ (53,319)	-
Income tax relating to items that will be reclassified subsequently to profit or loss (Note 20)	<u>(58,200)</u>	<u>(1)</u>	<u>10,664</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>232,801</u>	<u>3</u>	<u>(42,655)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,945,610</u>	<u>26</u>	<u>\$ 1,372,722</u>	<u>19</u>
EARNINGS PER SHARE (Note 21)				
Basic	<u><u>\$ 18.86</u></u>		<u><u>\$ 15.58</u></u>	
Diluted	<u><u>\$ 18.75</u></u>		<u><u>\$ 15.49</u></u>	

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

(Concluded)

TOPKEY CORPORATION

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Common Shares (Note 17)	Capital Surplus (Note 17)	Retained Earnings (Note 17)			Other Equity		Total Equity
			Legal Reserve	Special reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Loss on Financial Assets at Fair Value through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2023	\$ 908,200	\$ 1,639,532	\$ 803,434	\$ 619,193	\$ 4,019,709	\$ (320,291)	\$ (10,000)	\$ 7,659,777
Appropriation of 2022 earnings								
Legal reserve	-	-	226,006	-	(226,006)	-	-	-
Special reserve	-	-	-	(288,902)	288,902	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(999,020)	-	-	(999,020)
	-	-	226,006	(288,902)	(936,124)	-	-	(999,020)
Net profit for the year ended December 31, 2023	-	-	-	-	1,415,377	-	-	1,415,377
Other comprehensive loss for the year ended December 31, 2023, net of income tax	-	-	-	-	-	(42,655)	-	(42,655)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	1,415,377	(42,655)	-	1,372,722
BALANCE AT DECEMBER 31, 2023	908,200	1,639,532	1,029,440	330,291	4,498,962	(362,946)	(10,000)	8,033,479
Appropriation of 2023 earnings								
Legal reserve	-	-	141,538	-	(141,538)	-	-	-
Special reserve	-	-	-	42,655	(42,655)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(771,970)	-	-	(771,970)
	-	-	141,538	42,655	(956,163)	-	-	(771,970)
Net profit for the year ended December 31, 2024	-	-	-	-	1,712,809	-	-	1,712,809
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	-	232,801	-	232,801
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	1,712,809	232,801	-	1,945,610
BALANCE AT DECEMBER 31, 2024	\$ 908,200	\$ 1,639,532	\$ 1,170,978	\$ 372,946	\$ 5,255,608	\$ (130,145)	\$ (10,000)	\$ 9,207,119

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

TOPKEY CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

	2024	2023 (Adjusted)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,080,739	\$ 1,776,906
Adjustments for:		
Depreciation expenses	84,396	65,392
Expected credit loss	2,422	5,286
Finance costs	7,189	15,715
Interest income	(117,737)	(93,360)
Share of profit of subsidiaries	(807,636)	(664,594)
Gain on disposal of property, plant and equipment	(21)	(335)
Reversal of impairment loss recognized on property, plant and equipment	(224)	(8,664)
(Reversal of) write-downs of inventories	(2,004)	33,841
Realized gain on the transactions with subsidiaries	(564)	(4,558)
Net loss on unrealized foreign currency exchange	487	6,400
Amortization of prepayments	6,180	2,684
Changes in operating assets and liabilities:		
Trade receivables	(423,332)	689,554
Other receivables	(8,721)	6,410
Inventories	15,889	464,335
Other current assets	(20,030)	(48,031)
Notes payable	800	200
Trade payables	522,641	(677,037)
Other payables	13,303	(28,578)
Other current liabilities	123,007	237,100
Other non-current liabilities	29,661	(33,013)
Cash generated from operations	1,506,445	1,745,653
Interest received	119,543	89,213
Interest paid	(7,215)	(16,305)
Income tax paid	(544,740)	(351,024)
Net cash generated from operating activities	1,074,033	1,467,537
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of investments accounted for using the equity method	(21,096)	-
Acquisition of property, plant and equipment	(465,674)	(1,165,989)
Proceeds from disposal of property, plant and equipment	230	1,825
Decrease (increase) in refundable deposits	(202)	899
Increase in other non-current assets	(7)	(7)
Increase in prepayments for equipment	(1,588)	(5,956)
Dividends received	1,470,690	629,825
Net cash generated from (used in) investing activities	982,353	(539,403)

CASH FLOWS FROM FINANCING ACTIVITIES

(Continued)

TOPKEY CORPORATION**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)**

	2024	2023 (Adjusted)
Proceeds from short-term borrowings	\$ -	\$ 1,149,000
Repayments of short-term borrowings	(520,000)	(2,185,000)
Proceeds from long-term borrowings	318,939	349,691
Proceeds from (refund of) guarantee deposits	80	(62,170)
Repayments of the principal portion of lease liabilities	(29,336)	(28,212)
Cash dividends paid distributed to owners of the Company	<u>(771,970)</u>	<u>(999,020)</u>
Net cash used in financing activities	<u>(1,002,287)</u>	<u>(1,775,711)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,054,099	(847,577)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,166,616</u>	<u>3,014,193</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,220,715</u>	<u>\$ 2,166,616</u>

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

(Concluded)

VI. Cross Reference Table of Amendment of the Company's "Articles of Incorporation"

Name: T-CG-01-XX04 Articles of Incorporation

Amended Article No.	Current Article No.	Amended Article	Current Article	Explanation on Amendment
Article 2	Article 2	<p>The Company is engaged in the research, design, development, manufacture, and sale:</p> <p>I. Thermal Plastic Composite Fiber Materials & Components (including TP Prepreg and 3C Products).</p> <p>II. Thermal Set Composite Materials & Components (including Transportation and Aircraft Interior Equipment, CF Related Prepregs and Components).</p> <p>III. Medical Composite Fiber Parts & Components.</p> <p>Business classification and code of the above-mentioned products' scope of business:</p> <ol style="list-style-type: none"> 1.C901990 Other non-metallic mineral products manufacturing. 2.C802120 Industrial and additive manufacturing. 3.C805050 Industrial plastic products manufacturing. 4.CA02010 Manufacturing of metal structure and architectural components. 5.CD01060 Aircraft and parts manufacturing. 6.CF01011 Medical devices manufacturing. 7.CD01050 Bike and its parts manufacturing. 8.CD01990 Other transport equipment and its parts manufacturing. 9.<u>CH01010 Sporting goods manufacturing.</u> 10. <u>CJ01010 Cap manufacturing.</u> 11. <u>CQ01010 Molds manufacturing.</u> 12. F401010 International trade (Limited to the above-mentioned related 	<p>The Company is engaged in the research, design, development, manufacture, and sale:</p> <p>I. Thermal Plastic Composite Fiber Materials & Components (including TP Prepreg and 3C Products).</p> <p>II. Thermal Set Composite Materials & Components (including Transportation and Aircraft Interior Equipment, CF Related Prepregs and Components).</p> <p>III. Medical Composite Fiber Parts & Components.</p> <p>Business classification and code of the above-mentioned products' scope of business:</p> <ol style="list-style-type: none"> 1.C901990 Other non-metallic mineral products manufacturing. 2.C802120 Industrial and additive manufacturing. 3.C805050 Industrial plastic products manufacturing. 4.CA02010 Manufacturing of metal structure and architectural components. 5.CD01060 Aircraft and parts manufacturing. 6.CF01011 Medical devices manufacturing. 7.CD01050 Bike and its parts manufacturing. 8.CD01990 Other transport equipment and its parts manufacturing. 9.F401010 International trade (Limited to the above-mentioned related products). <p>Business operation for the following items can be only conducted outside of the science park.</p>	<p>In order to expand the manufacturing product line, it is planned to add rackets, helmets, etc. to the business items of the Central Taiwan Science Park.</p>

Amended Article No.	Current Article No.	Amended Article	Current Article	Explanation on Amendment
		<p>products).</p> <p>Business operation for the following items can be only conducted outside of the science park.</p> <p>13. C901020 Glass and glass products manufacturing.</p> <p>14. CD01010 Ship and its parts manufacturing.</p> <p>15. CB01990 Other machinery manufacturing.</p> <p>16. I199990 Other consultancy.</p> <p>17. F107990 Other chemicals wholesaling.</p> <p>18. F207990 Other chemicals retailing.</p> <p>19. I101100 Aviation consulting.</p> <p>20. H703100 Real estate lease.</p> <p>21. F106030 Molds wholesaling.</p> <p>22. F206030 Molds retailing.</p> <p>23. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>10. <u>CH01010 Sporting goods manufacturing.</u></p> <p>11. C901020 Glass and glass products manufacturing.</p> <p>12. <u>CJ01010 Cap manufacturing.</u></p> <p>13. CD01010 Ship and its parts manufacturing.</p> <p>14. CB01990 Other machinery manufacturing.</p> <p>15. I199990 Other consultancy.</p> <p>16. F107990 Other chemicals wholesaling.</p> <p>17. F207990 Other chemicals retailing.</p> <p>18. I101100 Aviation consulting.</p> <p>19. H703100 Real estate lease.</p> <p>20. <u>CQ01010 Molds manufacturing.</u></p> <p>21. F106030 Molds wholesaling.</p> <p>22. F206030 Molds retailing.</p> <p>23. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p>	
Article 30	Article 30	<p>In case the Company gains profit in the year, the following profit-sharing compensation shall be appropriated as follows:</p> <p>1. 3% - 10% of profit-sharing compensation for employees, <u>among which the amount of compensation for non-executive employees shall not be less than 30%.</u></p> <p>2. No more than 5% of profit-sharing compensation for directors.</p> <p>However, the accumulated losses of the Company, if any, shall be covered first.</p> <p>The preceding profit-sharing compensation for employees shall be distributed in stock or cash, including the employees of subsidiaries who meet the specific requirements.</p>	<p>In case the Company gains profit in the year, the following profit-sharing compensation shall be appropriated as follows:</p> <p>1. 3% - 10% of profit-sharing compensation for employees.</p> <p>2. No more than 5% of profit-sharing compensation for directors.</p> <p>However, the accumulated losses of the Company, if any, shall be covered first.</p> <p>The preceding profit-sharing compensation for employees shall be distributed in stock or cash, including the employees of subsidiaries who meet the specific requirements.</p>	<p>As per the Financial Supervisory's order with reference to File of Chin-kuan-cheng-fa-tzu No. 1130385442 on November 8, 2024, in accordance with the supplementary regulations, as stipulated in Paragraph 6, Article 14 of the Securities and Exchange Act, <u>a company in TWSE/TPEX shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees. Amendment of the articles of incorporation shall be</u></p>

Amended Article No.	Current Article No.	Amended Article	Current Article	Explanation on Amendment
				completed at the shareholders' meeting in 2025 at the latest. Non-executive employees are those non-managerial employees whose salary level is less than the specific amount; the preceding "specific amount" shall be determined by the Company in consideration of its own operation status and industry features, but it shall not be lower than the salary level of non-executive employees, as defined in the "Regulations for Tax Preferences Provided to Small and Medium Enterprise on Wage Payment Raising". (The current average monthly regular salary is NT\$63,000).
Article 33	Article 33	This Article of Incorporation was adopted on April 22, 1980. The 1st amendment was made on June 10, 1980. (.... Omitted.) The 25th amendment was made on May 27, 2020. The 26th amendment was made on May 31, 2024. <u>The 27th amendment was made on May 28, 2025.</u>	This Article of Incorporation was adopted on April 22, 1980. The 1st amendment was made on June 10, 1980. (.... Omitted.) The 25th amendment was made on May 27, 2020. The 26th amendment was made on May 31, 2024.	Amend the article by appending the date of amendment.
Blank below				

VII. The Company's 16th Directors and Independent Directors nomination list

Name list for directors and independent directors candidates:

Candidate identity	1 (Director)	2 (Director)	3 (Director)	4 (Director)	5 (Director)	6 (Director)
Name	Shen, Wen-Chen	Chang, Kwei-Lin	Shen, Pei-Ni	Chu, Tong-Chen	Lin, Kuo-Feng	Chuang, Chao-Yueh
Household ID number/ National ID No.	1	12	27	4	10	B1003****
Education	Honorary Doctoral Degree, College of Engineering, National Taipei University of Technology, National Taipei Institute of Technology, Department of Chemical Engineering	Department of Foreign Languages and Literatures, National Chung Hsing University (non-completion)	Master's in Physics, Imperial College of London, Bachelor in Materials, Imperial College of London	National Taipei Institute of Technology, Department of Chemical Engineering	School of Foreign Languages and Cultures, Soochow University	Taichung Junior Teachers College
Experiences	Vice President, Kun Nan Enterprise Ltd., 13th Taiwan Youth Model of Enterprise, 4th and 5th term Chairperson of the Taiwan Aerospace Industry Association, 2015 Government Technology Project Control and Review Committee member, Xiamen Color Stickers Co., Ltd., Chairperson, Managing Director of this Company, Taiwan Aerospace Corporation Director;	Sales, Ya Tai Industry Corporation; Managing Director, Director of Xiamen Keen Tech Composite Technology Co., Ltd., Director, Chairperson of Xiamen Color Stickers Co., Ltd., GM, supervisor, chairperson of Xiamen Yu Quan Composite Technology Co., Ltd.; GM of this Company's procurement and contracting center; Director of Topkey	Director of Xiamen Keen Tech Composite Technology Co., Ltd., Responsible person of Composite Solutions Corporation; Deputy GM of this Company's aerospace and medical business unit; Executive Assistant of the Company's chairperson; Director of the Company's technology R&D; Executive VP of the Company's Houxi plant;	Deputy Director, Nai Lung Plant, Formosa Chemicals and Fibre Corporation, Vice Chairperson and Director, Xiamen Keen Tech Composite Technology Co., Ltd., Supervisor of Xiamen Color Stickers Co., Ltd., Managing Director of this Company, Chair of Rotary Club of Taichung;	The Company's supervisor	Teacher, Nan Yang Elementary School; The Company's supervisor; Responsible person, U T Game Co., Ltd. ;

Candidate identity	1 (Director)	2 (Director)	3 (Director)	4 (Director)	5 (Director)	6 (Director)
Name	Shen, Wen-Chen	Chang, Kwei-Lin	Shen, Pei-Ni	Chu, Tong-Chen	Lin, Kuo-Feng	Chuang, Chao-Yueh
		Foundation;	Project VP of the Company's Chairperson Office; VP of the Company;			
Current position	The Company' s Chairperson ; The Chairperson of New Score Holding Limited 、 New Score Investment Limited 、 Musonic Corporation 、 Xiamen Keentech Composite Technology Co., Ltd 、 Xiamen Xin Hong Zhou Precision Technology Co., Ltd. 、 XPT Investment Co., Limited 、 Xiamen Yeu Chuan Composite Technology Co., Ltd. 、 Eic Holding Limited 、 XPT Precision Company Limited 、 Topkey Foundation ; The director of TOPKEY (VIETNAM) Corporation Company Limited ;	The Company' s vice Chairperson ; Responsible person of TOPKEY (VIETNAM) Corporation Company Limited ; The vice Chairperson of Xiamen Keentech Composite Technology Co., Ltd ; The director of New Score Investment Limited 、 Eic Holding Limited 、 Xiamen Xin Hong Zhou Precision Technology Co., Ltd. 、 XPT Precision Company Limited ; The supervisor of Xiamen Yeu Chuan Composite Technology Co., Ltd.	The Company' s director and General manager ; The Chairperson of Xiamen Valver Color Sticker Co., Ltd. The director and General manager of Xiamen Keentech Composite Technology Co., Ltd ; Director of Xiamen Xin Hong Zhou Precision Technology Co., td. 、 Xiamen Yeu Chuan Composite Technology Co., Ltd. 、 TOPKEY (VIETNAM) Corporation Company Limited 、 XPT Precision Company Limited	The Company' s director ; The director of XPT Investment Co., Limited 、 Eic Holding Limited 、 Xiamen Valver Color Sticker Co., Ltd. 、 Topkey Foundation ; Supervisor of Xiamen Keen Tech Composite Technology Co., Ltd., 、 Xiamen Xin Hong Zhou Precision Technology Co., Ltd. 、 TOPKEY (VIETNAM) Corporation Company Limited ;	The Company' s director ; Responsible person, Asia Regent Corporation ; Supervisor, NK Cells Asia Co., Ltd. ;	The Company' s director ; Director of Topkey Foundation;

Candidate identity	1 (Director)	2 (Director)	3 (Director)	4 (Director)	5 (Director)	6 (Director)
Name	Shen, Wen-Chen	Chang, Kwei-Lin	Shen, Pei-Ni	Chu, Tong-Chen	Lin, Kuo-Feng	Chuang, Chao-Yueh
Number of Shares	9,654,182 shares	2,918,846 shares	1,922,394 shares	3,457,789 shares	1,392,935 shares	0 shares
Name of the government or juristic person represented	None	None	None	None	None	None

Candidate identity	7 (Independent director)	8 (Independent director)	9 (Independent director)	10 (Independent director)
Name	Yang, Ying-Hwang	Lee, Cherng	Hsu, Chung-Hua	Hsiao, Yao-Kuei
Household ID number/ National ID No.	T1015*****	A1206*****	A1206*****	N1220*****
Education	National Taipei University of Technology EMBA	PhD, Law School, Tulane University Masters, Law School, Tulane University Bachelor, Law Department, Tunghai University	Bachelor of University of Wisconsin-Madison	Ph.D. of Department of Polymer Engineering, Engineering College of National Taiwan University of Science and Technology
Experiences	Director, FORMOSA PLASTICS MARINE CORPORATION; Director, FORMOSA PLASTICS MARITIME CORP.; Supervisor, FORMOSA CHEMICALS & FIBRE CORPORATION; Supervisor, Formosa Petrochemical Corporation; Director, Formosa Petrochemical Corporation; Managing Director, FORMOSA PLASTICS MARINE CORPORATION; Senior VP, Formosa Petrochemical Corporation; Director, Management Office, Formosa Plastics Group; Deputy MD,	Part-time Associate Professor, College of Law, Tunghai University, Attorney at Lee & Tsai. Attorney, Consultant, Direction International Patent Trademark and Law Office; Department Head, College of Law, Tunghai University; Investigation Committee Consultant, Ministry of Economic Affairs; Representative of a juristic person director, Ginko International Co., Ltd. ;	Reporter of Reuters News & Media Limited; Director of BLOOMBERG L.P., TAIPEI BRANCH (U.S.A.); Vice President of EY Transaction Advisory Services Inc.; Senior Vice President of Deloitte Consulting Corp.	Professor-level professional technologist of Department of Chemical and Materials Engineering, Tunghai University; Review Committeeman of Joint Venture Investment Committee, National Development Fund, Executive Yuan; Independent Director of Hon. Precision, Inc.

Candidate identity	7 (Independent director)	8 (Independent director)	9 (Independent director)	10 (Independent director)
Name	Yang, Ying-Hwang	Lee, Cherng	Hsu, Chung-Hua	Hsiao, Yao-Kuei
	Management Office, Formosa Plastics Group; Senior VP, Management Office, Formosa Plastics Group; Senior Deputy MD, Management Office, Formosa Plastics Group;			
Current position	The Company's Independent Director	Adjunct Director and Associate Professor, EMBA of Tunghai University、Part-time Associate Professor, Feng Chia University、Independent Director of Rexon Industrial Corp.、Independent Director of Horien Biochemical Technology Co., Ltd.、Director of Topkey Foundation;	General Manager of Qiao Chuan Capital Co., Ltd.	General Manager of Plastics Industry Development Center
Number of shares held	0 shares	0 shares	0 shares	0 shares
Name of the government or juristic person represented	None	None	None	None

VIII. Non-competition restrictions situation of the Company's newly elected directors

Position	Name	Scope of releasing the newly elected directors (including independent directors) from non-competition restrictions
Director	Shen, Wen-Chen	Chairperson, Xiamen Xin Hong Zhou Precision Technology Co., Ltd. Chairperson, XPT Investment Co., Limited Chairperson, Xiamen Yeu Chuan Composite Technology Co., Ltd. Chairperson, EIC Holding Limited Chairperson, XPT Precision Company Limited
Director	Chang, Kwei-Lin	Director, Xiamen Xin Hong Zhou Precision Technology Co., Ltd. Director, XPT Investment Co., Limited Supervisor, Xiamen Yeu Chuan Composite Technology Co., Ltd. Director, EIC Holding Limited Director, XPT Precision Company Limited
Director	Shen, Pei-Ni	Director, Xiamen Xin Hong Zhou Precision Technology Co., Ltd. Director, Xiamen Yeu Chuan Composite Technology Co., Ltd. Director, XPT Precision Company Limited
Director	Chu, Tong-Chen	Supervisor, Xiamen Xin Hong Zhou Precision Technology Co., Ltd. Director, XPT Investment Co., Limited Director, EIC Holding Limited
Director	Lin, Kuo-Feng	Responsible person of Asia Regent Corporation
Director	Chuang, Chao-Yueh	None.
Independent director	Yang, Ying-Hwang	None.
Independent director	Lee, Cherng	Independent Director, Rexon Industrial Corp. Independent Director, Horien Biochemical Technology Co., Ltd.
Independent director	Hsu, Chung-Hua	General Manager of Qiao Chuan Capital Co., Ltd.
Independent director	Hsiao, Yao-Kuei	General Manager of Plastics Industry Development Center

Note: Directors who are concurrently acting as managerial personnel of another company, and if the two companies are of 100 percent parent and subsidiary company relationship, this will not constitute competition behavior of Article 32 and 209 of the Company Act. (Ref. Jing shang zhi No. 09500626690, October 12, 2006, Ministry of Economic Affairs (MOEA))

IV. Appendices

1. The Company's "Rules of Procedure for Board of Directors Meetings" before Amendment

1. General Provisions
 - 1.1. Purpose of Adoption

To establish a strong governance system and sound supervisory capabilities for the Company's Board of Directors, and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".
 - 1.2. Scope of Application

In terms of the Company's rules of procedure for Board of Directors meetings, the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with these Regulations.
 - 1.3. Responsible Unit

The financial headquarters is the management unit of these rules.
 - 1.4. Definition of Terms

None
2. Topic Content
 - 2.1. The Company's Board of Directors shall meet quarterly.

The reasons for calling a Board of Directors meeting shall be notified to each director seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

All matters set out in each subparagraph of Paragraph 1 of Article 2.5 in these Rules shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion.
 - 2.2. The Company's Board of Directors meeting shall be held at the location and during the business hours of the Company, or at a place and time convenient to all directors and suitable for holding such a meeting.
 - 2.3. The Board of Directors of the Company shall appoint the financial headquarters to work on the related agenda affairs.

The agenda working group shall prepare agenda items for Board of Directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.

A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.
 - 2.4. Agenda items for regular Board of Directors meetings shall include at least the following:
 1. Reports:
 - (1) Minutes of the last meeting and actions arising.
 - (2) Reporting on important financial and business matters.
 - (3) Reporting on internal audit activities.
 - (4) Other important matters to be reported.
 2. Discussions:
 - (1) Items discussed and continued from the last meeting.
 - (2) Items for discussion at this meeting.
 3. Extraordinary motions.
 - 2.5. The following items should be submitted to the Company's Board of Directors for discussion:
 1. Corporate business plan.
 2. Annual financial reports and the Q2 financial statements, which need be audited and attested by CPAs.
 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.
 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
 5. The offering, issuance, or private placement of any equity-type securities.
 6. If the Board of Directors does not have managing directors, the election or discharge of the chairman of the Board of Directors.

7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in this paragraph shall be calculated instead as 2.5 percent of shareholder equity.)

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board of Directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

- 2.6. When a meeting of the Board of Directors of the Company is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the Company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting. A proxy may accept a proxy from one person only.

- 2.7. Where a meeting of the Board of Directors of the Company is called by the chairman of the board, the meeting shall be chaired by the chairman. However, where the first meeting of each newly elected Board of Directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the Board of Directors is called by a majority of directors on their own initiative in accordance with Paragraph 4, Article 203 or Paragraph 3, Article of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the chairman of the board is on leave or for any reason is unable to exercise the powers of the chairman, the vice chairman shall do so in place of the chairman, or, if there is no vice chairman or the vice chairman also is on leave or for any reason is unable to act, by a director designated by the chairman, or if the chairman does not make such a designation, by a director elected by and from among themselves.

- 2.8. When holding a meeting of the Board of Directors, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants. When necessary, the Company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

- 2.9. When the time of a meeting has arrived and one half all board directors are present, the meeting chair shall immediately call the meeting to order. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Paragraph 2 of Article 2.1.

The term "all board directors " as used in the preceding paragraph and in Subparagraph 2, Paragraph 2 of Article 2.14 shall be calculated as the number of directors then in office.

- 2.10.** A Board of Directors meeting of the Company shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.
The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.
If at any time during the proceeding of a Board of Directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Paragraph 1 of Article 2.9 shall apply *mutatis mutandis*.
- 2.11.** When the chair at a Board of Directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.
When a proposal comes to a vote at a Board of Directors meeting, if the chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. If an objection is made in that regard, the matter shall be immediately brought for voting.
The voting method shall be by a show of hands.
"All directors present at the meeting" in Paragraph 2 does not include directors prohibited from exercising voting rights pursuant to Paragraph 1 of Article 2.13.
- 2.12.** Except as otherwise stated in the Securities and Exchange Act or in the Company Act, a resolution on a matter at a Board of Directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.
When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
The voting results shall be reported on-site with records taken.
- 2.13.** If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.
Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item, such director shall be deemed to be an interested party with respect to that agenda item.
The provisions of Paragraph 2, Article 180 of the Company Act, as applied *mutatis mutandis* under Paragraph 4, Article 206 of that Act, apply to resolutions of Board of Directors meetings when a director is prohibited by the regulations from exercising voting rights.
- 2.14.** Minutes shall be prepared of the discussions at the Board of Directors meetings of the Company. The meeting minutes shall record the following:
1. Year, time, and place of meeting.
 2. Name of the meeting chair.
 3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
 4. Names and titles of those attending the meeting as nonvoting participants.
 5. Name of minutes taker.
 6. Matters reported on.
 7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Paragraph 4 of Article 2.5.
 8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
 9. Other matters required to be recorded.
- Any of the following matters in relation to a resolution passed at a meeting of the Board of Directors shall be stated in the meeting minutes and within two days of the meeting be published on

the Market Observation Post System designated by the Financial Supervisory Commission:

- (1) Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- (2) Any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

The attendance book forms a part of the minutes for each Board of Directors meeting and shall be well preserved during the existence of the company.

The minutes of a Board of Directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

- 2.15.** The company shall record on audio or video tape the entire proceedings of a Board of Directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a Board of Directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a Board of Directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

- 2.16.** Except the discussion matters that shall be proposed for discussion at the Company Board of Directors meetings, as referred to Article 2.5, the Board of Directors authorizes the chairman to exercise the duties and power of the Board of Directors in accordance with the laws or the Company's articles of incorporation. The content of authorization is as follows:

1. Depending on the company's operation capital, handle with full authority the loan limit, requirements and other relevant matters, depending on the company's operation capital, and report the implementation status thereof to the Board of Directors.
2. Depending the company's operation capital, carry out endorsement/guarantee matters subject to the amount limit as set forth in the procedures for making of endorsements/guarantees and proceed with transactions subject to the amount limit, as set out in the procedures for acquisition or disposal of assets, and report the implementation status to the Board of Directors.
3. Adjust the Company's organization and amend the organizational regulations.

3. Supplementary Provisions

- 3.1.** Method and Procedure of Adoption, Amendment and Revocation.

The adoption and amendment of these Rules of Procedure shall be approved by the Board of Directors, and submitted to the shareholders' meeting for reporting.

- 3.2.** Announced Date of Implementation and Date of Amendment.

These Rules of Procedure were adopted on December 1, 2009.

The first amendment was made on December 17, 2012.

The second amendment was made on December 24, 2015.

The third amendment was made on August 5, 2016.

The fourth amendment was made on November 10, 2017.

The fifth amendment was made on August 13, 2020.

The sixth amendment was made on December 12, 2022.

- 4.** Attachments and Generated Forms

None

2. The Company's "Rules of Procedure for Shareholders' Meeting"

1. General Provisions

1.1. Purpose of Adoption

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Company Act and the relevant provisions.

1.2. Scope of Application

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

1.3. Responsible Unit

The financial headquarters is the management unit of these Rules.

1.4. Definition of Terms

None

2. Topic Content

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

Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for adoption, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting. However, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. Before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.

2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.

3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The shareholders who hold 3% or more of the total number of issued shares for consecutive one year or more shall specify in writing the items and reasons of the proposals and ask the Board of Directors to convene a special shareholders' meeting.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Paragraph 1, Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

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

2.2. A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. A shareholder may propose

a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.

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

- 2.3. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

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

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

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

- 2.4. The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person. Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

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

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date. In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

- 2.5. To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.

2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to

natural disasters, accidents or other force majeure events, at least covering the following particulars:

(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

(2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session

(3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

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

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

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

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

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

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

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

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

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

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

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

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

2.9. Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in. In addition, the number of shares whose voting rights are exercised by correspondence of electronically, as adopted by the Company, shall be calculated altogether.

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

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month; in the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 2.4.

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

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

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

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

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

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number, and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

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

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

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

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

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

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

- 2.13.** A shareholder of the Company shall be entitled to one vote for each share held, unless otherwise provided for in the laws. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

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

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

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

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

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

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 2.4 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

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

- 2.15.** The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

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

- 2.16.** Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes of the preceding paragraph may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

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

When a proposal comes to a vote at a shareholders' meeting, if the chair puts the matter before all shareholders present at the meeting and none voices an objection, the matter is deemed approved. If an objection is made in that regard, the adoption of the voting method and passage of the number of voting rights, and the proportion of voting rights shall be specified.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

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

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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

- 2.18.** Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

- 2.19.** In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the

regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

2.20. When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location in Taiwan, and the chair shall declare the address of their location when the meeting is called to order.

2.21. In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

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

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the second half of Article 12, and Paragraph 3, Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

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

3. Supplementary Provisions

3.1. Method and Procedure of Adoption, Amendment and Revocation.

These Rules of Procedure shall take effect after having been approved in sequence by the Audit Committee and the Board of Directors, and submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

3.2. Announced Date of Implementation and Date of Amendment.

These Rules of Procedure shall take effect after announcement on June 15, 2010.

The 1st amendment was made on May 16, 2011.

The 2nd amendment was made on October 25, 2011.

The 3rd amendment was made on June 12, 2012.

The 4th amendment was made on June 10, 2013.

The 5th amendment was made on May 27, 2015.
The 6th amendment was made on May 31, 2016.
The 7th amendment was made on May 27, 2020.
The 8th amendment was made on July 29, 2021.
The 9th amendment was made on May 31, 2023.

4. Attachments and Forms Generated
None

3. The Company's "Articles of Incorporation" before Amendment

Chapter I General Provisions

Article 1: The Company is incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name is 拓凱實業股份有限公司 in the Chinese language, and Topkey Corporation in the English language.

Article 2: The Company is engaged in the research, design, development, manufacture, and sale:

I. Thermal Plastic Composite Fiber Materials & Components (including TP Prepreg and 3C Products).

II. Thermal Set Composite Materials & Components (including Transportation and Aircraft Interior Equipment, CF Related Prepregs and Components).

III. Medical Composite Fiber Parts & Components.

Business classification and code of the above-mentioned products' scope of business:

1. C901990 Other non-metallic mineral products manufacturing.
2. C802120 Industrial and additive manufacturing.
3. C805050 Industrial plastic products manufacturing.
4. CA02010 Manufacturing of metal structure and architectural components.
5. CD01060 Aircraft and parts manufacturing.
6. CF01011 Medical devices manufacturing.
7. CD01050 Bike and its parts manufacturing.
8. CD01990 Other transport equipment and its parts manufacturing.
9. F401010 International trade (Limited to the above-mentioned related products).

Business operation for the following items can be only conducted outside of the science park.

10. CH01010 Sporting goods manufacturing.
11. C901020 Glass and glass products manufacturing.
12. CJ01010 Cap manufacturing.
13. CD01010 Ship and its parts manufacturing.
14. CB01990 Other machinery manufacturing.
15. I199990 Other consultancy.
16. F107990 Other chemicals wholesaling.
17. F207990 Other chemicals retailing.
18. I101100 Aviation consulting.
19. H703100 Real estate lease.
20. CQ01010 Molds manufacturing.
21. F106030 Molds wholesaling.
22. F206030 Molds retailing.
23. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in the Central Taiwan Science Park, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set branch offices within or outside the territory of the Republic of China.

Article 4: Public announcements of the Company shall be made according to Article 28 of the Company Act.

Article 5: The Company shall make external guarantee for the business needs.

Article 6: This article is deleted.

Article 7: Unrestricted by Article 13 of the Company Act, the Company shall reinvest in other enterprises for the business needs.

Chapter II Shares

Article 8: The total capital stock of the Company shall be in the amount of 1,800,000,000 New Taiwan Dollars, divided into 180,000,000 shares, at one New Taiwan Dollars each, among which the unissued shares shall be issued in installments, depending on business needs of the company.

Article 9: The Company is exempted from printing any share certificate for the shares issued. However,

the issued shares should be registered with a centralized securities depository enterprise.

The Company is exempted from printing any share certificate for the shares issued. However, the issued shares should be registered with a centralized securities depository enterprise.

Article 10: Unless otherwise provided for in the laws and securities regulations, stock transfer, if any, shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies”.

Article 11: Unless otherwise provided for in the laws and securities regulations, stock loss or damage, if any, shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies”.

Article 12: Registration for transfer of shares shall be suspended for a period of sixty days before the convening date of a regular shareholders’ meeting, thirty days before the convening date of a special shareholders’ meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

Article 13: Unless otherwise provided for in the laws and securities regulations, the operationst of the shareholder services shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies”.

Chapter III Shareholders’ Meeting

Article 14: Shareholders’ meetings are divided into the regular shareholders’ meeting and the special shareholders’ meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. A notice shall be made for convening shareholders’ meetings in accordance with the Company Act and the relevant statutory regulations, published by the competent authority. With the consent of shareholders, the notice for convening shareholders’ meetings shall be made by the electronic means.

The Company shall convene either the physical or virtual shareholders’ meetings (including the virtual-only shareholders’ meeting and video-assisted shareholders’ meeting), or the shareholders’ meeting by other means, published by the central competent authority. The Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 15: Unless otherwise provided for in the Company Act and relevant statutory regulations, the resolutions at the shareholders’ meeting shall be made by attendance share in person or by proxy of shareholders who represent a majority of the total number of issued shares and with the concurrence of a majority of votes held by the shareholders present at the meeting.

Article 16: Unless otherwise provided for in the laws, each shareholder of the Company is entitled to one vote for each share held.

Article 17: When a shareholder is unable to attend the shareholders’ meeting for some reason, he/she shall prepare the power of attorney to authorize the proxy to attend the meeting. Matters related to use and cancellation of the foregoing power of attorney shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies”.

Article 18: Matters relating to the resolutions of a shareholders’ meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The aforesaid meeting minutes shall be distributed by announcement.

The meeting minutes shall record not only the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, but also a summary of the deliberations and their results. The minutes shall be retained for the duration of the existence of the Company. The attendance book of the attending shareholders and the power of attorney for attendance by proxy shall be kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, they shall be retained until the conclusion of the litigation. The preceding meeting minutes may be produced and distributed in electronic form.

Article 18-1: If the Company's stock is intended to be cancelled for public offering, a special resolution shall be made at the shareholders' meeting, and this article shall remain unchanged during the period of the company's listing on the emerging market, the TWSE and TPEx.

Chapter IV Directors

Article 19: The Company shall have 9 – 11 Directors, who shall be elected at the shareholders' meeting from among the individuals of legal capacity, with a term of three years, and shall be reelected. However, in case no election of new directors is effected after expiration of the term of office of existing directors, the term of office outgoing directors shall be extended till the time new directors have been elected and assumed their office. After the directors are elected, the Company may only purchase the liability insurance for the elected directors only by a resolution at the meeting of the Board of Directors. The total shareholding ratio of the Company whole directors shall comply with the Company Act and the regulations of the competent securities authority.

Article 19-1: The directors election adopts the candidate nomination system in accordance with Article 192-1 of the Company Act. Matters relating the method of acceptance and announcement, etc. of the director candidate nomination shall be handled pursuant to the Company Act, and the relevant laws and regulations of the Securities and Exchange Act. The election of independent directors and non-independent directors shall be concurrently conducted and the election quota shall be respectively calculated.

Article 19-2: Among the directors of the Company, the independent directors shall not be less than three in number and not less than one-fifth of the total number of directors. The candidate nomination system shall be adopted for the independent directors who shall be elected at the shareholders' meeting from among the independent director candidates. Matters regarding professional qualifications on shareholdings and concurrent positions held, assessment of independence, method of nomination, method of election, and other matters shall be handled in accordance with the Company Act and the relevant statutory regulations of the competent securities authority.

Article 20: Except otherwise approved by the competent authority, a majority of directors of the Company shall not have one of the following relations:

1. Spouse.
2. Relatives within the second degree of kinship.

Article 21: The Company shall have one chairman, who shall be elected from among the directors at the meeting of the Board of Directors, which is attended by more than two-thirds with the consent of a majority of attending directors, and one vice chairman shall be elected in the same manner. The Chairman externally represents the Company, and shall carry out all affairs of the Company subject to the laws, regulations, and the resolutions of the shareholders' meetings, and the Board of Directors meetings.

Article 22: Except the matters which shall be resolved at the shareholders' meetings, the business policies and other important matters of the Company shall be determined by the resolutions of the Board of Directors meetings. Except the first meeting of each newly elected Board of Directors, which shall be convened in accordance with Article 203 of the Company Act, other meetings shall be convened by the chairman who shall act as a chair of the meeting. In case the chairman fails to perform duties, the vice chairman shall act on his/her behalf. When the vice chairman takes leaves or fails to perform duties for some reason, the chairman shall designate one director on his/her behalf. In case of no designation, one director shall be appointed as his/her proxy from among the directors. Unless otherwise provided for in the Company Act, the resolution of the meetings of the Board of Directors shall be approved by a majority of directors who attend the meetings with the consent of a majority of attending directors. In case the directors are absent for some reason, they shall prepare the power of attorney, specifying the scope of authorization for convening cause, to authorize other directors to attend the meetings of the Board of Directors on his/her behalf. Only one power of attorney shall be issued by one director. The virtual meetings of the Board of Directors may be convened. Those directors who attend the virtual meetings shall be deemed to have attended the meeting in person.

Article 23: Matters relating to the resolutions of a Board of Directors meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each director within 20 days after the conclusion of the meeting. The meeting minutes shall record a summary of the deliberations and their results. The minutes shall, along with the attendance book of the attending directors and power of attorney for attendance by proxy, be retained for the duration of the existence of the Company. The preceding meeting minutes may be produced and distributed in electronic form.

Article 24: This article is deleted.

Article 25: The Company appoints the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of whole independent directors. The Audit Committee or its members take charge of performing duties and power of supervisors, as prescribed in the Company Act, the Securities and Exchange Act, and other laws and regulations.

Effective the date of establishment of the Audit Committee, the rights and responsibilities of the Company's supervisors are superseded by the Audit Committee, and the provisions in respect of supervisors shall be never applicable.

Article 26: The remuneration of whole directors shall be determined by the Board of Directors under authorization, based on their participation in the Company's operation and their contribution value, and by referring to the normal level of the same industry. In case the Company gains earnings, the profit-sharing compensation shall be distributed pursuant to Article 30.

Article 26-1: When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of directors, the Board of Directors shall call, within the specified deadline, a special shareholders' meeting for by-election. The term of office of the succeeding directors shall only make up that of the former directors.

Article 26-2: This article is deleted (and incorporated into Article 19).

Chapter V Managerial Officer

Article 27: The Company may have one or more managerial officer. Appointment, discharge and the remuneration of the managerial officers shall comply with Article 29 of the Company Act.

Chapter VI Final Accounts

Article 28: The fiscal year of the Company is from January 1 to December 31 of each year.

Article 29: At the end of each fiscal year, the Board of Directors of the Company shall prepare various statements and records such as (1) the business report, (2) the financial statements, and (3) the surplus earning distribution or loss off-setting proposals, etc., send them to the Audit Committee for review within 30 days prior to the regular shareholders' meeting, and then submit the same to the regular shareholders' meeting for acceptance.

Article 30: In case the Company gains profit in the year, the following profit-sharing compensation shall be appropriated as follows:

1. 3% - 10% of profit-sharing compensation for employees.
2. No more than 5% of profit-sharing compensation for directors.

However, the accumulated losses of the Company, if any, shall be covered first.

The preceding profit-sharing compensation for employees shall be distributed in stock or cash, including the employees of subsidiaries who meet the specific requirements.

After closing of accounts, if there is profit, the Company shall first pay the income tax according to the law, make up the losses for the preceding years, then set aside a legal reserve of 10% of the net profit, and appropriate or reverse special surplus reserve pursuant to the regulations of the competent authority; the remaining profit shall be distributed to pay the dividend.

When the Board of Directors prepares the proposal of distribution in the form of new shares to be issued by the company, in case of any earnings, along with the undistributed earnings at the beginning of the period, such a distribution shall be made after a resolution is adopted by the shareholders' meeting.

In accordance with Paragraph 5, Article 240 of the Company Act, the Company shall authorize the Board of Directors by a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares of

the company, to pay in the form of cash the distributable dividends and bonuses, or legal reserve and capital reserve in whole or in part, as stipulated in Paragraph 1, Article 241 of the Company Act; a report thereof shall be submitted to the shareholders' meeting.

The development of the Company's industry is situated at the business expansion stage with urgent needs for capital, so the earnings distribution complies with the provisions of the Company Act and the Articles of Incorporation of the Company. In addition, the method of dividend distribution of each year shall be determined, depending on the company's capital planning and operation results. However, the stable and balanced dividend policy will be adopted in principle. The Board of Directors will make a resolution on the distribution method (cash dividend or stock dividend) and amount of the balance after distribution stated in subparagraphs 1 and 2 of the preceding paragraph plus the total amount of undistributed earnings in the preceding year, based on the operation results, financial status and capital planning, before the regular shareholders' meeting of each year. The bonus for shareholders, distributed by resolution shall not be less than 20% of the net amount of after-tax net profit deducting the legally-appropriated surplus reserve; among others, the ratio of cash dividend shall not be less than 20% of total dividend amount. However, the ratio of this cash dividend for shareholders shall depend on the actual profits and capital needs in the current year, and shall be adjusted by the resolution of the shareholders' meeting.

Article 30-1: The earnings distribution or loss make-up of the Company shall be made at the end of each fiscal year. The earnings distribution in cash shall be made by a resolution of the Board of Directors meeting with a report submitted to the shareholders' meeting, pursuant to Article 228-1, and Paragraph 5 of Article 240, the Company Act; it is not necessary to be submitted to the shareholders' meeting for acceptance.

The proposal of earnings distribution or loss make-up for the first half of the fiscal year shall be submitted, along with the business report and the financial statements, to the Audit Committee for review and then to the Board of Directors for making a resolution.

The earnings, distributed according to the preceding provision, shall be estimated and reserved for paying the taxes, making up the losses and setting aside the legal surplus reserve according to the law. However, this shall not apply, when the legal surplus reserve has reached the paid-in capital.

The earnings distribution by means of issuing new shares pursuant to the provisions of paragraph 2 shall be handled in accordance with Article 240 of the Company Act. The cash distribution shall be resolved by the Board of Directors meeting.

In case of the public offering of stock, the earnings distribution or loss make-up pursuant to the provisions of the preceding four paragraphs shall be based on the CPAs-audited or reviewed financial statements.

Article 30-2: In order to offer incentives and compensation for the employees of subsidiaries, including such incentives as employee's treasury stock, employee stock warrant, profit-sharing compensation for employees (stake), employee stock option and restricted stock award, etc., in addition to the Company's employees, the employees of the parent company and subsidiaries shall be entitled to the incentives.

Chapter VII Supplementary Provisions

Article 31: The organizational regulations and the operational bylaws of the Company shall be separately established by the Board of Directors.

Article 32: Any matters not covered in this Articles of Incorporation shall be handled in accordance with the regulations of the Company Act and other relevant laws and regulations.

Article 33: This Article of Incorporation was adopted on April 22, 1980.

The 1st amendment was made on June 10, 1980.

The 2nd amendment was made on July 1, 1980.

The 3rd amendment was made on September 10, 1982.

The 4th amendment was made on June 20, 1983.

The 5th amendment was made on November 16, 1984.

The 6th amendment was made on June 20, 1986.

The 7th amendment was made on October 28, 1989.
The 8th amendment was made on May 23, 1990.
The 9th amendment was made on October 5, 1991.
The 10th amendment was made on March 25, 1992.
The 11th amendment was made on October 15, 1993.
The 12th amendment was made on January 10, 1995.
The 13th amendment was made on March 6, 1997.
The 14th amendment was made on October 16, 1997.
The 15th amendment was made on December 1, 2001.
The 16th amendment was made on June 29, 2007.
The 17th amendment was made on October 9, 2009.
The 18th amendment was made on May 16, 2011.
The 19th amendment was made on October 25, 2011.
The 20th amendment was made on June 12, 2012.
The 21st amendment was made on May 27, 2015.
The 22nd amendment was made on May 31, 2016.
The 23rd amendment was made on May 26, 2017.
The 24th amendment was made on May 28, 2019.
The 25th amendment was made on May 27, 2020.
The 26th amendment was made on May 31, 2024.

4. The Company's "The Company Election of directors"

1. General provisions

1.1. Purpose

The Company's Board of Directors election will be held in a fair, just, and open manner in accordance with Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

1.2. Scope of application

The Company's Board of Directors election shall be based on this regulation, unless otherwise specified in the laws and regulations or the Company's Articles of Incorporation.

1.3. Responsible unit

Office of the Board of Directors for the Group is the management unit for this regulation

1.4. Terms and definition

None

2. Major contents

2.1. The structure of the Company's Board of Directors shall consider the Company's operations development model, the situation of the shares held by major shareholders, and the needs of the actual operations to decide on a suitable number of directors needed. The formation of the Board of Directors shall consider diversity and its operations, operation type and development needs to establish a suitable and diverse direction, including but not limited to the two major aspects as listed below:

- I. Standard conditions and values: Gender, age, nationality and culture.
- II. Professional knowledge and skills: Professional background (such as law, accounting, industrial, finance, marketing and technical), professional skills and industrial experiences.

Members of the Board of Directors shall generally possess the necessary knowledge, skills and competencies for execution the job, and the overall capabilities are listed as below:

- I. Capabilities in making judgements in operations.
- II. Capabilities in accounting and financial analysis.
- III. Capabilities in business management.
- IV. Capabilities in crisis handling.
- V. Industrial knowledge.
- VI. International market perspectives.
- VII. Leadership.
- VIII. Decision-making capabilities.

2.2. Except where the Competent Authority has granted approval, a spousal relationship or a familial relationship within second degree of kinship may not exist among more than half of a company's directors:

The Company's Board of Directors shall make adjustments to the board members composition according to the performance evaluation outcomes.

2.3. For election of the Company's directors shall be governed based on the nomination system specified in Article 192-1 of the Company Act.

- 2.4. The qualifications of the Company's independent directors shall comply with Articles 2, 3 and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."
- The election of the Company's independent directors shall comply with Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies."
- 2.5. The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- When the number of directors falls below five due to the dismissal of a director for any reason, this Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in this Company's articles of incorporation, this Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- When the number of independent directors falls below that required under the provision of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- 2.6. The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- 2.7. The number of directors will be as specified in this Company's articles of incorporation, adopt the candidate nomination system with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- 2.8. Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.
- 2.9. A ballot is invalid under any of the following circumstances:
- I. The ballot was not prepared by a person with the right to convene.
 - II. A blank ballot is placed in the ballot box.
 - III. The writing is unclear and indecipherable or has been altered.
 - IV. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 - V. Other words or marks are entered in addition to the number of voting rights allotted.

- 2.10. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.
The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be kept until the conclusion of the litigation.
- 2.11. The Board of Directors of this Corporation shall issue notifications to the MOPS (Market Observation Post System)
3. Miscellaneous
- 3.1. Methods and procedures for the establishment, amendment or revocation.
The Rules are to be implemented after it is agreed by the Audit Committee, followed by passing the resolution in the Board of Directors meeting, and proposed to the Shareholders' Annual Meeting for approval. The same applies to the amendments.
- 3.2. Announced implementation date and amendment dates.
The Rules are implemented after it is announced on June 15, 2010.
1st amendment, May 16, 2011;
2nd amendment, June 12, 2012;
3rd amendment, May 27, 2015;
4th amendment, May 31, 2016;
5th amendment, July 29, 2021;
4. Attachments and tables
None

V. Shareholding of Directors

- (1) The paid-in capital of the Company is NT\$908,200,000 with 90,820,000 shares.
- (2) In accordance with Paragraph 2, Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, to the effect that where the paid-in capital of the company is more than NT\$300 million but NT\$1 billion or less, the total registered shares owned by all directors shall not be less than ten percent of the total issued shares, it totals 7,265,600 shares (if two independent directors or more are elected, the total registered shares owned by all directors except independent directors is reduced to 80%.)
- (3) The numbers of shares held by the directors of the Company as recorded in the shareholders’ register as of the book closure date (March 30, 2025) of this annual shareholders’ meeting are as follows:

Unit: shares

Title	Account Name	Number of Shares Held	Shareholding Ratio
Chairman	Shen, Wen-Chen	9,654,182	10.63%
Director	Chang, Kuei-Lin	2,918,846	3.21%
Director	Shen, Pei-Ni	1,922,394	2.12%
Director	Chu, Tong-Chen	3,457,789	3.81%
Director	Lin, Kuo-Fen	1,392,935	1.53%
Director	Chang, Chao-Yueh	-	0.00%
Independent	Yang, Ying-Huang	-	0.00%
Independent	Lee, Cherng	-	0.00%
Independent	Hsu, Chung-Hua	-	0.00%
Independent	Hsiao, Yao-Kuei	-	0.00%
Total Number of Shares Held by Whole Directors		19,346,146	21.30%

Thank you for your attendance at
the annual shareholders' meeting.

Your comments and advice
will be always welcomed.