

Stock Code : 5434



2026 Annual Shareholders' Meeting

Meeting Handbook

May 26, 2026

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A. 2026 Annual Shareholders' Meeting Procedure

- I、 Call Meeting to Order
- II、 Chairman's Address
- III、 Report Items
- IV、 Ratification Items
- V、 Discussion Items
- VI、 Election Item
- VII、 Other Proposal
- VIII、 Extemporaneous Motions
- IX、 Meeting Adjourned

B. 2026 Annual Shareholders' Meeting Agenda

Time : 9:00 a.m., Tuesday, May 26, 2026

Place : 3 Floor, No. 176, Zhouzi St., Neihu Dist., Taipei City.

Shareholders meeting is held by means of physical shareholders meeting

1. Call Meeting to Order
2. Chairman's Address
3. Report Items
 - (1) The 2025 Business Report.
 - (2) The 2025 Audit Committee's Review Report.
 - (3) Report of the 2025 Remuneration to Employees and Directors.
 - (4) Report of the 2025 Earnings Distribution of cash dividends.
 - (5) Report of the 2025 related party transactions.
4. Ratification Items
 - (1) The 2025 Financial Statements.
 - (2) The 2025 Earnings Distribution.
5. Discussion Items
 - (1) Amendment of the articles of "Procedures for Acquisition or Disposal of Assets".
 - (2) Amendment of the articles of "Procedures for Loaning of Funds and Provision of Endorsements/Guarantees".
6. Election Item
To elect the Company's 13th Term of Board of Directors
7. Other Proposal
To release the non-competition restrictions on newly elected Directors
8. Extemporaneous Motions
9. Meeting Adjourned

I. Report Items

1. The 2025 Business Report.

Explanation:

- (1) The Company's 2025 Business Report is attached hereto as Attachment 1. Please refer to page 10.
- (2) For adoption.

2. The 2025 Audit Committee's Review Report.

Explanation:

- (1) The Company's 2025 Audit Committee's Review Report is attached hereto as Attachment 2. Please refer to pages 12.
- (2) For adoption.

3. Report of the 2025 Remuneration to Employees and Directors.

Explanation:

- (1) Pursuant to Article 20 of the Company's Articles of Incorporation, the Company shall set aside no less than 4% of its earnings for the period, if any, as employees' profit-sharing bonus and not more than 3% of its earnings as remuneration to Directors. Notwithstanding the forgoing, the Company shall reserve a sufficient amount of earnings to offset its accumulated losses.
- (2) In accordance with the Company's Articles, 8% of earnings for the period totaling NT\$440,370,000 has been distributed in cash as profit sharing bonus to employees and 2% of earnings totaling NT\$110,092,000 in cash distributed as remuneration to directors.
- (3) For adoption.

4. Report of the 2025 Earnings Distribution of cash dividends.

Explanation:

- (1) The Company provided NT\$2,603,217,717 from the earnings to pay out shareholders' cash dividends, at NT\$13.5 per share.
- (2) The earnings distributed in cash was rounded down to NT\$1, and the total amount of each payment less than NT\$1 shall be adjusted from the largest decimal figures to the smallest ones sort from large to small until the total meets the total amount of cash dividends to be paid out. The Chairperson is authorized to set the distribution record date and the payout date and decide other relevant matters.
- (3) If there is a change in the Company's share capital affecting the number of outstanding shares and resulting in a change of the payout ratio that requires revision, the Chairperson is authorized to handle it with full authority.
- (4) For adoption.

5. Report of the 2025 related party transactions.

Explanation:

- (1) The related party transactions of 2025 is attached hereto as Attachment 3. Please refer to pages 13.
- (2) For adoption.

II. Ratification Items

1. The 2025 Financial Statements. (Proposed by the Board of Directors)

Explanation:

- (1) The Company's 2025 Financial Statements, including Balance Sheet, Income Statement, Statement of Changes in Shareholders' Equity, and Cash Flow Statement, were audited by independent auditors Kuo, Kuan Ying & Huang, Keng Chia of KPMG. It was reviewed by Audit Committee and includes Business Reports.
- (2) The Company's 2025 Financial Statements are attached hereto as Attachment 4 and Attachment 5. Please refer to pages 14~29.
- (3) For adoption.

Resolution:

2. The 2025 Earnings Distribution. (Proposed by the Board of Directors)

Explanation:

- (1) The Board of Directors resolved to adopt the proposal of the Company's 2025 earnings.
- (2) Earnings Distribution Proposal for the Year 2025 is attached hereto as Attachment 6. Please refer to page 30.
- (3) For adoption.

Resolution:

III. Discussion Items

1. Amendment of the articles of “Procedures for Acquisition or Disposal of Assets”.
(Proposed by the Board of Directors)

Explanation:

- (1) In accordance with the amendments to the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” provided in the Jin-Guan-Zheng-Fa-Zi No. 1140383333 issued by the Financial Supervisory Commission, the Company’s “Procedures for Acquisition or disposal of Assets” were amended.
- (2) Comparison Table of Revision to the Company’s Procedures for Acquisition or disposal of Assets is attached hereto as Attachment 7. Please refer to page 31.
- (3) For resolution.

Resolution:

2. Amendment of the articles of “Procedures for Loaning of Funds and Provision of Endorsements/Guarantees”.

(Proposed by the Board of Directors)

Explanation:

- (1) In accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies", the Company’s “Procedures for Loaning of Funds and Provision of Endorsements/Guarantees” were amended.
- (2) Comparison Table of Revision to the Company’s Procedures for Loaning of Funds and Provision of Endorsements/Guarantees is attached hereto as Attachment 8. Please refer to page 33.
- (3) For resolution.

Resolution:

IV. Election Item

I、 To elect the Company's 13th Term of Board of Directors.

(Proposed by the Board of Directors)

Explanation:

- (1) Upon expiration of the term of office of the Company's existing directors on May 29, 2026, an election of new directors across the board will be convened in the annual general shareholders' meeting.
- (2) Pursuant to Article 13 of the Company's Articles of Incorporation, twelve directors (including four independent directors) will be elected and the term for which the directors will hold office shall be three years for the period from May 26, 2026 to May 25, 2029.
- (3) Nominees for director are as follows:

Title	Name	Education	Experience	Number of shares held
Director	Jeffery Pan (male)	Master of Business Administration, National Chengchi University	Chairman, Topco Scientific Co.,Ltd.	853,181
	Simon Tseng (male)	Master of Business Administration, National Taipei University	Managing Director of Topco Group	1,068,709
	Charles Lee (male)	Master of Business Administration, China Europe International Business School	Managing Director of Topco Group	604,555
	Kuo, Kuan-Hung (male)	Dept. of Economics, Syracuse University	Deputy General Manager of Chief Strategic Officer Office, Topco Scientific Co.,Ltd.	1,455,513
	Chang, Pei-Fen (female)	Chungyu Institute	Director, Topco Scientific Co.,Ltd. Chairman, Chih Jia Investment Co., Ltd.	1,233,605
	Jia Pin Investment Development Company Limited representative: Joyce Lu (female)	Master of Business Administration, National Taipei University, Dept. of Accounting, National Chengchi University	CEO of General Mgt. Office, Topco Scientific Co.,Ltd. Audit assistant, KPMG Certificated Public Accountants	7,181,043
	Jia Pin Investment Development Company Limited representative: Dennis Chen (male)	Master of Chemistry, National Taiwan University,	Sr. CEO, Topco Scientific Co.,Ltd.	7,181,043

Title	Name	Education	Experience	Number of shares held
	Jia Pin Investment Development Company Limited representative: Daniel Wu (male)	Global Executive Program, National Taiwan University, Department of Business Administration, National Central University	CEO, Topco Scientific Co.,Ltd.	7,181,043
Independent Director	Sheu, Her-Jiun (male)	Ph.D., Stern School of Business, New York University	Professor/Chair Professor, Dept. of Finance, Ming Chuan University; Chair Professor, Dept. of Finance and International Business, Fu-Jen Catholic University; Deputy Mayor, Tainan City Government; President, National Chi-Nan University	0
	Hsin, Ta-Chih (male)	Ph.D., East China University of Political Science and Law, Master of Business Administration, National Taipei University	Managing Partner, Guo Ju Law Firm; Senior Attorney, Lee and Li Law Firm; Senior Attorney, PwC Legal (Taiwan)	0
	Chen, Yu-Shan (male)	Ph.D., Dept. of Business Administration, National Chengchi University Master, Dept. of Business Administration, National Chengchi University	Vice President for Academics, National Taipei University, Independent Director, ABC Taiwan Electronics Corp.	0
	Sun, Pi-Chuan (female)	Ph.D., Department of Business Administration, National Taipei University	Honorary Professor, Tatung University, Independent Director, Chung Hwa Chemical Industrial Works, LTD. & Solar Applied Materials Technology Corp.	0

The qualifications for the above candidates were approved by the Board of Directors on March 10, 2026.

(4) For re-election.

Resolution:

V. Other Proposal

- I、 To release the non-competition restrictions on newly elected Directors.
(Proposed by the Board of Directors)

Explanation:

- (1) Pursuant to Article 209 of the Company Act, a director who does anything on his/her own account or on behalf of another person that is within the scope of the Company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- (2) To release the non-competition restrictions imposed on directors elected at the Company's 2026 annual shareholders' meeting and their representatives or those that invest or engage in the same business activities as the Company's at the shareholders' meeting for practical business requirements provided that by doing so the Company's benefits would not be impaired in any way.
List of non-competition restrictions on Directors is attached hereto as Attachment 9. Please refer to page 37.
- (3) For resolution.

Resolution:

VI. Extemporary Motions

VII.Meeting Adjourned

C. Attachment

Attachment 1.

2025 Business Report

With the joint efforts of the management team and all colleagues across the Group, Topco Scientific Co., Ltd. achieved outstanding results in all areas in 2025.

1.2025 Operating Results:

Topco Scientific Co., Ltd.'s consolidated revenue and profitability in 2025 both reached record highs, with revenue of NT\$67,584 million, net profit after tax of NT\$4,192 million, and earnings per share after tax of NT\$21.81; in addition, the Company relocated to its new headquarters building in September.

Benefiting from the rapid development of AI applications and growing demand, as well as factors such as the dispersion of manufacturing risks due to geopolitics, customer demand in Taiwan and overseas has increased. Demand remained strong for advanced semiconductor process materials such as photoresists, silicon wafers, quartz, and chemicals, while performance in new products and technologies such as advanced packaging, silicon photonics, and carbon capture continued to grow. In addition to Mainland China, the Group's overseas operating locations, including subsidiaries in the United States, Vietnam, and Japan (Evershine), also delivered outstanding performance.

In terms of environmental protection and green energy, in addition to continuing to obtain plant wastewater engineering orders, the Company also achieved excellent results in businesses including large-scale wastewater treatment plants, HVAC and electromechanical operations, and renewable energy. In terms of consumer-related businesses, the Group's health food, food and beverage, and aquatic products OEM businesses continued to grow. Additionally, sports-related resources actively promoted public sports participation by organizing health seminars and health examinations, creating integrated community healthcare and wellness venues, and fostering a culture of sports among the public.

Through its efforts in corporate governance, sustainable development, and supply chain ESG, the Company received numerous awards, including ranking in the top 5% in the corporate governance evaluation, receiving the Gold Award for Sustainability Reporting at the 2025 Taiwan Corporate Sustainability Awards, and being recognized as one of the Top 100 Sustainable Model Enterprises at the 2025 Taiwan Corporate Sustainability Awards. Subsidiaries were also widely recognized for their brand activities, exhibition exposure, and social promotion. The Company will continue to deepen its commitment to sustainable operations and its objectives in order to realize long-term corporate responsibility and value.

2.Summary of 2026 Business Plan:

Core Focus 1: Fully Embrace the AI Value Chain: AI is not only a trend, but also the core driving force reshaping industrial value. The Group will comprehensively deploy across the full spectrum, from advanced process and packaging materials, AI infrastructure and thermal management, to related equipment and services, becoming an indispensable part of the AI value chain.

Core Focus 2: Deepen Global Deployment and Supply Chain Resilience: To respond to geopolitical risks and align with the pace of customers' global expansion, the Group will accelerate its

global deployment and build a more resilient supply network.

Core Focus 3: Drive ESG and Sustainable Business Transformation: The Group regards sustainable development as a core competitive advantage and will actively promote business transformation and new product development in order to meet the rigid ESG requirements of the global supply chain.

Core Focus 4: From Precision Nutrition, Exercise Science to Health Management: Through proprietary technologies and integrated resources, the Group will gradually establish a comprehensive smart healthy living platform and, with the rigorous mindset of the semiconductor industry, build an all-age health ecosystem.

3.Future Development Strategies of the Company:

The Group’s core guiding principle for 2026 is “Continue to Adapt, Focus on Execution”: The main operating strategies are as follows:

- (1)With the semiconductor industry as the core, expand outward, and carry out global deployment and product development.
- (2)Strengthen the development of future new technologies and develop proprietary products.
- (3)Accelerate growth through mergers and acquisitions and strategic alliances.
- (4)Promote subsidiaries’ IPO listings.
- (5)Adjust and optimize the organization, talent, and information systems.

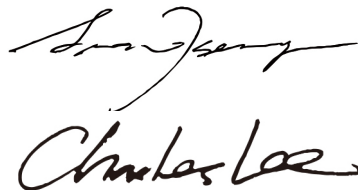
4.Impact of External Competitive Environment, Regulatory Environment, and Overall Business Environment:

In the face of ongoing global supply chain restructuring, geopolitical uncertainty, exchange rate fluctuations, uncertainties in tariffs and trade policies, as well as industry cycles and competitive conditions, demand for high-end semiconductor materials still has structural support driven by the long-term growth trend in AI and advanced process technologies.

The Company will rely on global deployment, high-end material integration capabilities, AI digital management, and sustainable governance mechanisms as the foundation of its core competitiveness, maintain steady growth in a volatile environment, and continue to enhance long-term shareholder value.



Jeffery Pan
Chairman



Simon Tseng / Charles Lee
President



Nicole Lee
Chief Accounting Officer

Attachment 2.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements and proposal for Earnings Distribution. Consolidated and parent company only Financial Statements have been audited and certified by Kuo, Kuan Ying, CPA, and Huang, Keng Chia, CPA, of KPMG and audit reports relating to the Financial Statements have been issued. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of TOPCO SCIENTIFIC CO., LTD. According to relevant requirements of the Securities and Exchange Act and the Company Law, we hereby submit this report.

TOPCO SCIENTIFIC CO., LTD.

Chairman of the Audit Committee: Sheu, Her-Jiun



March 10, 2026

Attachment 3.

The Related Party Transactions of 2025

(Execution of transactions between significant related parties)

Unit:NT\$1,000

Item	Counter Party	Amount	Trading conditions
Sales Revenue	Topco Shanghai	298,950	There is no significant difference between the related parties and the third-parties.
	Shunkawa Co., Ltd.	67,929	
	Shin Etsu Handotai Taiwan	13,033	
Services revenue	Shin Etsu Handotai Taiwan	371,052	The terms is based on the contracts, and no significant difference between the related parties and the third-parties.
	Topco Quartz	307,320	
Purchase	Topco Quartz	804,193	There is no significant difference between the related parties and the third-parties.
	Shin Etsu Handotai Taiwan	49,540	
	Fong Rong Smart Machinery	47,530	
	Topchem Materials	31,499	
	Topco Scientific USA Corp.	17,551	
	EastWind Tsusho	11,222	

Attachment 4.

Independent Auditors' Report

To the Board of Directors of Topco Scientific Co., Ltd.:

Opinion

We have audited the financial statements of Topco Scientific Co., Ltd. ("the Company"), which comprise the balance sheet as of December 31, 2025 and 2024, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 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 of our opinion.

Other Matter

We did not audit the financial statements for certain investments accounted for using equity method in the financial statements of the Company for 2025 and 2024. The investments accounted for using equity method constituted 8.31% and 9.68% of the total assets as of December 31, 2025 and 2024; and the share of profit of associates and joint ventures accounted for using equity method constituted 10.14% and 14.46% of profit before tax for the years ended December 31, 2025 and 2024, respectively. These financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amount of investments accounted for equity method, is based solely on the reports of the other auditors.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audits of the financial statements of the current period. These matters were addressed in the context of our audits of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Recognition of Operating Revenue

Please refer to note 4(o) "Revenue" for accounting policies related to revenue recognition; and note 6(s) "Revenue" for details of revenue.

Description of Key Audit Matters:

Due to the wide variety of the Company's products, different transactions were generated according to customers and product portfolio. Identification of revenue recognition has significant influence on the financial statements of the Company. Therefore, revenue recognition is considered as one of the key matters in our audits.

How the matter was addressed in our audits:

Our principal audit procedures included: testing related manual and systematic control over sales cycle to assess if the revenue recognition policies of the Company are in accordance with the related standards. In addition, we examined the sales contracts between the Company and its customers to understand their trading modality and conditions, evaluating and comparing if revenue recognition is consistent with the terms of the contracts; conducting testing for details of revenue before and after the balance sheet date and verifying if revenue recognition is in accordance with the contract terms.

2. Investments accounted for using equity method- Recognition of Operating Revenue of subsidiaries

Please refer to note 4(i) "Investment in subsidiary" for accounting policies related to revenue recognition; and note 6(f) Investments accounted for using equity method.

Description of Key Audit Matters:

Some of the Company's subsidiaries, which are recognized under the equity method, are distributors for the purchase and sale of semiconductor material, electronic material and construction of environmental engineering business, such as water purification plants and dust-proof rooms. The amounts and changes in operating revenues, which are significant sources of revenues from the perspective of consolidation, may affect the users' understanding of the overall financial statements. Therefore, we have included this as one of the key audit matters.

How the matter was addressed in our audits:

Our principal audit procedures included: testing related manual and systematic control over sales cycle of certain subsidiaries using the equity method of investment, performing analytical procedures to operating income, and testing relevant vouchers, as well as assessing whether the Company's timing on revenue recognition and the amounts recognized are in accordance with related standards, and acquiring construction contracts that have significant effects on financial results to verify that there is no diffidence in the percentage of completion calculated by the Company.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

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

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on these financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Kuan-Ying Kuo and Keng-Chia Huang.

KPMG

Taipei, Taiwan (Republic of China)

March 10, 2026

Notes to Readers

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

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and financial statements, the Chinese version shall prevail.

Independent Auditors' Report

To the Board of Directors of Topco Scientific Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Topco Scientific Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, 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 with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("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 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. Based on our audits and the reports of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Other Matter

We did not audit the financial statements for certain investments accounted for using equity method in the consolidated financial statements of the Group for 2025 and 2024. The investments accounted for using equity method constituted 6.27% and 7.04% of the total consolidated assets as of December 31, 2025 and 2024; and the share of profits of associates and joint ventures accounted for using equity method constituted 9.20% and 12.96% of profit before tax for the years ended December 31, 2025 and 2024, respectively. These financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amount of investments accounted for equity method, is based solely on the reports of the other auditors.

The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2025, on which we have issued unmodified opinions with emphasis on Other Matter paragraph. The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024, on which we have issued unmodified opinions with emphasis on Matter and Other Matter paragraph.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audits of the consolidated financial statements of the current period. These matters were addressed in the context of our audits 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Recognition of Operating Revenue

Please refer to note 4(p) "Revenue" for accounting policies related to revenue recognition; note 5(a) for revenue recognition of construction and the percentage of completion method for construction contracts; and note 6(w) "Revenue" for details of revenue.

Description of Key Audit Matters:

The types of revenue for the Group include sales revenue, construction revenue, and other operating revenue. Among these, identification of sales revenue and construction revenue's recognition has significant influence on the consolidated financial statements of the Group, as explained below:

1. **Sales revenue:** Due to the wide variety of the Group's products, different transactions were generated according to customers and product portfolio. Identification of revenue recognition has significant influence on the consolidated financial statements of the Group.
2. **Construction revenue:** The budgets for construction contracts highly depend on the management's judgments. The evaluation of above budgets may result in significant changes in income and losses for the reporting period.

Therefore, sales revenue and construction revenue's recognition is considered as one of the key matters in our audits.

How the matter was addressed in our audits:

Our principal audit procedures included: testing related manual and systematic control over sales cycle to assess if the revenue recognition policies of the Group is in accordance with the related standards. In addition, we examined the sales contracts between the Group and its customers to understand their trading modality and conditions, evaluating and comparing if revenue recognition is consistent with the terms of the contracts; acquiring all construction contracts to verify that there is no diffidence in the percentage of completion calculated by the Group; conducting testing for details of revenue before and after the balance sheet date and verifying if revenue recognition is in accordance with the contract terms.

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 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 appropriate audit evidence regarding the financial information of the 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 of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Kuan-Ying Kuo and Keng-Chia Huang.

KPMG

Taipei, Taiwan (Republic of China)

March 10, 2026

Notes to Readers

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Financial Statements and Report Originally Issued in Chinese)
TOPCO SCIENTIFIC CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings
Per Common Share which is expressed in New Taiwan Dollars)

	2025		2024	
	Amount	%	Amount	%
Operating Revenues: (notes 6(s) and 7)				
4110 Sales revenue	\$ 39,653,996	97	30,146,312	96
4800 Other operating revenue	1,159,791	3	1,108,989	4
Operating revenue, net	40,813,787	100	31,255,301	100
Operating costs: (notes 6(e), 7 and 12)				
5110 Cost of sales	35,642,614	87	26,953,037	86
5800 Other operating costs	273,929	1	261,189	1
	35,916,543	88	27,214,226	87
Gross profit	4,897,244	12	4,041,075	13
Operating expenses: (notes 7 and 12)				
6100 Selling expenses	828,938	2	751,673	3
6200 Administrative expenses	1,592,601	4	1,355,355	4
6300 Research and development expenses	26,324	-	37,781	-
Total operating expenses	2,447,863	6	2,144,809	7
Net operating income	2,449,381	6	1,896,266	6
Non-operating income and expenses:				
7100 Interest income	12,649	-	10,583	-
7101 Other income (notes 6(b), 6(c) and 6(u))	127,372	-	118,529	-
7102 Other gains and losses (notes 6(b) and 6(u))	385,202	1	105,347	-
7105 Financial costs (note 6(n))	(47,417)	-	(66,625)	-
7060 Share of profits of subsidiaries, associates and joint ventures accounted for using equity method (note 6(f))	2,026,973	5	2,175,924	7
	2,504,779	6	2,343,758	7
7900 Profit from continuing operations before tax	4,954,160	12	4,240,024	13
7950 Less: Income tax expenses (note 6(p))	773,713	2	584,089	2
Profit	4,180,447	10	3,655,935	11
8300 Other comprehensive income:				
8310 Items that will not be reclassified to profit or loss				
8311 Gains (losses) on remeasurements of defined benefit plans	(2,299)	-	(4,681)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	120,415	-	338,188	1
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss	8,800	-	(18,057)	-
8349 Less: Income tax related to items that will not be reclassified to profit or loss	(460)	-	(936)	-
	127,376	-	316,386	1
8360 Items that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(34,960)	-	171,376	1
8399 Less: Income tax related to items that will be reclassified to profit or loss	(6,992)	-	34,041	-
Items that will be reclassified to profit or loss	(27,968)	-	137,335	1
8300 Other comprehensive income	99,408	-	453,721	2
Comprehensive income	\$ 4,279,855	10	4,109,656	13
Earnings per share: (note 6(r))				
9750 Basic earnings per share (NT Dollars)	\$ 21.81		19.29	
9850 Diluted earnings per share (NT Dollars)	\$ 21.40		18.78	

(English Translation of Financial Statements and Report Originally Issued in Chinese)
TOPCO SCIENTIFIC CO., LTD.

Statements of Changes in Equity
For the years ended December 31, 2025 and 2024
(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings			Exchange differences on translation of foreign financial statements	Other equity		Total other equity	Total equity
	Ordinary shares	Certificate of entitlement to new shares from convertible bond	Capital surplus	Legal reserve	Unappropriated retained earnings		Total retained earnings	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		
Balance at January 1, 2024	\$ 1,886,996	-	2,688,841	2,176,321	7,580,983	9,757,304	(90,453)	866,377	775,924	15,109,065
Profit for the year ended December 31, 2024	-	-	-	-	3,655,935	3,655,935	-	-	-	3,655,935
Other comprehensive income	-	-	-	-	(3,563)	(3,563)	137,335	319,949	457,284	453,721
Total comprehensive income	-	-	-	-	3,652,372	3,652,372	137,335	319,949	457,284	4,109,656
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	280,585	(280,585)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(1,698,296)	(1,698,296)	-	-	-	(1,698,296)
Other changes in capital surplus:										
Cash dividends from capital surplus	-	-	(188,700)	-	-	-	-	-	-	(188,700)
Changes in ownership interests in subsidiaries	-	-	1,244	-	-	-	-	-	-	1,244
Conversion of convertible bonds	18,546	4,851	414,856	-	-	-	-	-	-	438,253
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	49,105	49,105	-	(49,105)	(49,105)	-
Balance at December 31, 2024	1,905,542	4,851	2,916,241	2,456,906	9,303,579	11,760,485	46,882	1,137,221	1,184,103	17,771,222
Profit for the year ended December 31, 2025	-	-	-	-	4,180,447	4,180,447	-	-	-	4,180,447
Other comprehensive income	-	-	-	-	(1,839)	(1,839)	(27,968)	129,215	101,247	99,408
Total comprehensive income	-	-	-	-	4,178,608	4,178,608	(27,968)	129,215	101,247	4,279,855
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	370,148	(370,148)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(2,293,351)	(2,293,351)	-	-	-	(2,293,351)
Other changes in capital surplus:										
Conversion of convertible bonds	7,885	5,268	228,874	-	-	-	-	-	-	242,027
Balance at December 31, 2025	\$ 1,913,427	10,119	3,145,115	2,827,054	10,818,688	13,645,742	18,914	1,266,436	1,285,350	19,999,753

(English Translation of Financial Statements and Report Originally Issued in Chinese)
TOPCO SCIENTIFIC CO., LTD.

Statements of Cash Flows
For the years ended December 31, 2025 and 2024
(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before tax	\$ 4,954,160	4,240,024
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	156,709	166,170
Amortization expense	12,771	15,375
Expected credit loss (gains)	4,617	1,096
Net gain on financial assets at fair value through profit or loss	(423,372)	(99,377)
Interest expense	47,417	66,625
Interest income	(12,649)	(10,583)
Dividend income	(95,555)	(74,299)
Share of profits of subsidiaries, associates and joint ventures accounted for using equity method	(2,026,973)	(2,175,924)
Loss on disposal of property, plant and equipment, net	2,529	2,647
Others	1,105	157
Total adjustments to reconcile profit	(2,333,401)	(2,108,113)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in notes and accounts receivable	(2,062,225)	(1,068,643)
Increase in inventories	(548,970)	(115,428)
Decrease in financial assets at fair value through profit or loss	912	2,503
Increase in other current assets	(46,825)	(32,060)
(Increase) decrease in other financial assets	(27,731)	3,205
Total changes in operating assets	(2,684,839)	(1,210,423)
Changes in operating liabilities:		
Increase in notes and accounts payable	2,261,098	909,039
Increase in contract liabilities	54,996	75,325
Increase in other current financial liabilities	231,636	225,705
Decrease in other current liabilities	(4,100)	(32,835)
(Decrease) increase in net defined benefit liabilities	(957)	480
Total changes in operating liabilities	2,542,673	1,177,714
Total changes in operating assets and liabilities	(142,166)	(32,709)
Total adjustments	(2,475,567)	(2,140,822)
Cash inflow generated from operations	2,478,593	2,099,202
Interest received	12,463	13,334
Interest paid	(39,205)	(52,771)
Dividends received	1,961,727	1,779,327
Income taxes paid	(659,070)	(673,921)
Net cash flows from operating activities	3,754,508	3,165,171
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	171,605
Proceeds from capital reduction of financial assets at fair value through profit or loss	1,939	16,932
Acquisition of financial assets at fair value through profit or loss	(49,672)	(60,418)
Proceeds from disposal of financial assets at fair valued through profit or loss	131,137	229,714
Acquisition of investments accounted for using equity method	(281,000)	(223,853)
Acquisition of property, plant and equipment	(413,641)	(4,224,247)
Proceeds from disposal of property, plant and equipment	-	89
Decrease (increase) in refundable deposits	86,920	(2,367)
Acquisition of intangible assets	(37,314)	(12,080)
(Increase) decrease in restricted assets	(4,154)	6,485
Reversal (payment) of remuneration to employees of subsidiaries	-	5,342
Increase in prepayments of land, buildings and equipments	-	(1,275)
Others	(6,219)	-
Net cash flows used in investing activities	(572,004)	(4,094,073)
Cash flows from (used in) financing activities:		
Decrease in short-term borrowings	(460,000)	(795,000)
Cash dividends paid	(2,293,351)	(1,886,996)
Addition of long-term borrowings	700,000	1,880,000
Repayments of long-term borrowings	(380,000)	(900,000)
Payment of lease liabilities	(52,057)	(66,733)
Net cash flows (used in) from financing activities	(2,485,408)	(1,768,729)
Net increase in cash and cash equivalents	697,096	(2,697,631)
Cash and cash equivalents at beginning of period	656,951	3,354,582
Cash and cash equivalents at end of period	\$ 1,354,047	656,951

TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share which is expressed in New Taiwan Dollars)

	2025		2024	
	Amount	%	Amount	%
Operating Revenues: (notes 6(w) and 7)				
4110 Sales revenue	\$ 59,187,432	88	48,768,714	86
4520 Construction revenue	6,083,914	9	5,999,044	10
4800 Other operating revenue	<u>2,312,185</u>	<u>3</u>	<u>2,229,355</u>	<u>4</u>
Operating revenue, net	67,583,531	100	56,997,113	100
Operating costs: (notes 6(e), 6(s), 6(x), 7 and 12)				
5110 Cost of sales	52,636,144	78	43,016,830	75
5500 Construction cost	5,281,603	8	5,322,951	9
5800 Other operating costs	<u>1,015,406</u>	<u>2</u>	<u>939,362</u>	<u>2</u>
	<u>58,933,153</u>	<u>88</u>	<u>49,279,143</u>	<u>86</u>
5910 Less: Unrealized profit (loss) from sales	<u>(1,379)</u>	-	<u>(4,255)</u>	-
Gross profit	8,651,757	12	7,722,225	14
Operating expenses: (notes 6(d), 6(s), 6(x), 7 and 12)				
6100 Selling expenses	2,084,133	3	1,950,581	4
6200 Administrative expenses	2,055,430	3	1,761,607	3
6300 Research and development expenses	<u>52,016</u>	-	<u>66,644</u>	-
Total operating expenses	4,191,579	6	3,778,832	7
Net operating income	4,460,178	6	3,943,393	7
Non-operating income and expenses:				
7100 Interest income	89,072	-	79,638	-
7010 Other income (notes 6(b), 6(c) and 6(y))	179,500	-	166,265	-
7020 Other gains and losses, net (notes 6(b) and 6(y))	335,635	1	74,430	-
7050 Finance costs (notes 6(o) and 6(p))	<u>(92,066)</u>	-	<u>(113,678)</u>	-
7060 Share of profit of associates and joint ventures accounted for using equity method (note 6(f))	501,948	1	609,809	1
7670 Impairment loss (note 6(k))	<u>(10,962)</u>	-	<u>(30,401)</u>	-
	<u>1,003,127</u>	<u>2</u>	<u>786,063</u>	<u>1</u>
Profit before tax	5,463,305	8	4,729,456	8
7950 Less: Income tax expenses (note 6(t))	<u>1,271,276</u>	<u>2</u>	<u>1,064,365</u>	<u>2</u>
Profit	4,192,029	6	3,665,091	6
8300 Other comprehensive income:				
8310 Items that will not be reclassified to profit or loss				
8311 Gains (losses) on remeasurements of defined benefit plans	(2,299)	-	(4,681)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income (note 6(c))	129,314	-	319,880	1
8320 Share of other comprehensive income of associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss (note 6(f))	-	-	182	-
8349 Less: income tax related to items that will not be reclassified to profit or loss	<u>(460)</u>	-	<u>(936)</u>	-
	<u>127,475</u>	-	<u>316,317</u>	<u>1</u>
8360 Items that will be reclassified subsequently to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(35,135)	-	170,585	-
8370 Share of other comprehensive income of associates and joint ventures accounted for using equity method (note 6(f))	120	-	1,247	-
8399 Less: income tax related to items that will be reclassified to profit or loss (note 6(t))	<u>(6,992)</u>	-	<u>34,041</u>	-
	<u>(28,023)</u>	-	<u>137,791</u>	-
8300 Other comprehensive income	99,452	-	454,108	1
Comprehensive income	\$ 4,291,481	6	4,119,199	7
Profit, attributable to:				
8610 Attributable to owners of parent	\$ 4,180,447	6	3,655,935	6
8620 Attributable to non-controlling interests	<u>11,582</u>	-	<u>9,156</u>	-
	<u>\$ 4,192,029</u>	<u>6</u>	<u>\$ 3,665,091</u>	<u>6</u>
Comprehensive income attributable to:				
Attributable to owners of parent	\$ 4,279,855	6	4,109,656	7
Attributable to non-controlling interests	<u>11,626</u>	-	<u>9,543</u>	-
	<u>\$ 4,291,481</u>	<u>6</u>	<u>\$ 4,119,199</u>	<u>7</u>
Earnings per share: (note 6(v))				
9750 Basic net income per share	\$ <u>21.81</u>		\$ <u>19.29</u>	
9850 Diluted net income per share	\$ <u>21.40</u>		\$ <u>18.78</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent											
	Ordinary shares		Capital surplus	Legal reserve	Retained earnings		Exchange differences on translation of foreign financial statements	Other equity		Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Ordinary shares	Certificate of entitlement to new shares from convertible bond			Unappropriated retained earnings	Total		Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Total other equity			
Balance at January 1, 2024	\$ 1,886,996	-	2,688,841	2,176,321	7,580,983	9,757,304	(90,453)	866,377	775,924	15,109,065	235,246	15,344,311
Profit for the year ended December 31, 2024	-	-	-	-	3,655,935	3,655,935	-	-	-	3,655,935	9,156	3,665,091
Other comprehensive income	-	-	-	-	(3,563)	(3,563)	137,335	319,949	457,284	453,721	387	454,108
Total comprehensive income	-	-	-	-	3,652,372	3,652,372	137,335	319,949	457,284	4,109,656	9,543	4,119,199
Appropriation and distribution of retained earnings:												
Legal reserve appropriated	-	-	-	280,585	(280,585)	-	-	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(1,698,296)	(1,698,296)	-	-	-	(1,698,296)	-	(1,698,296)
Other changes in capital surplus:												
Cash dividends from capital surplus	-	-	(188,700)	-	-	-	-	-	-	(188,700)	-	(188,700)
Conversion of convertible bonds	18,546	4,851	414,856	-	-	-	-	-	-	438,253	-	438,253
Changes in ownership interests in subsidiaries	-	-	1,244	-	-	-	-	-	-	1,244	-	1,244
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(9,498)	(9,498)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	49,105	49,105	-	(49,105)	(49,105)	-	-	-
Balance at December 31, 2024	1,905,542	4,851	2,916,241	2,456,906	9,303,579	11,760,485	46,882	1,137,221	1,184,103	17,771,222	235,291	18,006,513
Profit for the year ended December 31, 2025	-	-	-	-	4,180,447	4,180,447	-	-	-	4,180,447	11,582	4,192,029
Other comprehensive income	-	-	-	-	(1,839)	(1,839)	(27,968)	129,215	101,247	99,408	44	99,452
Total comprehensive income	-	-	-	-	4,178,608	4,178,608	(27,968)	129,215	101,247	4,279,855	11,626	4,291,481
Appropriation and distribution of retained earnings:												
Legal reserve appropriated	-	-	-	370,148	(370,148)	-	-	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(2,293,351)	(2,293,351)	-	-	-	(2,293,351)	-	(2,293,351)
Conversion of convertible bonds	7,885	5,268	228,874	-	-	-	-	-	-	242,027	-	242,027
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(30,954)	(30,954)
Balance at December 31, 2025	\$ 1,913,427	10,119	3,145,115	2,827,054	10,818,688	13,645,742	18,914	1,266,436	1,285,350	19,999,753	215,963	20,215,716

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before tax	\$ 5,463,305	4,729,456
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	426,268	419,812
Amortization expense	56,454	61,135
Expected credit loss (gain)	26,306	(15,420)
Gain on financial assets and liabilities at fair value through profit or loss, net	(431,024)	(83,755)
Interest expense	92,066	113,678
Interest income	(89,072)	(79,638)
Dividends income	(103,997)	(80,285)
Share of profit of associates and joint ventures accounted for using equity method	(501,948)	(609,809)
Loss on disposal of property, plant and equipment, net	6,907	10,247
Impairment loss	10,962	30,401
Others	(30)	901
Total adjustments to reconcile profit	<u>(507,108)</u>	<u>(232,733)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
(Increase) decrease in contract assets	(10,561)	139,902
Increase in notes and accounts receivable	(1,676,440)	(1,858,309)
Decrease (increase) in inventories	255,707	(875,188)
Decrease in financial assets at fair value through profit or loss	64,118	115,683
(Increase) decrease in other current assets	(109,161)	182,925
(Increase) decrease in other financial assets and others	(34,624)	7,986
Increase in other operating assets	(6,048)	-
Total changes in operating assets	<u>(1,517,009)</u>	<u>(2,287,001)</u>
Changes in operating liabilities:		
Increase in contract liabilities	1,022,319	760,320
Increase in notes and accounts payable	1,213,140	2,843,049
Increase in accrued expenses and other payables	324,235	346,880
Decrease in provisions	(149,882)	(95,897)
Increase in other current liabilities	19,698	7,194
(Decrease) increase in others	(957)	480
Total changes in operating liabilities	<u>2,428,553</u>	<u>3,862,026</u>
Total changes in operating assets and liabilities	<u>911,544</u>	<u>1,575,025</u>
Total adjustments	<u>404,436</u>	<u>1,342,292</u>
Cash inflow generated from operations	5,867,741	6,071,748
Interest received	84,897	78,087
Dividends received	416,030	384,393
Interest paid	(84,722)	(99,547)
Income taxes paid	(1,140,201)	(1,209,607)
Net cash flows from operating activities	<u>5,143,745</u>	<u>5,225,074</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through profit or loss	(92,876)	(117,918)
Proceeds from disposal of financial assets at fair value through profit or loss	156,440	240,819
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	171,605
Proceeds from capital reduction of financial assets at fair value through profit or loss	8,355	16,932
Acquisition of investments accounted for using equity method	-	(112,637)
Increase in prepayments for investments	(1,542)	-
Acquisition of property, plant and equipment	(1,157,284)	(4,358,398)
Proceeds from disposal of property, plant and equipment	5,911	792
Decrease (increase) in refundable deposits	81,727	5,739
Acquisition of intangible assets	(47,626)	(22,617)
Net cash received on disposal of subsidiaries	-	(4,375)
Increase in other non-current assets	32,625	(35,056)
Increase in restricted assets	39,040	(88,469)
Net cash flows used in investing activities	<u>(975,230)</u>	<u>(4,303,583)</u>
Cash flows from (used in) financing activities:		
Decrease in short-term borrowings	(223,083)	(1,413,323)
Addition of long-term borrowings	746,900	2,052,810
Repayments of long-term borrowings	(474,892)	(987,229)
(Increase) decrease in guarantee deposits received	(39,715)	6,870
Payment of lease liabilities	(153,406)	(162,066)
Cash dividends paid	(2,293,351)	(1,886,996)
Changes in non-controlling interests	(31,009)	(7,783)
Net cash flows (used in) from financing activities	<u>(2,468,556)</u>	<u>(2,397,717)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(33,272)</u>	<u>153,390</u>
Net increase (decrease) in cash and cash equivalents	1,666,687	(1,322,836)
Cash and cash equivalents at the beginning of period	5,162,017	6,484,853
Cash and cash equivalents at the end of period	<u>\$ 6,828,704</u>	<u>5,162,017</u>

See accompanying notes to consolidated financial statements.

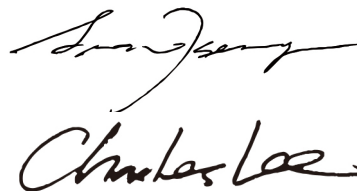
Attachment 6.

Topco Scientific Co., Ltd. Earnings Distribution Proposal for the Year 2025

Unit:NT\$	
Item	Amount
Unappropriated retained earnings of previous years	6,640,080,910
Subtract :	
Remeasurement of defined benefit plans	(1,839,516)
Adjusted unappropriated retained earnings of previous years	6,638,241,394
Net income of 2025	4,180,447,148
Retained earnings available for distribution as of December 31,2025	10,818,688,542
Subtract : 10% Leagal reserve	
Distribution item- Dividends to common shares holders (cash dividend at NT\$13.5 per share)	(417,860,763) (2,603,217,717)
Unappropriated retained earnings	7,797,610,062



Chairman: Jeffery Pan



President: Simon Tseng
Charles Lee



Chief Accounting Officer: Nicole Lee

Attachment 7.

Comparison Table of Revision to the Company's Procedures for Acquisition or disposal of Assets

After the Revision	Before the Revision	Notes
<p>15 Public Disclosure of Information:</p> <p>15.1 Under any of the following circumstances, the Company shall publicly announce the disclosure items and disclosure criteria within two days (including) from the date of occurrence of the event:</p> <p>(omit)</p> <p>15.1.4 Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>(1) Where the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>(2) Where the Company's paid-in capital is more than NT\$10 billion, <u>less than NT\$50 billion</u>, the transaction amount reaches NT\$1 billion or more.</p> <p><u>(3) Where the company's paid-in capital reaches NT\$50 billion or more, the transaction amount reaches 5 percent or more of paid-in capital.</u></p> <p><u>15.1.7 Where the company's paid-in capital reaches NT\$50 billion or more, transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or OTC markets, which do not fall under any of the circumstances listed in the proviso of subparagraph 8, and where furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of paid-in capital.</u></p> <p>15.1.8 Where an asset transaction other than any of those referred to in the preceding <u>seven</u> subparagraphs, or an investment in the Mainland China reaches 20 percent or more of the Company's paid-in capital or NT\$300 million except for the followings:</p> <p>(1) Trading of domestic government bonds or international bonds issued by a foreign central government with a sovereign rating not lower than the sovereign rating of the R.O.C..</p>	<p>15 Public Disclosure of Information:</p> <p>15.1 Under any of the following circumstances, the Company shall publicly announce the disclosure items and disclosure criteria within two days (including) from the date of occurrence of the event:</p> <p>(omit)</p> <p>15.1.4 Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>(1) Where the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>(2) Where the Company's paid-in capital is more than NT\$10 billion, the transaction amount reaches NT\$1 billion or more.</p> <p><u>15.1.7</u> Where an asset transaction other than any of those referred to in the preceding <u>six</u> subparagraphs, or an investment in the Mainland China reaches 20 percent or more of the Company's paid-in capital or NT\$300 million except for the followings:</p> <p>(1) Trading of domestic government bonds or international bonds issued by a foreign central government with a sovereign rating not lower than the sovereign rating of the R.O.C..</p>	<p>Text amended in accordance with the legal regulations.</p>

After the Revision	Before the Revision	Notes
(2)Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.	(2)Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.	
<p>17.For the calculation of 10 percent of total assets under the procedures herein, the total assets stated in the Company’s most recent financial report or individual financial reports prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. In the case of a subsidiary company of which shares has no par value or has a par value other than NT\$10—for the calculation of transaction amounts of 20 percent of paid-in capital under these procedures, 10 percent of equity attributable to owners of the parent company shall be substituted; <u>for calculations under the provisions of these procedures regarding transaction amounts of 5 percent of paid-in capital under these procedures, 2.5 percent of equity attributable to equity owners of the parent company shall be substituted</u>; for calculations under the provisions of these procedures regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to equity owners of the parent company shall be substituted; <u>for calculations under the provisions of these procedures regarding transaction amounts relative to paid-in capital of NT\$50 billion, NT\$100 billion of equity attributable to equity owners of the parent company shall be substituted.</u></p>	<p>17.For the calculation of 10 percent of total assets under the procedures herein, the total assets stated in the Company’s most recent financial report or individual financial reports prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. In the case of a subsidiary company of which shares has no par value or has a par value other than NT\$10—for the calculation of transaction amounts of 20 percent of paid-in capital under these procedures, 10 percent of equity attributable to owners of the parent company shall be substituted; for calculations under the provisions of these procedures regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to equity owners of the parent company shall be substituted.</p>	Text amended in accordance with the legal regulations.
<p>21.History: The Procedures were adopted on 10 April, 1998. (omit) the sixteenth on 15 March, 2022; the seventeenth on 2 May, 2024; <u>the eighteenth on 26 May, 2026.</u></p>	<p>21.History: The Procedures were adopted on 10 April, 1998. (omit) the sixteenth on 15 March, 2022; the seventeenth on 2 May, 2024.</p>	Add revision dates.

Attachment 8.

Comparison Table of Revision to the Company's Procedures for Loaning of Funds and Provision of Endorsements/Guarantees

After the Revision	Before the Revision	Notes
<p>1.2.2 Limit on loans to individual parties and the evaluation criteria are as follows:</p> <p>(1) The total amount of loan provided to any company or firm with a business relationship with the Company's shall not exceed the total value of business transactions (the value of business transactions refers to the higher of purchases or sales made between the two parties) during the twelve (12) months immediately preceding the date of the loan and not exceeding 20 percent of the Company's net worth.</p> <p>(2) <u>Companies or firms that have a need for short-term financing shall be limited to those that require financing for the repayment of borrowings, the acquisition of operating assets, or operating turnover, and the amount lent to any individual borrower shall not exceed 20 percent of the Company's net worth.</u></p>	<p>1.2.2 Limit on loans to individual parties and the evaluation criteria are as follows:</p> <p>(1) The total amount of loan provided to any company or firm with a business relationship with the Company's shall not exceed the total value of business transactions (the value of business transactions refers to the higher of purchases or sales made between the two parties) during the twelve (12) months immediately preceding the date of the loan and not exceeding 20 percent of the Company's net worth.</p> <p>(2) The total amount of short-term financing provided by the Company to any company or firm shall not exceed 20 percent of the Company's net worth.</p>	Text Amended in accordance with the legal regulations.
<p>1.2.3 Inter-company loans between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor loans to the Company by any overseas company in which the Company holds, directly or indirectly, 100% of the voting shares, <u>where funds are lent due to financing needs, the term and limits are as follows: The term of the loan shall not exceed two years. The aggregate amount of loans shall not exceed 100% of the lending company's net worth. The amount lent to any individual borrower shall not exceed 100% of the lending company's net worth.</u></p>	<p>1.2.3 Inter-company loans between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor loans to the Company by any overseas company in which the Company holds, directly or indirectly, 100% of the voting shares shall be bound by the provisions of paragraph 1.2.1 capping the total value of loan at 40% of the Company's net worth. However, the Company shall still prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower, and shall specify limits on the durations of such loans in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" stipulated by the authority governing securities.</p>	Text Amended in accordance with the legal regulations.
<p>1.3.3 <u>If changes in circumstances cause the lending counterparty to no longer meet the requirements of these Operating Procedures or cause the balance to exceed the limit, an improvement plan shall be formulated and the relevant improvement plan shall be submitted to the Audit</u></p>	<p>1.3.3A rectification plan shall be formulated to deal with any change in circumstances resulting in the loan amount to be in breach of the limits, for submission to the Audit Committee.</p>	Text Amended in accordance with the legal regulations.

After the Revision	Before the Revision	Notes
Committee.		
<p>2.2.4 <u>Mutual guarantees among peers based on contractual requirements arising from project contracting needs, or endorsements/guarantees provided by each investing shareholder to the invested company in proportion to their shareholding due to a joint investment relationship, shall not be subject to the restrictions in the preceding paragraph and may be provided. The aforesaid capital contribution refers to a capital contribution made directly by the Company or through a company in which the Company holds 100% of the voting shares.</u></p>	<p>2.2.4 Where the Company is required to fulfill its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or where all capital contributing shareholders provide endorsements/ guarantees for their jointly invested company in proportion to their shareholding percentages, such endorsements/guarantees may be made free of the restrictions set out in the preceding paragraph.</p>	<p>Text Amended in accordance with the legal regulations.</p>
<p>2.3.3 <u>Where an endorsement/guarantee is provided due to business dealings, in addition to not exceeding the limits set forth in Articles 2.3.1 and 2.3.2, it shall also not exceed the total amount of business dealings during the preceding twelve-month period; the amount of business dealings means the purchase or sales amount between the parties, whichever is higher.</u></p>	<p>New</p>	<p>Text Amended in accordance with the legal regulations.</p>
<p>2.4.1 Endorsements or guarantees provided by the Company shall be approved by the Audit Committee and the Board of Directors. The Board of Directors may authorize the Chairman to consent to any endorsements or guarantees for subsequent submission to and ratification by the <u>most recent</u> Board of Directors' meeting in accordance with the procedures herein, to the extent that the total amount of endorsements or guarantees is no more than 5 percent of the Company's net worth as stated in the Company's most recent financial statements.</p> <p>Before making any endorsements/guarantees pursuant to Article 2, paragraph 2, and subparagraph 3, a subsidiary in which the Company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsements/guarantees to the Audit Committee and the Board of Directors for a resolution, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.</p>	<p>2.4.1 Endorsements or guarantees provided by the Company shall be approved by the Audit Committee and the Board of Directors. The Board of Directors may authorize the Chairman to consent to any endorsements or guarantees for subsequent submission to and ratification by the <u>next</u> Board of Directors' meeting in accordance with the procedures herein, to the extent that the total amount of endorsements or guarantees is no more than 5 percent of the Company's net worth as stated in the Company's most recent financial statements.</p> <p>Before making any endorsements/guarantees pursuant to Article 2, paragraph 2, and subparagraph 3, a subsidiary in which the Company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsements/guarantees to the Audit Committee and the Board of Directors for a resolution, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.</p>	<p>Text Amended in accordance with the legal regulations.</p>

After the Revision	Before the Revision	Notes
<p>2.5.1 The company receiving the guarantee or endorsement shall complete the “Application for Endorsements/guarantees” and submit the application to the finance department of the Company for processing. The original of the application form shall be kept on file. The finance department shall carefully evaluate the risks (<u>Including the necessity and reasonableness of the endorsement/guarantee, the credit investigation and risk assessment of the party to whom the endorsement/guarantee is provided, the impact on the Company’s operating risk, financial condition, and shareholders’ equity, and whether collateral should be obtained and the appraised value of such collateral</u>) and make into a record for review and approval by the Chairman and then the approval of the Audit Committee and the Board of Directors.</p>	<p>2.5.1 The company receiving the guarantee or endorsement shall complete the “Application for Endorsements/guarantees” and submit the application to the finance department of the Company for processing. The original of the application form shall be kept on file. The finance department shall carefully evaluate the risks and make into a record for review and approval by the Chairman and then the approval of the Audit Committee and the Board of Directors.</p>	<p>Text Amended in accordance with the legal regulations.</p>
<p>2.7.1 The Company shall use the corporate chop registered with the Ministry of Economic Affairs as the dedicated chop for the provision of endorsements or guarantees. The Company shall ensure the safekeeping of the corporate chop and negotiable instruments by separate designated <u>person approved by the board of directors</u>. The corporate chop should be used, and the negotiable instruments shall be issued in accordance with the procedures. Any change in the custodian shall be consented by the <u>board of directors</u>.</p>	<p>2.7.1 The Company shall use the corporate chop registered with the Ministry of Economic Affairs as the dedicated chop for the provision of endorsements or guarantees. The Company shall ensure the safekeeping of the corporate chop and negotiable instruments by separate designated <u>personnel</u>. The corporate chop should be used, and the negotiable instruments shall be issued in accordance with the procedures. Any change in the custodian shall be consented by the <u>Chairman</u>.</p>	<p>Text Amended in accordance with the legal regulations.</p>
<p>3. Where a subsidiary of the Company intends to make loans and endorsements/guarantees for others, the Company shall instruct it to formulate its own procedures for <u>loaning of funds and provision of endorsements/guarantees</u> in compliance with the regulations herein and comply with such procedures. The Company shall manage procedures for loaning of funds and provision of endorsements/guarantees by the Company’s subsidiary companies in accordance with the “Rules Governing Governance of Subsidiary Companies”. The term "Subsidiary" and "parent company" used herein shall be as determined under the Regulations</p>	<p>3. Where a subsidiary of the Company intends to make loans and endorsements/guarantees for others, the Company shall instruct it to formulate its own procedures for <u>endorsements/guarantees</u> in compliance with the regulations herein and comply with such procedures. The Company shall manage procedures for loaning of funds and provision of endorsements/guarantees by the Company’s subsidiary companies in accordance with the “Rules Governing Governance of Subsidiary Companies”. The term "Subsidiary" and "parent company" used herein shall be as determined under the Regulations Governing the Preparation of Financial</p>	<p>Add missing text.</p>

After the Revision	Before the Revision	Notes
<p>Governing the Preparation of Financial Reports by Securities Issuers. Where financial reports are prepared in accordance with the International Financial Reporting Standards, the term "net worth" used herein refers the equity in the balance sheet attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	<p>Reports by Securities Issuers. Where financial reports are prepared in accordance with the International Financial Reporting Standards, the term "net worth" used herein refers the equity in the balance sheet attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	
<p>8.The Procedures were adopted on 18 February, 2003. The first amendment was made on 17 February, 2006; the second on 27 February, 2009; the third on 23 April, 2010; the fourth on 15 June, 2011; the fifth on 26 August, 2011; the sixth on August 17, 2012; the seventh on 24 June, 2014; the eighth on 9 June 2015 and the ninth on 19 March, 2019 and the tenth on 27 March, 2020; <u>the eleventh on 26 May, 2026.</u></p>	<p>8.The Procedures were adopted on 18 February, 2003. The first amendment was made on 17 February, 2006; the second on 27 February, 2009; the third on 23 April, 2010; the fourth on 15 June, 2011; the fifth on 26 August, 2011; the sixth on August 17, 2012; the seventh on 24 June, 2014; the eighth on 9 June 2015 and the ninth on 19 March, 2019 and the tenth on 27 March, 2020.</p>	<p>Add revision dates.</p>

Attachment 9.

List of non-competition restrictions on Directors

Title	Director	To release the non-competition restrictions
Director	Jeffery Pan	Chairman, Carenity Health Management Co., Ltd.
Director	Simon Tseng	Directors, VeriSilicon Microelectronics (Shanghai) Co., Ltd.
Director	Charles Lee	Directors, Shin-Etsu Handotai Taiwan Co., Ltd. Directors, Shin-Etsu Opto Electronic Co., Ltd.
Director	Jia Pin Investment Development Company Limited representative: Dennis Chen	Directors, Topco Quartz Co.,Ltd.
Director	Jia Pin Investment Development Company Limited representative: Daniel Wu	Directors, Topco Quartz Co.,Ltd. Chairman, Top Vacuum Co., Ltd. Chairman, Equator Materials Corporation Chairman, Toplight Advanced Co., Ltd.
Independent Director	Chen, Yu-Shan	Independent Director, ABC Taiwan Electronics Corp.
Independent Director	Sun,Pi-Chuan	Independent Director, Chung Hwa Chemical Industrial Works,LTD. & Solar Applied Materials Technology Corp.

Appendix

Appendix 1.

Rules and Procedures of Shareholders' Meeting

1. Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with the Rules and Procedures.
2. Shareholders attending the Meeting shall sign in the attendance book or the attendance cards shall be submitted for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance book or the attendance cards submitted as well as the proxies submitted in hard copy or electronically.
3. Attendance and voting at the shareholders' meeting shall be calculated in accordance with the number of shares.
4. The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.
5. The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, the representative or one of the Directors shall preside at the Meeting. If the Meeting is convened by another person entitled to convene the Meeting, such person shall be the Chairman to preside at the Meeting. Where there are two or more persons having the convening right, the Chairman of the Meeting shall be elected from among themselves.
6. The Company may appoint designated legal counsel, Certified Public Accountant or other related to attend the Meeting. Persons handling affairs of the Meeting shall wear an identification card or badge.
7. The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be kept for at least one year except in the event of a litigation filed by shareholders in accordance with Article 189 of the Company Act, the relevant audio or video recordings shall be kept until the litigation is concluded.
8. The Chairman shall call the Meeting to order if the number of shares represented by the shareholders present at the Meeting has reached the quorum at the time scheduled for the Meeting. Where the quorum has not been reached at the time scheduled for the Meeting, the Chairman may postpone the meeting. The postponements shall be limited to two times at the most and the Meeting shall not be postponed for long than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one third of the total outstanding shares, tentative resolutions by more than 50 percent of the shareholders present may be made in accordance with Section 1, Article 175 of the Company Act. If during the process of the Meeting the number of outstanding shares represented by the shareholders present at the Meeting becomes sufficient to constitute the quorum, the Chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Act.
9. The agenda of the Meeting shall be set by the Board of Directors and the Meeting shall proceed in accordance with the agenda unless otherwise resolved at the Meeting. The Chairman shall refrain anyone from making the speech shall he or she be in violation of the meeting procedures and advise such person to speak during special motion. The aforementioned provision applies *mutatis mutandis* to cases where the Meeting is convened by any person, other than the Board of directors, entitled to convene such Meeting. The shareholders cannot designate any other person as Chairman and continue the Meeting in the same or other place after the Meeting is adjourned.
10. When a shareholder present at the Meeting wishes to speak, a Speech Note shall be filled out with summary of the speech, the shareholders' number (or the number of the Attendance Card)

and the name of the shareholder. The sequence of speeches by shareholders shall be determined by the Chairman. If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech shall be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of the actual speech shall prevail. Unless otherwise permitted by the Chairman and the shareholder speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the Chairman shall stop such interruption.

11. Each shareholder making a speech shall not speak for more than three minutes except where the Chairman permits, the speech may be extended for an additional two minutes. The Chairman may terminate the speech shall the allotted time be exceeded.
12. Unless otherwise permitted by the chairman, each shareholder shall not, for each discussion item, speak more than two times, and each time not exceeding 3 minutes. In case the speech of any shareholder violates the above provision or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.
13. Corporate shareholders may only designate one representative to attend the Meeting. If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.
14. After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.
15. The Chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.
16. Except otherwise specified in the Company Act or the Company's Articles of Incorporation of, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the Chairman.
17. If there is amendment to or substitute for a discussion item, the Chairman shall decide the sequence of voting for such discussion item, the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.
18. The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the Chairman. The person(s) checking the ballots shall be a shareholder(s). The result of voting shall be announced at the Meeting and placed on record.
19. During the Meeting, the Chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will resume. If the Meeting is unable to continue at the same place prior to the discussion items (including special motions) listed in the agenda being resolved, shareholders present at the meeting may resolve to find another alternative location to continue the meeting. Shareholders present at the Meeting may resolve either to postpone or resume the Meeting within five days in accordance with Article 182 of the Company Act.
20. The Chairman may conduct the disciplinary officers or (security guards) to assist in keeping order of the Meeting place. Such disciplinary officers (or security guards) shall wear badges for identification purpose.
21. Attendees of the Meeting shall obey the instructions given by the Chairman or the disciplinary officers or (security guards) who are authorized to remove anyone who violates the rules and orders from the premise. Anyone who is ordered to leave the premise shall do so immediately.
22. Any matters not covered herein shall be governed by the Company Act and the Company's Articles of Incorporation.
23. The Rules and Procedures and any amendments hereafter shall be effective from the date approved by the shareholders' meeting.

Adopted on April 23, 1999.

First revision on May 17, 2002.

Second revision on June 6, 2012.

Appendix 2.

Articles of Incorporation

Chapter 1 General Provision

- Article 1 The Company is incorporated under the Company Act and its name is Topco Scientific Co., Ltd.
- Article 2 The Company engages in the following business activities:
- (1) CB01010 Machinery and Equipment Manufacturing
 - (2) CB01030 Pollution Controlling Equipment Manufacturing
 - (3) CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery
 - (4) CC01080 Electronic Parts and Components Manufacturing
 - (5) CC01090 Batteries Manufacturing
 - (6) E103101 Environmental Protection Construction
 - (7) E599010 Pipe Lines Construction
 - (8) E601010 Electric Appliance Construction
 - (9) E603040 Fire Fighting Equipment Construction
 - (10) E603050 Cybernation Equipment Construction
 - (11) E604010 Machinery Installation Construction
 - (12) E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction
 - (13) E701040 Basic Telecommunications Equipment Construction
 - (14) F102170 Wholesale of Food and Grocery
 - (15) F106050 Wholesale of Pottery, Porcelain and Glassware
 - (16) F107990 Wholesale of Other Chemical Products
 - (17) F108031 Wholesale of Drugs, Medical Supplies
 - (18) F108040 Wholesale of Cosmetics
 - (19) F113010 Wholesale of Machinery
 - (20) F113020 Wholesale of Household Appliance
 - (21) F113100 Wholesale of Pollution Controlling Equipment
 - (22) F113110 Wholesale of Batteries
 - (23) F117010 Wholesale of Fire Fighting Equipment
 - (24) F119010 Wholesale of Electronic Materials
 - (25) F203010 Retail of Food Products and Groceries
 - (26) F208031 Retail of Medical Equipment
 - (27) F208040 Retail of Cosmetics
 - (28) F213010 Retail of Household Appliances
 - (29) F213080 Retail of Machinery and Equipment
 - (30) F213100 Retail of Pollution Controlling Equipment
 - (31) F213110 Retail of Batteries
 - (32) F217010 Retail of Fire Fighting Equipment
 - (33) F219010 Retail of Electronic Materials
 - (34) F401010 International Trade
 - (35) F401021 Restrained Telecom Radio Frequency Equipment and Materials Construction
 - (36) IG03010 Energy Technical Services
 - (37) J101030 Waste Disposal Services
 - (38) J101040 Waste Treatment Services
 - (39) J101080 Waste Recycling Services

- (40) J802010 Sport Training Business
- (41) J803020 Sport and Competition Business
- (42) ZZ99999 All other business activities not prohibited or restricted by law.

- Article 2-1 The Company may provide guarantees to external parties and in return charge the company receiving the guarantee a guarantee fee where appropriate.
- Article 2-2 The Company may, for business requirements, re-invest in other business enterprises and shall not be bound by Article 13 of the Company Act which stipulates that the total value of investments in such other business enterprises shall not exceed 40% of the Company's paid-up capital.
- Article 3 The registered office of the Company is located in Taipei City and whenever the Company deems necessary the Board of Directors may resolve to set up representative and branch offices at various locations within and outside the territory of the Republic of China.
- Article 4 Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2 Capital Stock

- Article 5 The total capital stock of the Company shall be in the amount of NT\$2,500,000,000, divided into 250,000,000 common shares with a par value of NT\$10. The Board of Directors may resolve to issue any unissued shares from time to time. The Company shall reserve NT\$100,000,000 of the capital stock mentioned in the preceding paragraph for issuing 10,000,000 shares employee stock options with a par value of NT\$10. The Board of Directors may resolve to issue the employee stock options in instalments. The Board of Directors is authorized to administer the buy-back of the Company's shares where required by law.
- Article 5-1 When the Company issues new shares, the employees who can subscribe for the shares include the employees of the subsidiaries who meet certain criteria, and the criteria and subscription methods shall be approved by resolution of the board of directors as delegated. The recipients of the restricted stock awards issued by the Company include employees of the subsidiaries who meet certain criteria, and the criteria and distribution methods shall be approved by resolution of the board of directors as delegated.
- Article 6 Deleted.
- Article 7 The Company may issue shares without physical printed certificates provided that it arranges for book-entry registration with a central securities depository.
- Article 8 Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of general meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3 Meeting of Shareholders

- Article 9 Shareholders' meetings of the Company are of two types, namely: (1) general meetings and (2) special meetings. General meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.
The Company may convene shareholders' meetings by video conference or through other methods as announced by the central competent authority.
- Article 9-1 Matters to be resolved at a shareholders' meeting shall be as follows:
1. Adoption of and amendment to these Articles of Incorporation.
 2. Election and discharge of directors.
 3. Authorize a director who does anything for himself or on behalf of another person that is within the scope of the Company's business.
 4. Enter into, amend, or terminate any contract for lease of the Company's business in whole, or for entrusted business, or for regular joint operations with others.
 5. Transfer the whole or any essential part of its business or assets.
 6. Accept the transfer of another's whole business or assets, which has great bearing on the business operation of the Company.
 7. Resolution on any other matters required by law or regulation.
- Article 10 A shareholder appointing a person as proxy to attend a shareholders' meeting in the place of the shareholder shall sign or affix his/her seal thereon a proxy form printed and issued by the Company. A shareholder may issue only one proxy form and appoint only one proxy for a meeting. Shareholders appointing a person as proxy to attend a shareholders' meeting shall be handled in accordance with the relevant provision of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".
- Article 11 Each shareholder of the Company is entitled to one vote for each share held, except those with no voting rights stipulated in Articles 179 and 197-1 of the Company Act.
- Article 12 Unless otherwise provided by the Company Act or other applicable laws or regulations, a resolution of a shareholders' meeting shall be made with the approval of a majority of the voting rights of the shareholders present at a meeting at which shareholders representing a majority of the total issued shares are present.
- Article 12-1 Meetings of shareholders shall be handled in accordance with the Company Act and the Articles of Incorporation as well as the Company's "Rules and Procedures of Shareholders' Meetings". All resolutions adopted at a shareholders' meeting shall be recorded in the meeting minutes and handled in accordance with Article 183 of the Company Act.

Chapter 4 Directors

- Article 13 The Company shall have seven to thirteen Directors, serving a term of office of three (3) years. Directors shall be elected under the candidate nomination system of directors set out in Article 192-1 of the Company Act at the shareholders meetings and are eligible for re-election and re-appointment. The election shall adopt the cumulative voting system.
The aforesaid Board of Directors must have at least three (3) Independent Directors. The number of Independent Directors shall constitute at least one-fifth or more of the

total number of Directors. Independent Directors shall be elected from the list of Independent Directors' nominees. The qualification of Independent Directors shall comply with the relevant regulations of the governing authority.

- Article 13-1 The Board of Directors shall be composed of the directors. The Chairman shall be elected from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. A Vice Chairman may also be elected in the same manner. The Chairman shall represent the Company externally. The Board of Directors is authorized to determine the remuneration to the Chairman, vice chairman and Directors with industry norm as the benchmark. The Company may purchase indemnity insurance to cover the liabilities of Directors appropriate for exercising their business duties during their office.
- Article 14 Any Director who has transferred more than one half of his or her shares owned at the time of being elected during office shall be subject to ipso facto dismissal. In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors, then the Board of Directors shall convene an extraordinary shareholders' meeting within sixty (60) days of the occurrence of the event to elect new Directors to fill such vacancies. The number of name-bearing shares of the Company held by the Directors, shall be no less than a specified percentage of the Company's total number of issued shares. The aforesaid percentage shall be stipulated in accordance with Article 26, paragraph 2 of the "Minimum Percentages of Registered Shares to Be Held by Directors and Supervisors" of the Securities and Exchange Act.
- Article 14-1 Duties of the Board of Directors: The duties of the Board of Directors are to conduct the Company's business activities. The Board of Directors is authorised to resolve any matters other than those that require the resolution at the Shareholders' Meeting in accordance with the Company Act or the Company's Articles of Incorporation. The Company's Board of Directors may resolve to establish a Remuneration Committee or other functional committees to meet business and operational requirements.
- Article 14-2 Meeting of the Board of Directors: Except otherwise provided by the Company Act, the Chairman shall convene at least one meeting of the Board of Directors each quarter and may host special meetings where required. The aforementioned meetings shall be convened in accordance with the provisions of Articles 203 and 204 of the Company Act and the Company's "Rules and Procedures for Meetings of Board of Director".
- Article 15 Where the Chairman is on leave or is unable to be present at the meeting to exercise his or her duties, he or she can appoint a representative in accordance with Article 208 of the Company Act.
- Article 15-1 Unless otherwise provided by the Company Act or the Company's Articles of Incorporation, a resolution of the Board of Directors shall be made with the approval of a majority of the Directors present at a meeting at which a majority of the Directors is present. Directors shall be present in person at meetings of the Board of Directors. A Director unable to be present at a meeting may appoint another Director to act at the meeting on behalf of such absent Director, but shall in each instance issue a proxy form specifying the scope of authorization with respect to the reasons of the meeting limited to one proxy per attending Director.

- Article 16 Deleted.
- Article 16-1 The Audit Committee and its members are responsible for carrying out the duties of supervisors set out in the Company Act, Securities and Exchange Act and other relevant laws and regulations.
- Article 16-2 Deleted.
- Article 16-3 Deleted.

Chapter 5 Managerial Officers

- Article 17 The Company may appoint one or more President(s). The appointment or dismissal of the Company's President(s) shall be approved at a meeting of Board of Directors by a majority of the Directors present at the meeting attended by a majority of the Directors. The President is authorized for the appointment or dismissal of other managerial officers. The Company's managerial officers are authorized to sign on behalf of the Company in accordance with the Company's relevant rules and within the authorization limit granted.

Chapter 6 Accounting

- Article 18 After the close of each fiscal year, the Board of Directors shall prepare and submit the following reports to the ordinary shareholders' meeting for acceptance: (1) Business Report; (2) Financial Statements; (3) Proposal for Distribution of Earnings or Covering of Losses.
- Article 19 Deleted.
- Article 20 The Company shall set aside no less than 4% of its earnings for the period, if any, as employees' profit-sharing bonus and not more than 3% of its earnings as remuneration to Directors. Notwithstanding the forgoing, the Company shall reserve a sufficient amount of earnings to offset its accumulated losses. Where remuneration to employees are distributed by way of shares or cash, employees of affiliated enterprises of the Company may be eligible provided that certain criteria are met that approved by the Board of Directors.
Of the amount of employee remuneration in the preceding paragraph, no less than 8% shall be appropriated for entry-level employees.
The Company's earnings for the current fiscal year shall be distributed in the following order: (1) first to be offset against losses; (2) 10 percent of the remaining earnings, if any, be set aside as legal reserve; (3) allocate or reverse special reserve in accordance with regulations or rules of the governing authority; (4) the sum of any balance remaining and accumulated retained earnings for the current period will be accumulated earnings available for distribution. The aforesaid accumulated earnings may be distributed in the manner set out in the proposal put forward by the Board of Directors and upon adoption at the meeting of shareholders.
The Company authorizes the Board of Directors to resolve by a majority vote at a Board of Directors' meeting attended by at least two-thirds of the total number of directors to distribute dividends or bonuses in whole or in part by way of cash or to distribute the legal reserve and capital reserve in whole or in part and report such distributions to the shareholders' meeting.

- Article 20-1 The Company may distribute dividends by way of cash or issuance of new shares, taking into account earnings for the current fiscal year and the overall industry environment, provided that the total value of cash dividends distributed shall be at least 10 percent of the total value of dividends distributed and any shortfall may be supplemented by the issuance of new shares upon resolution at a shareholders' meeting pursuant to the Company Act.
- Article 21 Any matters not covered herein shall be governed by the Company Act.
- Article 22 These Articles of Incorporation were adopted on February 6, 1990. The first amendment was made on September 29, 1992; the second on April 15, 1993; the third on May 10, 1993; the fourth on August 10, 1994; the fifth on March 1, 1995; the sixth on February 1, 1996; the seventh on March 25, 1996; the eighth on June 10, 1997; the ninth on September 5, 1997; the tenth on April 10, 1998; the eleventh on April 23, 1999; the twelfth on July 13, 1999; the thirteenth on April 17, 2000; the fourteenth on April 17, 2000; the fifteenth on May 7, 2001; the sixteenth on May 7, 2001; the seventeenth on May 17, 2002; the eighteenth on June 12, 2003; the nineteenth on June 12, 2003; the twentieth on June 15, 2004; the twenty-first on June 15, 2004; the twenty-second on June 14, 2005; the twenty-third on June 14, 2005; the twenty-fourth on June 14, 2006; the twenty-fifth on June 15, 2007; the twenty-sixth on June 13, 2008; the twenty-seventh on June 19, 2009; the twenty-eighth on June 15, 2010; the twenty-ninth on June 15, 2011; the thirtieth on June 6, 2012; the thirty-first on June 17, 2013; the thirty-second on June 15, 2016; the thirty-third on June 14, 2017; the thirty-fourth on June 10, 2019; the thirty-fifth on June 22, 2020; the thirty-sixth on May 30, 2023; the thirty-seventh on May 30, 2024; the thirty-eighth on May 29, 2025.

Topco Scientific Co., Ltd.

Chairman: Jeffery Pan

Appendix 3.

Rules for Election of Directors

1. Except as otherwise provided by laws and regulations or the Articles of Incorporation, the Company's elections of directors shall be conducted in accordance with these Rules.
2. When the shareholders' meeting elects directors, an open cumulative voting system shall be adopted; each share shall be entitled to the number of voting rights equal to that of directors to be elected and may be cast for a single candidate or split among multiple candidates. The Company's election of directors shall proceed as per the procedures of the candidate nomination system stipulated in Article 192-1 of the Company Act.
3. Based on the number of directors to be elected as specified in the Company's Articles of Incorporation, the number of voting rights shall be separately calculated for independent and non-independent director positions. Those receiving votes 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 director positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
4. Election ballots shall be prepared by the Company and numbered according to shareholder account numbers or attendance card numbers, with the number of voting rights entered thereon.
5. Before an election begins, the chair shall appoint a number of scrutineers and vote counting personnel, who shall also be shareholders, to perform their respective duties.
6. The Company shall prepare ballot boxes, and scrutineers shall publicly check the boxes before voting commences.
7. An elector shall enter an electee's name in the Electee field in the ballot; if the electee is a shareholder, the shareholder account number shall also be entered in the ballot additionally.
8. A ballot shall be invalid under any of the circumstances below:
 - 8.1 A ballot not prepared in accordance with these Rules.
 - 8.2 A ballot not placed in the ballot box.
 - 8.3 A blank ballot placed in the ballot box.
 - 8.4 A ballot with unclear or indecipherable writing.
 - 8.5 A ballot with the electee's name, account number, and number of voting rights altered.
 - 8.6 A ballot with the electee's name entered indecipherable or inconsistent with that in the shareholder register.
 - 8.7 A ballot with other words or marks entered in addition to the electee's name or shareholder account number.
 - 8.8 A ballot with two or more electees who have the same name, without distinguishing information entered, making it impossible to identify the electee entered thereon.
 - 8.9 A ballot with the number of candidates entered exceeding the prescribed number of candidates.
9. After the voting is completed, the ballots shall be counted on the spot. The chair shall announce the list of elected directors.
10. The Company shall send notifications to the persons elected as directors after the end of the shareholders' meeting.
11. If there are matters not specified in these Rules, they shall be handled in accordance with the Company Act and the Company's Articles of Incorporation.
12. These Rules and any amendments thereto shall come into force after being approved by the shareholders' meeting.

These Rules were formulated on April 23, 1999.
The first amendment was made on May 17, 2002.
The second amendment was made on June 17, 2013.
The third amendment was made on June 22, 2020.

Appendix 4.

Procedures for Acquisition or Disposal of Assets

- 1 Law Source:

The Procedures are stipulated in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and other relevant laws and regulations prescribed by the Financial Supervisory Commission (“FSC”).
- 2 The term “Assets” used herein includes the followings:
 - 2.1 Securities: including equity stocks, bonds, corporate bonds, bank debentures, securities representing interest in funds, depository receipts, call (put) warrants, beneficiary securities and asset-based securities.
 - 2.2 Real property: including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
 - 2.3 Memberships.
 - 2.4 Intangible assets: including patents, copyrights, trademarks, franchise rights, and other intangible assets.
 - 2.5 Right-of-use assets.
 - 2.6 Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
 - 2.7 Derivatives.
 - 2.8 Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
 - 2.9 Other major assets.
- 3 Terms used in the Procedures are defined as follows:
 - 3.1 Derivatives:

Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
 - 3.2 Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law:

Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the “Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act or other laws and regulations acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under the Company Act.
 - 3.3 Related party or subsidiary:

As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers
 - 3.4 Professional appraiser:

Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
 - 3.5 Date of occurrence:

Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Board of Directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.

- 3.6 Mainland China area investment:
Refers to investments in Mainland China approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- 4 Professional appraisers and their officers, certified public accounts (CPA), attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:
- 4.1 Shall not have previously received a final and unappealable sentence to imprisonment for one year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if three years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
- 4.2 Shall not be a related party or de facto related party of any party to the transaction.
- 4.3 If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers shall not be related parties or de facto related parties of each other.
- 4.4 When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-discipline standards of affiliated associations and the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
- 5 For acquisition or disposal of assets through court auction procedures, the appraisal report or CPA's opinion can be replaced by documents issued by the courts.
- 6 The following limits apply on investments made by the Company or subsidiaries in real property and right-of-use assets thereof not for business use or marketable securities:
- 6.1 The total value of investment in real property and right-of-use assets thereof not for business use shall not exceed the Company's net worth reported in the most recent audited financial statements.
- 6.2 The total value of investment in marketable securities shall not exceed the Company's net worth reported in the most recent audited financial statements.
- 6.3 The total value of investment in individual marketable securities shall not exceed 50 percent of the Company's net worth reported in the most recent audited financial statements.
- 7 Board of Directors' meeting Record:
Where the proposal to acquire or dispose of assets by the Company is required to be submitted to the Board of Directors for approval, more than one half of all audit committee members must consent to the proposal prior to it being submitted the Board of Directors for resolution.
If the aforesaid proposal was not consented by at least one half of all the audit committee members, the proposal may be adopted by at least two third of all the Directors with the resolution of the audit committee clearly recorded in the minutes of the Board of Directors' meeting.
All members of the audit committee and all directors referred to in the preceding paragraph shall be those that are currently in office.
- 8 Procedures for acquisition or disposal of marketable securities
- 8.1 Appraisal procedures:
- 8.1.1 When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a CPA, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted

prices of securities that have an active market, or where otherwise provided by regulations of the FSC.

8.1.2 When acquiring or disposing of securities traded on a stock exchange or an OTC market, the transaction price shall be negotiated and agreed upon according to the market prices at the time of disposal or acquisition.

8.1.3 When acquiring or disposal of securities not traded on a stock exchange or an OTC market, the transaction price shall be negotiated and agreed with reference to the future prospect and prevailing values at the time of disposal or acquisition.

8.2 Operating procedures:

8.2.1 Authorization limit

(1) Short-term investment- currency-based investment (bond, fund, convertible bond, commercial paper, bankers' acceptance, bank term deposit and callable bond)

Level	Authorization Limit
Chairman	In excess of NT\$ 100 million
Chief Executive Officer	Less than NT\$100 million

(2) Long-term and short-term investment- equity investment

Level	Authorization Limit
Board of Directors resolution	In excess of NT\$ 100 million
Chairman	Less than NT\$100 million

8.3 Expert opinion:

When acquiring or disposing of securities, the Company shall engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price if any of the followings applies and that the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more:

8.3.1 Acquiring or disposal of securities not traded on a stock exchange or an OTC market.

8.3.2 Acquiring or disposal of securities through private placement.

9 Procedures for acquisition or disposal of real property, plant or right-of-use assets thereof

9.1 Appraisal procedures:

9.1.1 When acquiring or disposing of real property or right-of-use assets thereof, the Company shall refer to the publicly announced current value, appraised value and settlement prices of neighboring properties to negotiate and agree on the terms and price of the transaction.

9.1.2 When acquiring or disposal of equipment or right-of-use assets thereof, the Company shall negotiate and agree on the price through making price inquiry, price comparison or tender.

9.2 Operating procedures:

9.2.1 Authorization limit

1.Acquiring or disposing of real property or equipment

Level	Authorization Limit
Board of Directors resolution	In excess of NT\$ 50 million
Chairman	Less than NT\$ 50 million

2.Acquiring or disposing of right-of-use assets of real property or equipment

Level	Authorization Limit
Board of Directors resolution	In excess of NT\$ 200 million
Chairman	In excess of NT\$ 50 million but under NT\$200 million
Chief Executive Officer	Under NT\$50 million

9.2.2 Implementation and transaction process

Implementation and the transaction process shall be handled in accordance with the Company's "Real Property, Plant Equipment Workflow" and "Investment Workflow".

- 9.3 When acquiring or disposing of real property, equipment, or right-of-use assets thereof, where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:
- 9.3.1 Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
- 9.3.2 Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- 9.3.3 Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
- (1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - (2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- 9.3.4 No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

10 Related-party transactions

- 10.1 When the Company engages in any acquisition or disposal of assets from or to a related party, the provisions set out in this Article should be complied with in addition to complying with the provisions of Articles 5, 8, 9 or 11 of the Procedures herein. Where the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in accordance with the provisions of the aforesaid Articles. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.
- 10.2 When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and a resolution at the Board of Directors' meeting:
- 10.2.1 The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
- 10.2.2 The reason for choosing the related party as a transaction counterparty.
- 10.2.3 With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 10.4 and 10.5.

- 10.2.4 The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.
- 10.2.5 Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of fund utilization.
- 10.2.6 An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with Article 10.1.
- 10.2.7 Restrictive covenants and other important stipulations associated with the transaction.
- 10.3 Report to the shareholders' meeting:
 - 10.3.1 If the related party has the following circumstances, the transaction contract may be entered into and payment made only if it has been approved by the Audit Committee and the board of directors in accordance with Article 10.2, and the information listed in Article 10.2 shall be submitted to the shareholders' meeting for resolution. Affiliated shareholders may not participate in voting:
 - (1) When transactions pursuant to Article 10.2 are to be conducted by the Company or its subsidiary which is not a domestic public company and the transaction amount reaches 10 percent or more of the Company's total assets, however, this requirement does not apply to transactions between the Company and its parent or subsidiaries, or between its subsidiaries.
 - (2) According to the Company Act, the Company's Articles of Incorporation or internal operating procedures, the amount and terms of the transaction have a significant impact on the Company's operations or shareholders' equity.
 - 10.3.2 Where the Company has a transaction with related parties as described in Article 10.2, the actual transaction status (including the actual transaction amount, transaction terms, and the information in Article 10.2) shall be submitted to the nearest shareholders' meeting after the end of the year.
- 10.4 Evaluate the reasonableness of the transaction costs:
 - 10.4.1 The Company shall evaluate the reasonableness of the transaction costs by the following means when acquiring real property or right-of-use assets thereof from a related party:
 - (1) Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 - (2) Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
 - 10.4.2 Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
 - 10.4.3 When acquiring real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs, the Company shall also engage a CPA to check the appraisal and render a specific opinion.
 - 10.4.4 Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the preceding three paragraphs do

not apply:

- (1) The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
- (2) More than five years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
- (3) The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
- (4) The real property and the right-of-use assets thereof for business use are acquired by the Company with its subsidiaries, or by its subsidiaries in which the Company directly or indirectly holds 100 percent of the issued shares or authorized capital.

10.5 When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in accordance with the following Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

10.5.1 Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

- (1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
- (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

10.5.2 When acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party, the Company provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

10.6 When the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:

10.6.1 A special reserve shall be set aside in accordance with of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost and shall not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in the Company, then the special reserve shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the

Company.

10.6.2 Members of the Audit Committee who are Independent Directors shall comply with the provision of Article 218 of the Company Act.

10.6.3 Provision of a special reserve and handling of affairs by Independent Directors pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

10.7 The Company may not utilize the special reserve set aside under the preceding paragraph until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

10.8 When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms-length transaction.

10.9 The transaction amount referred to in Article 10.2 & 10.3 shall be calculated in accordance with Article 15.2. "Within the preceding year" as therein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted for approval by the Shareholder' Meeting in accordance with these procedures need not be counted toward the transaction amount.

10.10 With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which the Company directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may delegate the Chairman to decide such matters when the transaction amount is within NT\$200 million and have the decisions subsequently submitted to and ratified by the next Board of Directors' meeting:

10.10.1 Acquisition or disposal of equipment or right-of-use assets thereof held for business use.

10.10.2 Acquisition or disposal of real property or right-of-use assets thereof held for business use.

11 Acquisition or disposal of intangible assets or right-of-use assets thereof

11.1 Appraisal procedures:

11.1.1 When acquiring or disposing of memberships, the Company shall refer to the fair market value to negotiate and agree on the transaction price and prepare the analysis in a report for submission to the Chairman.

11.1.2 When acquiring or disposing of intangible assets or right-of-use assets thereof, the Company shall consider the formation costs of the intangible asset, the subsequent benefits derived from its use and its fair market value to negotiate and agree on the transaction terms and price and prepare the analysis in a report for submission to the Chairman.

11.2 Operating procedures:

11.2.1 Authorization limit

Level	Authorization Limit
Board of Directors resolution	In excess of NT\$ 20 million
Chairman	Less than NT\$ 20 million

11.2.2 Implementation and transaction process

Implementation and the transaction process shall be handled in accordance with the Company's "Investment Workflow".

11.3 Expert opinion on intangible assets or right-of-use assets thereof or memberships
When acquiring or disposing of intangible assets or right-of-use assets thereof or memberships, the Company shall engage a CPA prior to the date of occurrence of the event to

provide an opinion regarding the reasonableness of the transaction price if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more.

12 Acquisition or disposal of claims of financial institutions

The Company does not currently engage in the acquisition or disposal of claims of financial institutions. Notwithstanding the forgoing, the Company shall seek the approval of the Board of Directors shall such need arises subsequently and upon approval by the Board of Directors, the Company shall stipulate the relevant appraisal and operating procedures.

13 Acquisition or disposal of derivatives

Derivative trading shall be handled in accordance with the Company's "Procedures for Acquisition or Disposal of Assets: Derivative Trading".

14 Procedures for conducting merger, demerger, acquisition or transfer of shares

14.1 Appraisal and operating procedures:

14.1.1 When conducting a merger, demerger, acquisition, or transfer of shares, the Company shall engage a CPA, attorney, or securities underwriter to engage in a joint discussion of a preliminary schedule of the legal procedures and summon a special taskforce to execute the schedule in accordance with the legal procedures; and prior to convening the Board of Directors' meeting to resolve on the matter, engage the aforesaid experts to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders for submission to the Board of Directors for deliberation and resolution. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempt in the case of a merger between the Company and its subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

14.1.2 The Company shall, when participating in a merger, demerger, acquisition, or transfer of shares, prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

14.2 Other matters:

14.2.1 Date of Board of Directors' meeting and shareholders' meeting:

The Company shall, when participating in a merger, demerger, or acquisition convene a Board of Directors' meeting and shareholders' meeting with other participating companies on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless otherwise provided by other laws and regulations or the FSC is notified in advance of extraordinary circumstances and grants consent. The Company shall, when participating in a transfer of shares, convene a Board of Directors' meeting with other participating companies on the day of the transaction unless otherwise provided by other laws and regulations or the FSC is notified in advance of extraordinary circumstances and grants consent.

14.2.2 When participating in a merger, demerger, acquisition, or transfer of another

company's shares, the Company shall prepare a full written record of the following information and retain it for 5 years for reference and inspection:

- (1) Basic identification data for personnel: Including the position titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
- (2) Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a Board of Directors' meeting.
- (3) Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board of Directors' meetings.

14.2.3 When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall, within two days (including) from the date of the Board of Directors resolution, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

14.2.4 Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

14.2.5 Confidentiality agreement:

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and shall not disclose the content of the plan prior to public disclosure of the information and may not trade, in his or her own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

14.2.6 Principles governing the alteration of the share exchange ratio or acquisition price:

The Company shall not, when participating in a merger, demerger, acquisition, or transfer of shares, arbitrarily alter the share exchange ratio or acquisition price unless under the circumstances listed below, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

- (1) Capital increase by cash, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities.
- (2) An action, such as a disposal of major assets, that affects the Company's financial operations.
- (3) An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- (4) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
- (5) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
- (6) Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed

14.2.7 Contents of the contract:

The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the followings:

- (1) Handling of breach of contract.
- (2) Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
- (3) The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
- (4) The manner of handling changes in participating entities or the number of entities participating.
- (5) Preliminary progress schedule for plan execution, and anticipated completion date.
- (6) Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant handling procedures.

14.2.8 Change in the number of participating companies:

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing its board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

14.2.9 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 14.2.1 to Article 14.2.5 (inclusive) and Article 14.2.8 of the procedures herein.

15 Public Disclosure of Information:

15.1 Under any of the following circumstances, the Company shall publicly announce the disclosure items and disclosure criteria within two days (including) from the date of occurrence of the event:

- 15.1.1 Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- 15.1.2 Merger, demerger, acquisition, or transfer of shares.
- 15.1.3 Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
- 15.1.4 Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - (1) Where the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - (2) Where the Company's paid-in capital is more than NT\$10 billion, the transaction amount reaches NT\$1 billion or more.
- 15.1.5 Acquisition or disposal by the Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches

NT\$500 million; among such cases, if the Company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.

- 15.1.6 Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
- 15.1.7 Where an asset transaction other than any of those referred to in the preceding six subparagraphs, or an investment in the Mainland China reaches 20 percent or more of the Company's paid-in capital or NT\$300 million except for the followings:
 - (1) Trading of domestic government bonds or international bonds issued by a foreign central government with a sovereign rating not lower than the sovereign rating of the R.O.C..
 - (2) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- 15.2 "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the procedures herein need not be counted toward the transaction amount.
 - 15.2.1 The amount of any individual transaction.
 - 15.2.2 The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
 - 15.2.3 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 - 15.2.4 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.
- 15.3 Deadline for public announcement and declaration of information:

The Company shall, within two days (including) from the date of occurrence of the event, publicly announce the information on assets acquired or disposed of by the Company in the format prescribed by the FSC on the information reporting website designated by the FSC.
- 15.4 When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days (including) from the date of knowing of such error or omission.
- 15.5 The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company's premise, where they shall be retained for 5 years except otherwise provided by other laws and regulations.
- 15.6 Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with this Article, a public report of relevant information shall be made on the information reporting website designated by the FSC within two days (including) from the date of occurrence of the event:
 - 15.6.1 Change, termination, or rescission of a contract signed in regard to the original transaction.
 - 15.6.2 The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - 15.6.3 Change to the originally publicly announced and reported information.

- 16 Subsidiary companies
- 16.1 The Company shall ensure that its subsidiary companies stipulate and implement the “Procedures for Acquisition or Disposal of Assets” in accordance with the “Regulations Governing the Acquisition and Disposal of Assets” and the aforesaid procedures and any amendments hereafter shall be adopted by the subsidiary’s Board of Directors.
- 16.2 Information required to be publicly announced and reported in accordance with the provisions of Article 15 on acquisitions and disposals of assets by the Company’s subsidiary that is not itself a public company in Taiwan shall be reported by the Company.
- 16.3 The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 16, paragraph 2.
- 17 For the calculation of 10 percent of total assets under the procedures herein, the total assets stated in the Company’s most recent financial report or individual financial reports prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. In the case of a subsidiary company of which shares has no par value or has a par value other than NT\$10—for the calculation of transaction amounts of 20 percent of paid-in capital under these procedures, 10 percent of equity attributable to owners of the parent company shall be substituted; for calculations under the provisions of these procedures regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to equity owners of the parent company shall be substituted.
- 18 Disciplinary Measures
Any employee of the Company in violation of the provisions of the procedures herein shall be subject to the Company’s “Employee Award and Discipline Policy”.
- 19 Any matters not covered herein shall be handled in accordance with the relevant laws and regulations.
- 20 Adoption and amendments
The Procedures and any amendments hereafter shall be approved by Audit Committee and Board of Directors for consent at shareholders’ meeting.
If the aforesaid proposal was not consented by at least one half of all the audit committee members, the proposal may be adopted by at least two third of all the Directors with the resolution of the audit committee clearly recorded in the minutes of the Board of Directors’ meeting.
All members of the audit committee and all directors referred to in the preceding paragraph shall be those that are currently in office.
- 21 History:
The Procedures were adopted on 10 April, 1998. The first amendment was made on 8 December, 1998; the second on 23 November, 1999; the third on 21 December, 1999; the fourth on 17 May, 2002; the fifth on 18 February 2003; the sixth on 15 June, 2004; the seventh on 23 April, 2007; the eighth on 30 December, 2011; the ninth on 19 March, 2012; the tenth on 24 June, 2014; the eleventh on 9 June, 2015; the twelfth on 14 June 2017; the thirteenth on 28 December, 2018; the fourteenth on 8 May, 2019; the fifteenth on 27 March, 2020; the sixteenth on 15 March, 2022; the seventeenth on 2 May, 2024.

Appendix 5.

Procedures for Loaning of Funds and Provision of Endorsements/Guarantees

1. Loaning of funds:
 - 1.1 The Company may provide loan to parties that satisfy one of the following criteria:
 - 1.1.1 A company or firm that engages in a business transaction with the Company and the business transaction necessitates a loan. The amount of loan provided to the aforementioned company or firm by the Company shall be governed by the provisions set out in Article 1.2 and considerations shall be given to the value of the business transaction between the Company and such company or firm.
 - 1.1.2 A company or firm that requires short-term financing refers to (1) Any subsidiary whose voting shares are 50 percent or more owned directly or indirectly by the Company; or (2) A company that the Board of Directors approved on a case-by-case basis.
 - 1.1.3 The term “short term” referred to in the preceding paragraph means one year or one operating cycle (whichever is the longer).
 - 1.2 Loaning of funds and limit:
 - 1.2.1 The Company may provide loan to others to the total amount that does not exceed 40 percent of the Company’s net worth;
 - 1.2.2 Limit on loans to individual parties and the evaluation criteria are as follows:
 - (1) The total amount of loan provided to any company or firm with a business relationship with the Company’s shall not exceed the total value of business transactions (the value of business transactions refers to the higher of purchases or sales made between the two parties) during the twelve (12) months immediately preceding the date of the loan and not exceeding 20 percent of the Company’s net worth.
 - (2) The total amount of short-term financing provided by the Company to any company or firm shall not exceed 20 percent of the Company’s net worth.
 - 1.2.3 Inter-company loans between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor loans to the Company by any overseas company in which the Company holds, directly or indirectly, 100% of the voting shares shall be bound by the provisions of paragraph 1.2.1 capping the total value of loan at 40% of the Company’s net worth. However, the Company shall still prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower, and shall specify limits on the durations of such loans in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” stipulated by the authority governing securities.
 - 1.3 Loaning of funds and procedures:
 - 1.3.1 In addition to complying with the provisions set out in the preceding two articles, the Company’s finance department shall evaluate the borrower’s business activities, financial position, repayment capability and credit worthiness, profitability and purpose of the loan to determine the necessity, reasonableness and risks of such loans, and necessity to obtain collateral and appraisal of the value thereof and to stipulate the maximum loan amount, duration of loan and calculation of interest, and assess the impact towards the Company's operating risk, financial position and shareholders' equity to include in a report for implementation upon approval by the Audit Committee and the Board of Directors.
 - 1.3.2 The borrower shall provide a collateral commensurate to the value of credit provided as a guarantee for the loan except where prior consent was obtained from the Board of Directors.

- 1.3.3 A rectification plan shall be formulated to deal with any change in circumstances resulting in the loan amount to be in breach of the limits, for submission to the Audit Committee.
- 1.3.4 Shall take into full consideration each Independent Director's opinions. Independent Director's objection or reservation shall be recorded in the minutes of the Board meeting.
- 1.3.5 Loans of funds between the Company and its subsidiaries, or between its subsidiaries, shall be submitted for a resolution by the Board of Directors, and the Chairman may be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the Board of Directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.
- 1.3.6 The "certain monetary limit" mentioned in the preceding paragraph on authorization for loans extended by the Company or any of its subsidiaries to any single entity shall not exceed 10% of the net worth reported in the most recent financial statements of the lending company, except in cases of companies in compliance with Article 1, paragraph 2 and subparagraph 3.
- 1.4 The Company shall use the corporate chop and the chop of the responsible person registered with the governing authority as the dedicated chop for the signing of the financing contract. A designated finance personnel shall be responsible handling the verification the borrower's chop and signing of the contract.
- 1.5 Subsequent control measures and procedures for handling overdue loans:
 - 1.5.1 After a loan is extended, the Company shall periodically evaluate the financial, business and credit status of the borrower and guarantor. Where a collateral was provided, the Company shall also monitor the change in value of the collateral, if any. Any material changes shall be reported to the President with appropriate actions taken according to the instructions given by the President. Where there is evidence indicating the deterioration of the borrower's credit rating, or whether there is significant uncertainty with respect the borrower's ability to make repayments, the Board of directors shall be notified in the first instance for actions.
 - 1.5.2 Where the borrower is unable to perform the contractual terms, the Company may dispose of the collateral provided and make claims on the remaining debt where appropriate.
- 1.6 The borrower shall, upon maturity of the loan or when making early repayment, calculate the total interest payable on the loan. The Company may only cancel and return the collateral to the borrower or cancel the mortgage upon receiving the full repayment of the principal amount owing and interest.

Interest on loan to others shall not be lower than interest rate on bank term deposits with a one-year maturity. If the borrower is found to be in the situation described in the preceding paragraph, the Company's may dispose of the borrower's collateral, make claims on the remaining debt and charge the borrower an additional 10% of default interest.
- 1.7 Logbook:

The Company shall prepare a logbook for its fund-lending activities and truthfully record the following information: borrower, amount, date of approval by the Board of Directors and the lending/borrowing date. The evaluation report prepared in accordance with Article 1, paragraph 3 and subparagraph 1 shall be attached hereto.
- 1.8 The Company's internal auditors shall audit the Procedures for Loan to Others and the implementation thereof at least once every quarter, prepare written records accordingly and notify the audit committee in writing of any material violation found.
- 1.9 Public announcement and declaration:
 - 1.9.1 Shall be handled in accordance with the "Regulations Governing Lending of Funds and Making of Endorsements/Guarantees by Public Companies" enforced by the

FSC.

1.9.2 The Company shall publicly announce and report the balance of loans to others for the preceding month of itself and its subsidiaries by the 10th day of each month.

1.9.3 The Company shall publicly announce and report any of the following event within two (including) days from the occurrence of the event:

- (1) The aggregate balance of loan to others by the Company and its subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statements.
- (2) The balance of loans by the Company and its subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statements.
- (3) The amount of new loans of funds by the Company or its subsidiaries reaches NT\$10 million or more and reaches 2 percent or more of the Company's net worth as stated in its latest financial statements.
- (4) "Date of occurrence" used herein means the date of contract signing, date of payment, date of Board of Directors resolution, or other date that can confirm the counterparty and monetary amount of the loan of funds or endorsement/ guarantee, whichever date is earlier

The Company shall announce and report on behalf of any subsidiary thereof that is not a public company in Taiwan any matters that such subsidiary is required to announce and report pursuant to first three items of subparagraph 3 of the preceding paragraph.

1.10 The finance department shall evaluate the status of the Company's loans to others and provide sufficient allowance for bad debts and shall adequately disclose relevant information in its financial reports and provide certified public accountants with the relevant information for conducting the required audit procedures.

2. Procedures for endorsements and guarantees:

2.1 The term "endorsements and guarantees" used herein refer to the followings:

2.1.1 Financing endorsements/guarantees, including:

- (1) Bill discount financing.
- (2) Endorsement or guarantee made to meet the financing needs of another company.
- (3) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself.

2.1.2 Customs duty endorsements/guarantees, meaning an endorsement or guarantee for the company itself or another company with respect to customs duty matters.

2.1.3 Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.

2.1.4 Any creation by the Company of a pledge or mortgage on its chattel or real property as security for the loans of another company.

2.2 The Company may provide endorsements /guarantees for the following companies:

2.2.1 A company with which it does business.

2.2.2 A company in which the Company directly and indirectly holds more than 50 percent of the voting shares.

2.2.3 A company that directly and indirectly holds more than 50 percent of the voting shares in the Company.

Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may provide endorsements /guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company, provided that this restriction shall not apply to endorsements/guarantees between companies in which the Company holds, directly or indirectly, 100% of the voting shares.

- 2.2.4 Where the Company is required to fulfill its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or where all capital contributing shareholders provide endorsements/ guarantees for their jointly invested company in proportion to their shareholding percentages, such endorsements/guarantees may be made free of the restrictions set out in the preceding paragraph.
- 2.3 Limit on endorsements/guarantees:
- 2.3.1 The aggregate balance of endorsements or guarantees provided by the Company shall be no more than 20 percent or more of the Company's net worth as stated in its latest financial statements. The balance of endorsements or guarantees provided to a single enterprise shall be no more than 100 percent of the Company's net worth as stated in its latest financial statements.
- 2.3.2 The aggregate balance of endorsements or guarantees provided by the Company and its subsidiaries shall be no more than 170 percentage of the Company's net worth as stated in its latest financial statements. The balance of endorsements or guarantees provided to a single enterprise shall be no more than 100 percent of the Company's net worth as stated in its latest financial statements.
- 2.4 Approval and authority delegates:
- 2.4.1 Endorsements or guarantees provided by the Company shall be approved by the Audit Committee and the Board of Directors. The Board of Directors may authorize the Chairman to consent to any endorsements or guarantees for subsequent submission to and ratification by the next Board of Directors' meeting in accordance with the procedures herein, to the extent that the total amount of endorsements or guarantees is no more than 5 percent of the Company's net worth as stated in the Company's most recent financial statements.
- Before making any endorsements/guarantees pursuant to Article 2, paragraph 2, and subparagraph 3, a subsidiary in which the Company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsements/guarantees to the Audit Committee and the Board of Directors for a resolution, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.
- 2.4.2 Where the Company needs to provide endorsements or guarantees in excess of the limit set out in the procedures herein out of business necessity, and where the conditions set out in procedures herein are complied with, the Company shall obtain approval from the Board of Directors and half or more of the Directors shall act as joint guarantors for any loss that may arise due to exceeding the limit. It shall also amend the procedures accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the shareholders' meeting does not give consent, the Company shall adopt a plan to discharge the amount of endorsements or guarantees in excess of the limit within a given timeframe.
- 2.4.3 Where the Company has appointed independent directors, when providing endorsements/guarantees for others, it shall take into full consideration the opinions of each independent director; independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting.
- 2.5 Procedures for endorsements/guarantees:
- 2.5.1 The company receiving the guarantee or endorsement shall complete the "Application for Endorsements/guarantees" and submit the application to the finance department of the Company for processing. The original of the application form shall be kept on file. The finance department shall carefully evaluate the risks and make into a record for review and approval by the Chairman and then the approval of the Audit Committee and the Board of Directors.

- 2.5.2 The Finance Department shall prepare a logbook to record the following information: endorsements/guarantees provided, name of the company receiving the guarantee and endorsement, results of risk evaluation, amount of endorsements/guarantees, date of approval by the Board of Directors and the evaluation report prepared in accordance with the preceding paragraph shall be attached hereto.
- 2.5.3 Where the entity for which an endorsements/guarantees was made originally met the criteria set out in Paragraph 2 of Article 2 no longer meets the criteria subsequently, or the amount of endorsements/guarantees exceeds the limit due changes in the basis of calculating the limit, the Company shall adopt a rectification plan and submit such plan to the Audit Committee, whilst completing the rectifications according to the timeframe set out in the plan.
- 2.5.4 The Company may, according the endorsements/guarantees provided, charge the guaranteed/endorsed entity a guarantee/endorsement fee.
- 2.6 The finance department shall evaluate the value of endorsements and guarantees provided by the Company to others and provide sufficient allowance for bad debts and shall adequately disclose relevant information in its financial reports and provide certified public accountants with the relevant information for conducting the required audit procedures.
- 2.7 Safekeeping of the corporate chop and procedures:
- 2.7.1 The Company shall use the corporate chop registered with the Ministry of Economic Affairs as the dedicated chop for the provision of endorsements or guarantees. The Company shall ensure the safekeeping of the corporate chop and negotiable instruments by separate designated personnel. The corporate chop should be used, and the negotiable instruments shall be issued in accordance with the procedures. Any change in the custodian shall be consented by the Chairman.
- 2.7.2 Where the endorsement or guarantee provided by Company is for a foreign company, the guarantee letter issued by the Company shall be signed by the signatory authorized by the Board of Directors.
- 2.8 Public announcement and declaration:
- 2.8.1 Shall be handled in accordance with the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” enforced by the FSC and the Company’s procedures for public announcement and declaration of information.
- 2.8.2 The Company shall publicly announce and report the balance of endorsements and guarantees provided to others for the preceding month of itself and its subsidiaries by the 10th day of each month.
- 2.8.3 The Company shall publicly announce and report any of the following events within two (including) days from the occurrence of the event:
- (1) The aggregate balance of endorsements or guarantees provided by the Company and its subsidiaries reaches 50 percent or more of the Company's net worth as stated in its latest financial statements.
 - (2) The balance of endorsements or guarantees provided the Company and its subsidiaries to a single enterprise reaches 20 percent or more of the Company's net worth as stated in its latest financial statements.
 - (3) The balance of endorsements or guarantees provided by the Company and its subsidiaries to a single enterprise reaches NT\$10 million or more and that the aggregate amount of all endorsements or guarantees for, carrying value of equity method investment in, and the balance of loans to such enterprise reaches 30 percent or more of Company's net worth as stated in its latest financial statement.
 - (4) The amount of new endorsements or guarantees provided by the Company or its subsidiaries reaches NT\$30 million or more and reaches 5 percent or more of the Company's net worth as stated in its latest financial statement.
 - (5) The term “Date of occurrence” used herein means the date of contract signing,

date of payment, date of Board of Directors' resolution, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.

The Company shall announce and report on behalf of any subsidiary thereof that is not a public company in Taiwan any matters that such subsidiary is required to announce and report pursuant to subparagraph 4 of the preceding paragraph.

- 2.9 Any subsidiary of the Company intending to provide endorsements/guarantees to others shall do so in accordance with the procedures herein. Where such subsidiary was established and located offshore, the corporate chop registered with the Ministry of Economic Affairs as the dedicated chop for endorsements/guarantees described in paragraph 8 of Article 2 shall be replaced by the corporate chop locally registered for execution of endorsements/guarantees.
- 2.10 Where an entity for which the company makes any endorsements/guarantees is a subsidiary whose net worth is lower than half of its paid-in capital:
 - 2.10.1 The subsidiary company shall provide monthly management reports to the finance department of the parent company on a periodic basis. The finance department of the parent company shall continue to review the necessity, reasonableness and risks of the endorsements/guarantees. The finance department may propose to the managerial staff to shorten the duration of the endorsements/guarantees or the endorsed amount on the basis of the evaluation results in order to manage potential risks arising from the endorsements/guarantees.
 - 2.10.2 The finance department of the parent company should be notified in the first instance where the net worth of the subsidiary to which the endorsements/guarantees was made drops below one half of its paid-in capital, in order for the finance department of the parent company to record the event in the logbook for follow-up review and risk evaluation.
 - 2.10.3 In the case of a subsidiary with shares having no par value or a par value other than NT\$10, the paid-in capital shall be calculated as the sum of the share capital plus paid-in capital in excess of the par value.
3. Where a subsidiary of the Company intends to make loans and endorsements/guarantees for others, the Company shall instruct it to formulate its own procedures for endorsements/guarantees in compliance with the regulations herein and comply with such procedures. The Company shall manage procedures for loaning of funds and provision of endorsements/guarantees by the Company's subsidiary companies in accordance with the "Rules Governing Governance of Subsidiary Companies".

The term "Subsidiary" and "parent company" used herein shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Where financial reports are prepared in accordance with the International Financial Reporting Standards, the term "net worth" used herein refers the equity in the balance sheet attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. The Company's internal auditors shall audit the procedures and the implementation thereof at least once every quarter, prepare written records accordingly and notify the Audit Committee in writing of any material violation found.
5. Any managerial officer and the person in charge found to be in violation of the provisions of the procedures herein shall be subject to disciplinary actions in accordance with the Company's "Employee Award and Discipline Policy" and any incident of serious breach should be subject to disciplinary actions by a resolution of the Board of Directors.

6. The Procedures and any amendments hereafter shall first be approved by the Audit Committee and the Board of Directors, and shall be submitted to shareholders' meeting for consent. If the aforesaid have not been consented by more than one half of the members of the Audit Committee may be adopted with the consent of at least two third of all the Company's directors and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting. The members of the Audit Committee and all Directors referred to herein shall be those that are currently in office.
7. Any matters not covered herein shall be handled in accordance the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies".
8. The Procedures were adopted on 18 February, 2003. The first amendment was made on 17 February, 2006; the second on 27 February, 2009; the third on 23 April, 2010; the fourth on 15 June, 2011; the fifth on 26 August, 2011; the sixth on August 17, 2012; the seventh on 24 June, 2014; the eighth on 9 June 2015 and the ninth on 19 March, 2019 and the tenth on 27 March, 2020.

Appendix 6.

Shareholding All of the Company's Directors

1. Pursuant to Article 26 of the Securities and Exchange Act and the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, the minimum number of shares and percentage of shares held by the all of the Company's Directors are as follows:

The Company's issued ordinary shares	193,657,655 shares
Percentage of shares held by All Directors required by law	6%
Number of shares held by All Directors required by law	11,619,459 shares

2. The numbers of shares held by the directors and supervisors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date (March 28, 2026) for that shareholders' meeting.

Title	Name	Shareholding
Director	Jeffery Pan	853,181
Director	Simon Tseng	1,068,709
Director	Charles Lee	604,555
Director	Kuo, Kuan-Hung	1,455,513
Director	Pei-fen, Chang	1,233,605
Director	Jia Pin Investment Development Co., Ltd. Representative: Joyce Lu	7,181,043
Independent Director	Sheu, Her-Jiun	0
Independent Director	Hsin, Ta-Chih	0
Independent Director	Chen, Yu-Shan	0
Number of sharesholding by all Directors		12,396,606