Time: 09:00 a.m on Thursday, 22 May, 2025

Method: Visual communication assisted shareholders meeting

Place: B2F, No.201, Sec. 2, Wenxin Rd., Xitun Dist., Taichung City 407, Taiwan (SWEETEN PLAZA's international hall)

Platform of virtual meeting: The e-Meeting platform of TDCC

(https://stockservices.tdcc.com.tw)

Attendants: A total of 103,587,114 shares were represented by shareholders, accounting for 83.48% of the company's total outstanding shares, which stands at 124,080,930 shares. Of these, 43,582,651 votes casted electronically and 99,000 votes casted through the e-Meeting platform.

Chairman: Liang, Chin-Li **Recorder**: He, Sin-Wen

Attendee:

Hu, Tai-Tsen, Director

Wu, Pi-Huei, Representative of Xiang-Hui Development Co., Ltd., Director

Chi, Chih-Yi, Independent Director (Convener of Remuneration Committee and Sustainability and Nominating Committee and member of Audit Committee)

Chiu, Hui-Yin, Independent Director (Convener of Audit Committee and member of Remuneration Committee and Sustainability and Nominating Committee)

Huang, Tzu-Pei, Independent Director (Member of Audit Committee, Remuneration Committee and Sustainability and Nominating Committee)

Liang, Lien-Wen, Independent Director (Member of Audit Committee, Remuneration Committee and Sustainability and Nominating Committee)

Attending as Delegates:

Lai, Ming-Kun, President

Wang, Chun-Sheng, President

Chen, Chung-Sheng, CFO & Chief corporate governance officer

Lu, Chien-Hui, CPA

- **1. Call the Meeting to Order:** The aggregate shareholders of shareholders present in person or by proxy constituted a quorum. The chairman called the meeting to order.
- 2. Chairperson Remarks: (omitted)

3. Report Items

Report No. 1: To report the distribution of 2024 employee and director compensation. (Proposed by the Board of Directors)

Explanation:

- (1) The Board of Directors resolved that when distributing the surplus profits for each fiscal year, the company shall first offset its losses of previous years and set not less than three percent of the profit before tax excluding the amount of employees' and directors' compensation as compensation to employees; and then set not more than five percent of the profit before tax excluding the amount of employees' and directors' compensation as compensation to directors. Independent directors shall be excluded from distribution.
- (2) The company proposed to allocate 6% for employee compensation (not less than 3%) in the amount of NTD 201,677,475. It also planned to allocate 3% for the compensation of directors (not higher than 5%) in the amount of NTD 100,838,737.

Report No. 2: To report 2024 Business Report. (Proposed by the Board of Directors)

Explanation: The 2024 Business Report is attached as Attachment 1 and Attachment 2.

Report No. 3: Audit Committee's Review Report of 2024 Financial Statements. (Proposed by the Board of Directors)

Explanation: The 2024 Audit Committee's Review Report is attached as Attachment 3.

Report No. 4: To report the distribution of 2024 cash dividends. (Proposed by the Board of Directors)

Explanation: According to the company's "Articles of Incorporation," the board of directors is authorized to approve semiannual cash dividends after the end of each half fiscal year. The distribution of 2024 cash dividends is demonstrated in the table below:

Period	Date of the resolution by the board of director	Payment date	Cash Dividends Per Share (NTD)	Total Amount (NTD)
First half	Nov. 08, 2024	Jan. 17, 2025	5	620,404,650
Second half	Feb. 27, 2025 To be resolved		10	1,240,809,300
		15	1,861,213,950	

Report No. 5: To report 2024 Corporate governance report. (Proposed by the Board of Directors)

Explanation: The 2024 Corporate governance report is attached as Attachment 4.

Report No. 6: To report the 2024 annual operation of Audit Committee and its communication with the company's chief internal auditor. (Proposed by the Board of Directors)

Explanation: The 2024 annual operation report of Audit Committee and its communication with the company's chief internal auditor is attached as Attachment 5.

Report No. 7: To report the connection and reasonableness between the compensation policy of the directors and managerial officers and

performance assessment results in 2024. (Proposed by the Board of Directors)

Explanation:

- (1) The company's compensation procedures for directors and managerial officers are based on the "Rules for Performance Evaluation of Board of Directors and Functional Committees" and "Employee appraisal guidelines." In addition to referring to the company's business performance, future risks, development strategies and industry trends, it also considers individual's contribution made to the company and provides reasonable compensation. Director's compensation policy and individual's compensation is attached as Attachment 6.
- (2) According to the correlation analysis between the average compensation and performance assessment of the directors in the industry, it is shown that the company's compensation level of directors is within a reasonable range. Therefore, the current director compensation policy will be maintained.
- (3) According to the analysis of the annual reports in the industry, the compensation for managerial officers is positively correlated with the overall performance contribution and future risks. The company will maintain this policy and provide reasonable rewards based on individual contributions to the company's performance.
- **Report No. 8**: To report the execution of the plan that the company proposes to offer to buy within 15% shares of directly or indirectly reinvestment companies by high-performance employees. (Proposed by the Board of Directors)
- **Explanation:** On November 8, 2023, Board of the company approved that Nova Technology Corp. should waive the cash capital increase of Suzhou Winmax Technology Corp. and release the shares to four holding

platforms owned by employees of Suzhou Winmax Technology Corp. and non-mainland Chinese employees. The share release was completed on May 27, 2024, with 13.41% of the shares actually released.

Report No. 9: To report the amendment of the commitment undertaken by the company due to the listing of subsidiary Acter Technology Integration Group Co., Ltd. (Proposed by the Board of Directors)

Explanation:

- (1) The subsidiary Acter Technology Integration Group Co., Ltd. (hereinafter referred to as Acter Integration) is listed on the stock exchange in China. In accordance with the requirements of the China Securities Regulatory Commission and other securities regulatory authorities, the company was authorized by the shareholders' meeting in 2019 and approved by the audit committee and board of directors on February 25, 2021, to issue a commitment letter to avoid competition.
- (2) To avoid situations where the overall development of the Group is restricted by such commitment for objective reasons, or situations where the fulfillment of the commitment is detrimental to the rights of the shareholders of Acter Integration, exceptions are now allowed based on the original commitment. This amendment takes into account market conditions, the political and economic environment, and risk management to avoid missing business opportunities that could benefit both the company and Acter Integration. As the ultimate parent company, which indirectly owns 65% of Acter Integration, the company will also benefit from its interests, enhancing the value of its investments. Therefore, this amendment is not expected to have a material impact on the finance, business or shareholders' equity. Please refer to Attachment 7 for details.

Report No. 10: To report the amendment of "Rules of Procedure for Board of Directors Meeting." (Proposed by the Board of Directors)

Explanation: In order to conform to the amendments of related commercial laws, the company hereby proposes to amend "Rules of Procedure for Board of Directors Meeting." Please refer to Attachment 8 for details.

4. Proposals

Proposal No. 1: Adoption of the 2024 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation:

- (1) Acter Company's Financial Statements, including the balance sheet, statement of comprehensive income, statement of change in equity, and statement of cash flows, were audited by independent auditors, Chen, Cheng-Hsueh CPA and Lu, Chien-Hui CPA of KPMG Firm. Also Business Report and Financial Statements have been approved by the Board held on Feb. 27, 2025 and examined by the Audit Committee of Acter Company.
- (2) The 2023 Business Report, independent auditors' report, and the above-mentioned Financial Statements are attached in the Meeting Agenda as Attachment 1 and Attachment 2.

Voting Results: Sharers represented at the time of voting: 103,587,114 votes

Voting Results	% of the total represented shares present
94,374,001 votes in favor (including 34,491,674 votes casted electronically and 0 votes casted through the e-Meeting platform)	91.10%
1,540 votes against (including 1,540 votes casted electronically and 0 votes casted through the e-Meeting platform)	0.00%
0 votes invalid	0.00%
9,211,573 votes abstained (including 9,089,437 votes casted electronically and 99,000 votes casted through the e-Meeting platform)	8.89%

Resolved: The above proposal be and hereby was approved as proposed.

Proposal No. 2: Adoption of the Proposal for Distribution of 2024 Profits. (Proposed by the Board of Directors)

Explanation: Please refer to the 2024 Profit Distribution Table as follows.

ACTER GROUP CORPORATION LIMITED PROFIT DISTRIBUTION TABLE Year 2024

Unit: NTD

Beginning retained earnings	2,234,872,897
Add: Net profit after tax	2,617,188,413
Less: Remeasurements of defined benefit plans	1,607,287
Less: 10% legal reserve	261,558,113
Add: Reversal of special reserve	254,173
Distributable net profit	4,589,150,083
Distributable items: (Note1)	
1H24 Cash Dividend to shareholders (NTD5 per share)	620,404,650
2H24 Cash Dividend to shareholders (NTD10 per share)	1,240,809,300
Unappropriated retained earnings	2,727,936,133

Note1: Pursuant to Article 27 of the Articles of Incorporation of the Company, it has been resolved by the board of directors and reported to this shareholder's meeting. Please refer to Report No. 4.

Note2: The total amount paid to each shareholder shall be in whole NT dollars and any fractional amount less than one NT dollar shall be rounded to the next NT dollar. The resulting difference shall be recognized by the company as other income or expense.

Note3: If the 2H24 cash dividend payout ratio is affected as a result of changes to the company's outstanding shares due to any reason before the distribution record date and needs to be revised, the chairman is fully authorized to handle such matter.

Voting Results: Sharers represented at the time of voting: 103,587,114 votes

Voting Results	% of the total represented shares present
94,565,549 votes in favor (including 34,683,222 votes casted electronically and 0 votes casted through the e-Meeting platform)	91.29%
5,592 votes against (including 5,592 votes casted electronically and 0 votes casted through the e-Meeting platform)	0.00%
0 votes invalid	0.00%
9,015,973 votes abstained (including 8,893,837 votes casted electronically and 99,000 votes casted through the e-Meeting platform)	8.70%

Resolved: The above proposal be and hereby was approved as proposed.

5. Discussion

Proposal No. 1: Discussion on the proposal to amend "Articles of Incorporation." (Proposed by the Board of Directors)

Explanation: In order to conform to the amendments of related commercial laws, the company hereby proposes to amend "Articles of Incorporation." Please refer to Attachment 9 for details.

Voting Results: Sharers represented at the time of voting: 103,587,114 votes

Voting Results	% of the total represented shares present
94,549,533 votes in favor (including 34,667,206 votes casted electronically and 0 votes casted through the e-Meeting platform)	91.27%
3,529 votes against (including 3,529 votes casted electronically and 0 votes casted through the e-Meeting platform)	0.00%
0 votes invalid	0.00%
9,034,052 votes abstained (including 8,911,916 votes casted electronically and 99,000 votes casted through the e-Meeting platform)	8.72%

Resolved: The above proposal be and hereby was approved as proposed.

Proposal No. 2: Discussion on the proposal to release the director from non-competition restrictions. (Proposed by the Board of Directors)

Explanation:

- (1) In accordance with Article 209 of Company Law, any director acting for himself/ herself, or for any other person within the scope of the Company business, should explain the important matters of such acts and acquire the approval of the shareholders' meeting.
- (2) It is hereby proposed to release the director from non-competition restrictions. The detail is as follows.

Title/Name	Content of non-competition restrictions to be waived			
Chairman/Liang, Chin-Li	Director, Winmax Technology Malaysia Sdn. Bhd.			

Voting Results: Sharers represented at the time of voting: 103,587,114 votes

Voting Results	% of the total represented shares present
94,265,168 votes in favor (including 34,382,841 votes casted electronically and 0 votes casted through the e-Meeting platform)	91.00%
64,267 votes against (including 64,267 votes casted electronically and 0 votes casted through the e-Meeting platform)	0.06%
0 votes invalid	0.00%
9,257,679 votes abstained (including 9,135,543 votes casted electronically and 99,000 votes casted through the e-Meeting platform)	8.93%

Resolved: The above proposal be and hereby was approved as proposed.

6. Questions and Motions : None.

7. Adjournment: The meeting adjourned at 9:34 a.m.

No shareholder questions in this shareholder meeting.

(This meeting minutes records only the essential points of the proceedings and the results of the meeting in accordance with paragraph 4, Article 183 of the Company Act. The meeting audio recording shall prevail regarding the meeting content, proceedings, and shareholders' statements.)

Chairman: Liang, Chin-Li



Recorder: He, Sin-Wen



Attachment 1:Business Report

ACTER GROUP CORPORATION LIMITED

2024 Business Report

1. 2024 Business results

(1)Business plan implementation results

Acter group's multi-regions management strategy has proven effective, coupled with recent global supply chain restructuring and trends toward regionalization and localization, with total consolidated revenue reaching NT\$30.25 billion. In terms of profitability, the net profit after tax amounted to NT\$2.62 billion, which represents a 42.39% increase compared to last year.

[Figure 1] Ratios of engineering turnover by the type

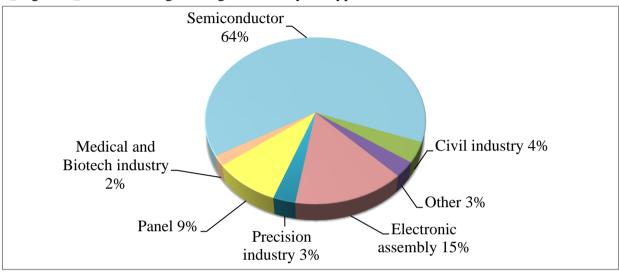


Table 1 Two-Year Comparative IS Unit: In thousands of New Taiwan Dollars

Items	2024	2023	Annual Change (%)		
Operating revenue	30,253,853	25,060,741	20.72		
Operating cost	23,676,006	20,142,993	17.54		
Gross profit	6,577,847	4,917,748	33.76		
Operating expenses	2,170,852	1,653,927	31.25		
Operating income	4,406,995	3,263,821	35.03		
Non-Operating income and expenses	450,224	252,180	78.53		
Income before income taxes	4,857,219	3,516,001	38.15		
Tax expense	1,269,208	916,428	38.50		
Income after income taxes	3,588,011	2,599,573	38.02		
Income after income taxes - attributable to owners of parent	2,617,188	1,838,104	42.39		
Earnings per share (\$)	21.09	15.03	40.32		

(2)State of budget implementation

This item is not applicable since Acter has not disclosed any financial forecasts.

(3) Financial structure and profitability

Items		2024
Financial structure	Ratio of liabilities to assets (%)	50.91
rmanciai structure	Ratio of long-term capital to fixed assets (%)	2,153.32
Calvanav	Current ratio (%)	185.67
Solvency	Quick ratio (%)	124.75

	2024					
Profitability	Return on total assets (%)	Return on total assets (%)				
	Return on stockholders' e	Return on stockholders' equity (%)				
	Ratio to issued capital	Operating income	40.17			
	(%, Note1)	Pre-tax income	44.27			
	Profit ratio (%)	Profit ratio (%)				
	Earnings per share (\$, No	te2)	21.09			

Note1: In the case of shares issued by a company with no par value or a par value other than NT\$10 per share, the calculation of ratio of the paid-in capital shall be replaced by ratio of the equity attributable to owners of the parent.

Note2: The company's par value per share is NT\$5.

(4)Research and development

The department in charge of technology, research, and development continued to develop different innovative techniques for different industries and projects taking advantage of value-added engineering in order to strengthen our competitive advantages and innovative project management effectiveness. Descriptions are provided as follows:

I. Technology patent development

The group keeps acquiring patents; most of them relating to construction methods, applications and new materials, and software programming of a chemical equipment supply system. Analyze industry and technology trends in order to find R&D items that can facilitate corporate or industrial development and have market value. Make a strategic deployment to continuously obtain patents for engineering core technologies.

II. Talent cultivation and academia-industry cooperation

The company has comprehensive on-the-job training programs in place to help employees develop skills required, and works with scholars to explore new innovations. The company has been collaborating with Taipei Tech, Taiwan Tech, NCUT, NYUST, NKUST, FEU, and HKU in an internship program, and allying with Taipei Tech and NCUT, achieving excellent results in talent development and industry-university collaboration. In June 2024, a collaboration agreement was signed with the NCHU Academia-Industry Collaboration Center to jointly promote innovation and talent development in the field of engineering technology.

III. Energy-saving technologies

In light of rising global emphasis on energy-saving, green and low-carbon lifestyles, the group continues to conduct research into and develop environmental protection related engineering technology and products, develop high-efficiency eco-friendly facilities and energy management technologies, enhance the energy efficiency of energy consumption products, facilitate its integration with intelligent system, and optimize the control, optimize the application of energy-saving technology with our know-how in the field, and build a production environment with more efficient technologies to assist the industry in transformation to net zero emissions.

IV. Continued Developments in Respective Engineering Aspects

i. In utilization of the technical capability of established Building Information Modeling (BIM) - Revit of Company, take one step further into the Digital Twin application technology for air conditioning system which applies the digital computing and simulation technology in design and construction process so that the design efficiency, optimization design, construction efficiency and efficiency optimization of system energy is improved; the system balance and performance validation is assisted during the completion acceptance process so that the acceptance efficiency is improved; in the operation phase, the BIM, energy model, environmental control model, and monitoring system of physical and digital systems is integrated to perform

the system operation management, system predictive maintenance diagnosis, faults diagnosis, operation optimization analysis, and artificial intelligence mechanical learning so that the risk of unanticipated faults is reduced, the operating costs is decreased, and the system energy efficiency is improved.

- ii. Import the 3D drawing and cooperate with the 3D online platform to improve the quality and efficiency of the project, reduce the correction and adjustment time required for the follow-up pipeline overlay conflicts, and import the ISOGEN software to save time costs, establish the pipeline ISO diagram, so that the pipeline can be factory preset to reduce waste and reduce carbon emissions.
- iii. Develop Dynamo program writing automation modeling to reduce repetitive modeling tasks. Decrease personnel's time spent on checking drawings repeatedly, and improve model output efficiency and drawing accuracy.

2. Summary of business plan for 2025

(1)Business strategy

This year, Acter has set up its growth goals for various divisions and subsidiaries and implemented action plans for each unit. It also implemented the following business policies:

- I. Strengthen corporate governance, enhance enterprise culture and sustainable development
- II. Rooting deeply in this industry, continuously optimize engineering capabilities, pursue a diverse, multi-project integrated engineering service, and strive to use core skills to help companies achieve carbon neutrality, pursue a better future
- III. Maintain constant contact with current customers from mainland China, Southeast Asia, and India develop new customers, create multi-regional business, improve investment efficiency, and expand industrial integration
- IV. Collaborate with international partners to continually expand professional services in the biotechnology, pharmaceutical, and medical industries, as well as in green engineering and circular economy, while deepening expertise in green energy and environmental protection.
- V. Integrating gas and chemical supply systems with manufacturing wet process equipment and waste liquid and solvent systems to develop new generation engineering integration technology and eco-friendly solutions.
- VI. Recruiting more diverse talents and actively training management teams

(2)Expected sales volume and basis for estimates

Acter is a professional manufacturer that applies system integration. For over 40 years, it has provided services which cover cleanrooms, air conditioning, electrical machinery, chemical engineering as well as control and instrument, equipment installation, etc., with the support of its strong and reliable multi-disciplinary and elite engineering team. Aside from its strength and advantage, Acter aims to keep pace with the request of customers. It caters to the needs of clients through constant communication and by establishing brand value and competitive advantage via innovative technology and high quality services.

In addition to serving its existing customers, Acter is aggressively expanding its domestic and overseas markets by identifying new industries and new customers, satisfying the demand for a cross-disciplinary project service with integration system, and expanding industrial integration. As for internal operations, managing the company's integral resources is vital in providing the best and efficient solutions for customers.

(3) Major production and sales policies

Acter provides rapid and flexible integration of services specializing in engineering and technology. It is a comprehensive turnkey service company that handles design and planning, construction, engineering supervision, maintenance after completion and transfer. Acter services offer vertical and horizontal integration and sustainable intensification of industry value-chain across various technologies that impact people's livelihood, biotechnology, green

energy and the medical field as well as the photovoltaic industry, semiconductor industry, biotechnology industry, energy industry, energy engineering, railway stations, high-end housing, hotels, electromechanical solutions for air conditioning systems, biopharmaceutical, medical institutes, etc.

With respect to its manufacturing-retail policy, while considering the needs of its customers, the company shall maintain existing clients, acquire new ones, and enter new industries in order to maintain business volume and achieve stable growth and profit. With regard to engineering, the company shall continuously improve and manage all kinds of projects and energy-saving and green eco-friendly economical engineering in order to create value and provide comprehensive solutions for its customers. As for financial considerations, it shall apply proper financial risk control strategies in handling customers and accelerate the collection rate of accounts receivable.

3. Future development strategies

The company is deeply committed to every project which represents and embodies Acter. It has been a long time since the company focused on the improvement and development of engineering technology. Currently, it has become a diversified engineering technology company through vertical and horizontal integration and continuous development. The content of service and professional engineering method were improved to keep pace with progress. It has continued to expand its service stations given the increasing demand of customers. In order to approach its customers and provide real-time service, Acter service stations are situated all over Taiwan, Mainland China and Southeast Asia.

Engineering system integration service is the core business of Acter. Therefore, when facing the challenges by climate change and industrial transformation, Acter will dedicate to the research and development of innovative green technology. Not only provides customers energy-saving and green eco-friendly economical engineering solutions from the technology end, but also integrates our professional skills, knowledge and experiences to, through cooperation with our subcontractors, build "high value, low power consumption and low pollution" quality spaces. We commit more effort to bring customers more general ideas of green sustainability and responsible services. In the global promotion of ESG and carbon neutrality, with the role of the driver of green project, Acter assists customers to achieve carbon neutrality and pursue a better future together.

4. Effect of the external competitive environment, legal and regulatory environment, and overall business environment

Large-scale construction suppliers offered turnkey solutions that enabled them to gain control of the electricity and machine engineering market, which led to greater competition in the electricity, machine and cleanroom engineering industry. Acter creates value engineering for customers through various contracting opportunities, utilizing its expertise, innovative technologies, and specialized methods to effectively reduce the equipment life cycle costs for customers. In addition, it reduces overhead expense and engineering construction risks. It also forms a stable and cooperative relationship with suppliers, manages quality, strengthens cost control to enhance competitive advantage in bidding. Meanwhile, it develops related business of energy-saving which will not only provide better services for its customers but also contribute to the overall industry environment.

As far as the regulatory environment is concerned, the company periodically reviews changes made to laws and regulations to ensure compliance with requirements of the competent authority and adheres to its belief of legitimate management. Generally speaking, changes to the regulatory environment will not have a major impact on the company.

In the macro business environment, according to the latest research published by the Market Intelligence & Consulting Institute (MIC) regarding AI trends and green data center opportunities, it is estimated that there will be over 8,000 data centers worldwide by 2024, and this number is expected to grow to 16,000 by 2028, doubling from 2024. Given the high-power

density of data centers and increasing awareness of electricity regulation among governments and sustainable carbon reduction, green data centers will become a key focus for future development. The wave of AI technology is driving investment opportunities in semiconductor, data center, and green energy sectors. Additionally, the semiconductor and electronic components industries are accelerating their "N+1" production base development plans. This growth in diverse expansion opportunities is beneficial for the performance of Acter.

5. Sustainability

Oriented to "Implement ESG principles in our core business and develop green initiatives", Acter is absorbed in the core skills and industrial innovation. By linking United Nation's Sustainable Development Goals (SDGs), and our core competence, Acter has not only established a responsible supply chain and built a diverse and tolerant workplace, but also been promoting green low-carbon engineering, cultivating industrial talents, attentive to the disadvantaged monitory. It is our aspiration to create shared value for the society and win more reputation points with an excellent and sustainable corporate governance approach.

In the future, we will continue to work hard on sustainable development and cooperate with our partners and stakeholders to make the greatest contribution to the bring a positive development to the environment, society and economy.

It deeply appreciates the support of shareholders. Acter hopes to create greater value for the entire organization and its shareholders.

Sincerely yours,

Chairman: Liang, Chin-Li

General Manager: Lai, Ming-Kun & Wang, Chun-Sheng

Accounting Supervisor: Chen, Chung-Sheng

Attachment 2:2024 Independent Auditors' Report and Financial Statements

Independent Auditors' Report

The Board of Directors Acter Group Corporation Limited:

Opinion

We have audited the accompanying parent company only financial statements of Acter Group Corporation Limited (the "Company"), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policies information.

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

Kev Audit Matters

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

Revenue recognition

Please refer to Note 4(n) "Revenue recognition", Note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty: Revenue recognition", and Note 6(r) "Revenue from contracts with customers" to the financial statements.

Description of key audit matter

The Company assesses its construction revenue by measuring the proportion that the contract costs incurred for work performed to date bear to the estimated total contract costs; the estimated total contract cost involves judgment and estimation uncertainty of the Company's management. Consequently, revenue recognition is one of the key matters for our audit.

How the matter was addressed in our audit

Our principal audit procedures included: testing the Company's internal control of sales and receipt cycle to assess whether there is any defects and irregularities of internal control systems. Reviewing major contracts to understand the specific terms and risks of the contracts; comparing the actual construction costs incurred with the estimated construction costs to evaluate rationality of the estimation method; assessing whether the Company's accounting policy on revenue recognition is in accordance with the related accounting standards.

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Hsueh Chen and Chien-Hui Lu.

KPMG

Taipei, Taiwan (Republic of China) February 27, 2025

Notes to Readers

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with 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 parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying parent company only 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 parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

ACTER GROUP CO., LTD.

Balance Sheets

December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

December 31, 2024 December 31, 2023			December 31,		December 31, 2	2023					
	Assets	Amount	<u>%</u>	Amount	<u>%</u>		Liabilities and Equity	Amount	%	Amount	%
	Current assets:						Current liabilities:				
1100	Cash and cash equivalents (Note 6(a))	\$ 2,357,661	14	2,770,269	20	2100	Short-term borrowings (Note 6(j))	\$ 80,00) -	-	-
1110	Current financial assets at fair value through profit or loss (Note 6(b))	75,690	-	53,675	-	2130	Current contract liabilities (Note 6(r))	992,26	6	1,682,024	12
1140	Current contract assets (Note 6(r))	1,902,356	11	1,030,629	7	2150	Notes payable	24	-	2,898	-
1150	Notes receivable, net (Note 6(e))	3,948	-	80,901	1	2170	Accounts payable	3,077,05	18	1,616,000	11
1170	Accounts receivable, net (Note 6(e))	3,004,378	17	2,123,132	15	2180	Accounts payable to related parties (Note 7)	18,08	ó -	115,354	1
1200	Other receivables	4,777	-	6,864	-	2201	Accrued salaries and bonuses	304,98	3 2	229,967	2
1210	Other receivables from related parties (Note 7)	164,649	1	178,343	1	2216	Dividends payable	620,40	5 4	558,364	4
1470	Other current assets	317,865	2	201,406	1	2230	Current tax liabilities	329,96	5 2	99,458	1
1476	Other current financial assets (Note 8)	231,529	1	68,017	<u>1</u>	2250	Current provisions (Note 6(m))	71,59	7 -	48,749	-
		8,062,853	<u>46</u>	6,513,236	46	2280	Current lease liabilities (Note 6(l))	15,09	7 -	15,126	-
	Non-current assets:					2399	Accrued expenses and other current liabilities	358,75	9	309,502	2
1510	Non-current financial assets at fair value through profit or loss (Note 6(b))	41,541	-	-	-			5,868,45	4 34	4,677,442	33
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(c))	1,491,776	9	753,124	6	2.550	Non-current liabilities:	7 5 4 0 4		7.12.7 00	
1535	Non-current financial assets at amortized cost (Note 6(d))	19,585	_	_	_	2570	Deferred tax liabilities (Note 6(o))	564,91		542,590	
1550	Investments accounted for using equity method (Note 6(f))	7,444,923		6,382,449	45	2580	Non-current lease liabilities (Note 6(1))	16,45		23,954	
1600	Property, plant and equipment (Note 6(g))	101,310		95,415	43	2640	Net defined benefit liability, non-current (Note 6(n))	12,96		15,519	
1755	Right-of-use assets (Note 6(h))	31,114		38,594	1	2645	Guarantee deposits	15:		152	
1760	Investment property, net (Note 6(i))	178,819	1	231,016	2			594,48		582,215	
1840	Deferred tax assets (Note 6(o))	31,277	-	43,345	2		Total liabilities	6,462,93	37	5,259,657	<u>37</u>
1990	Other non-current assets	29,860	_	14,325	_						
1990	Other non current assets	9,370,205	54	7,558,268							
							Equity attributable to owners of parent (Note 6 (p)):				
						3110	Ordinary shares	620,40	5 3	620,405	5
						3200	Capital surplus	3,797,69	1 22	3,707,948	26
						3300	Retained earnings	5,565,06	2 32	4,314,371	31
						3400	Other equity interest	986,96	2 6	169,123	1
							Total equity	10,970,12	63	8,811,847	63
	Total assets	<u>\$ 17,433,058</u>	100	14,071,504	<u>100</u>		Total liabilities and equity	<u>\$ 17,433,05</u>	<u> 100</u>	14,071,504	<u>100</u>

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.) ACTER GROUP CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

			2024		2023	
			Amount	<u>%</u>	Amount	%
	Operating revenues: (Note 6(r))					
4521		\$	8,734,189	100	6,072,801	100
4529	Allowances		(4,972)		(3,842)	
			8,729,217	100	6,068,959	100
	Operating costs:					
5520	Cost of engineering sales (Notes 6(n), (s) and 7)		6,655,957	76	4,889,572	81
	Gross profit		2,073,260	24	1,179,387	19
	Operating expenses: (Notes 6(n) and (s))					
6100	Selling expenses		40,428	-	31,011	-
6200	Administrative expenses		362,617	5	296,621	5
6450	Expected credit gain (Note 6(e))		(1,301)		(3,797)	
		_	401,744	5	323,835	5
	Operating income	_	1,671,516	19	855,552	14
	Non-operating income and expenses: (Notes 6(t) and 7)					
7050	Finance costs		(995)	-	(2,217)	-
7100	Interest income		57,960	1	29,986	-
7010	Other income		76,296	1	57,846	1
7070	Share of profits of associates accounted for using equity method		1,220,188	14	1,167,845	19
7020	Other gains and losses, net	_	33,810		31,016	<u> </u>
		_	1,387,259	16	1,284,476	21
	Profit from continuing operations before tax		3,058,775	35	2,140,028	35
7950	Less: Income tax expense (Note 6(o))	_	441,587	5	301,924	5
	Net income	_	2,617,188	30	1,838,104	30
8300	Other comprehensive income (loss):					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Gains on remeasurements of defined benefit plans (Note $6(n)$)		1,600	-	1,027	-
8316	Unrealized gains from investments in equity instruments measured at fair					
	value through other comprehensive income		685,623	8	287,415	5
8330	Share of other comprehensive income of subsidiaries, associates and joint					
	ventures accounted for using equity method, that will not be					
	reclassified to profit or loss		(3,207)	-	2,364	-
8349	Income tax related to components of other comprehensive income that					
	will not be reclassified to profit or loss					
			684,016	8	290,806	5
8360	Items that will be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign operations		177,342	1	(62,608)	(1)
8367	Unrealized (losses) gains from investments in debt instruments measured					
	at fair value through other comprehensive income		(9,658)	_	33,196	1
8399	Income tax related to components of other comprehensive income that		,			
	will be reclassified to profit or loss (Note 6(o))		(35,468)	_	12,521	_
	•		132,216	1	(16,891)	_
8300	Other comprehensive income, net of tax	_	816,232	9	273,915	5
8500	Total comprehensive income	\$	3,433,420	39	2,112,019	35
	Earnings per share (attributable to shareholders of the parent) (Note 6(q))					
9750	Basic earnings per share (NT dollars)	\$		21.09		15.03
9850	Diluted earnings per share (NT dollars)	\$		20.98		14.58
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(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

ACTER GROUP CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

									Other equity		_
	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Retai Special reserve	ned earnings Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Total Other equity interest	Total equity
Balance on January 1, 2023	\$ 574,673	-	3,055,511	938,212	171,385	2,934,378	4,043,975	(92,101)	(9,047)	(101,148)	7,584,732
Appropriation and distribution of retained earnings:		,	, ,	,	,	, ,	, ,	, , ,	, , ,	, , ,	, ,
Legal reserve	-	-	-	292,529	-	(292,529)	-	-	-	-	-
Cash dividends	-	-	-	-	-	(1,571,352)	(1,571,352)	-	-	-	(1,571,352)
Reversal of special reserve	-	-	-	-	(152,133)	152,133	-	-	-	-	-
Profit for the year ended December 31, 2023	-	-	-	-	-	1,838,104	1,838,104	-	-	-	1,838,104
Other comprehensive income (loss)						3,391	3,391	(50,087)	320,611	270,524	273,915
Total comprehensive income (loss)						1,841,495	1,841,495	(50,087)	320,611	270,524	2,112,019
Conversion of convertible bonds	45,732	(11,721)	513,709	-	-	-	-	-	-	-	547,720
Changes in ownership interests in subsidiaries	-	-	138,712	-	-	-	-	-	-	-	138,712
Disposal of investments in equity instruments measured at fair value through other comprehensive income	e -	-	-	-	-	253	253	-	(253)	(253)	-
Exercise the right of disgorgement			16								<u> </u>
Balance on December 31, 2023	<u>\$ 620,405</u>	-	3,707,948	1,230,741	19,252	3,064,378	4,314,371	(142,188)	311,311	<u>169,123</u>	<u>8,811,847</u>
Balance on January 1, 2024	\$ 620,405	-	3,707,948	1,230,741	19,252	3,064,378	4,314,371	(142,188)	311,311	169,123	8,811,847
Appropriation and distribution of retained earnings: Legal reserve	-	-	_	209,950	-	(209,950)	-	-	-	-	-
Cash dividends	-	-	-	-	-	(1,364,890)	(1,364,890)	-	-	-	(1,364,890)
Reversal of special reserve	-	-	-	-	(713)		-	-	-	-	-
Other changes in capital surplus	-	-	85	-	-	-	-	-	-	-	85
Profit for the year ended December 31, 2024	-	-	_	-	-	2,617,188	2,617,188	-	-	-	2,617,188
Other comprehensive income (loss)			_	_	_	(1,607)	(1,607)	141,874	675,965	817,839	816,232
Total comprehensive income		·				2,615,581	2,615,581	141,874	675,965	817,839	3,433,420
Changes in ownership interests in subsidiaries	-	. 	90.659				<u></u>	-	-	-	89,658
Balance on December 31, 2024	<u> </u>	-	89,658 3,797,691	<u>1,440,691</u>	18,539	4,105,832	5,565,062	(314)	987,276	986,962	10,970,120
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See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.) A CTER GROUP CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023 (In Thousands of New Taiwan Dollars)

(In Thousands of New	Taiwa	an Dollars) 2024	2023
Cash flows from operating activities: Profit before tax	\$	3,058,775	2,140,028
Adjustments:	Ψ	3,036,773	2,140,028
Adjustments to reconcile profit (loss):			
Depreciation expense (including investment property)		23,517	21,210
Amortization expense		11,699	5,494
Excepted credit gain		(1,301)	(3,797)
Net loss (profit) on financial assets or liabilities at fair value through profit or loss		285	(45,724)
Interest expense		995	2,217
Interest income		(57,960)	(29,986)
Dividend income		(37,520)	(24,736)
Shares of profit of subsidiaries, associates and joint ventures accounted for using equity method		(1,220,188)	(1,167,845)
(Gain) loss on disposal of property, plant and equipment		(190)	2
(Gain) loss on disposal of investment properties		(8,336)	14
Profit form lease modification and others		(52)	(8)
Total adjustments to reconcile profit		(1,289,051)	(1,243,159)
Changes in operating assets and liabilities:			
Changes in operating assets: (Increase) decrease in financial assets at fair value through profit or loss,			
mandatorily measured at fair value		(24,344)	381,601
(Increase) decrease in contract assets		(871,727)	1,141,102
Decrease (increase) in notes receivable		76,953	(32,071)
(Increase) decrease in accounts receivable		(879,945)	1,199,404
Increase in other operating assets		(266,196)	(20,292)
Total changes in operating assets		(1,965,259)	2,669,744
Changes in operating liabilities:			
(Decrease) increase in contract liabilities		(689,758)	828,687
Decrease in notes payable		(2,657)	(3,809)
Increase (decrease) in accounts payable (including related parties)		1,363,786	(1,191,408)
Increase in provisions		22,848	17,947
Increase in other operating liabilities		132,251	44,186
Total changes in operating liabilities		817,470	(304,397)
Total adjustments		(2,436,840)	1,122,188
Cash inflow generated from operations		621,935	3,262,216
Interest received		59,881	23,319
Interest paid		(931)	(410)
Income taxes paid		(212,157)	(350,915)
Net cash flows from operating activities		468,728	2,934,210
Cash flows from investing activities: Acquisition of financial assets at fair value through other comprehensive income		(154.705)	(242,973)
Proceeds from disposal of financial assets at fair value through other comprehensive income		(154,705)	709
Acquisition of financial assets at amortized cost		(19,500)	709
Acquisition of financial assets at fair value through profit or loss		(39,497)	_
Acquisition of investments accounted for using equity method		(32,016)	(33,000)
Proceeds from liquidation of investments accounted for using equity method		29,756	-
Acquisition of property, plant and equipment		(11,276)	(1,316)
Proceeds from disposal of property, plant and equipment		190	-
(Decrease) increase in refundable deposits		(788)	128
Acquisition of intangible assets		(27,242)	(6,272)
Acquisition of investment properties		-	(229)
Proceeds from disposal of investment properties		58,497	-
Decrease (increase) in other non-current assets		796	(1,742)
Dividends received		553,305	749,286
Net cash flows from investing activities		357,520	464,591
Cash flows from financing activities:		105.000	
Increase in short-term loans		195,000	-
Decrease in short-term loans		(115,000)	(100)
Repayments of bonds		-	(100)
Exercise the right of disgorgement		(16,002)	16 (14,870)
Payment of lease liabilities Cash dividends paid		(16,092) (1,302,849)	(1,415,684)
Other changes in capital surplus		(1,302,649)	(1,413,004)
Net cash flows used in financing activities		(1,238,856)	(1,430,638)
Net (decrease) increase in cash and cash equivalents		(412,608)	1,968,163
Cash and cash equivalents at beginning of period		2,770,269	802,106
Cash and cash equivalents at end of period	\$	2,357,661	2,770,269
•		<i>yy</i>	-,,

See accompanying notes to financial statements.

Representation Letter

The entities that are required to be included in the combined financial statements of Acter Group Corporation Limited as of and for the year ended December 31, 2024 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10, "Consolidated Financial Statements." endorsed by the Financial Supervisory Commission of the Republic of China. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Acter Group Corporation Limited and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: Acter Group Corporation Limited

Chairman: Liang, Chin-Li

Date: February 27, 2025

Independent Auditors' Report

To the Board of Directors of Acter Group Corporation Limited:

Opinion

We have audited the consolidated financial statements of Acter Group Corporation Limited("the Company") and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, 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, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IFRSs"), 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition

Please refer to Note 4(p) "Revenue", Note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty: Revenue recognition", and Notes 6(v) "Revenue from contracts with customers" to the consolidated financial statements.

Description of key audit matter

The Group assesses its revenue by measuring the proportion that the contract costs incurred for work performed to date bear to the estimated total contract costs; the estimated total contract cost involves judgment and estimation uncertainty of the Group's management. Consequently, revenue recognition is one of the key matters for our audit.

How the matter was addressed in our audit:

Our principal audit procedures included: testing the Group's internal control of sales and receipt cycle to assess whether there is any defects and irregularities of internal control systems; reviewing major contracts to understand the specific terms and risks of contracts; comparing the actual construction costs incurred with the estimated construction costs to evaluate rationality of the estimation method; assessing whether the Group's accounting policy on revenue recognition is in accordance with the related accounting standards.

Other Matter

The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partners on the audit resulting in this independent auditors' report are Chen, Cheng-Hsueh and Lu, Chien-Hui.

KPMG

Taipei, Taiwan (Republic of China) February 27, 2025

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 audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit 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' audit report and consolidated financial statements, the Chinese version shall prevail.

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

ACTER GROUP CORPORATION LIMITED AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 20		December 31, 2					cember 31, 2		December 31, 2	
	Assets	Amount	<u>%</u> _	Amount	<u>%</u>		Liabilities and Equity		Amount	<u>%</u>	Amount	<u>%</u>
1100	Current assets:	A 0.000 2 00	20	0.051.000	2.2	• • • • •	Current liabilities:		1=0.55=		- 40 - 0-	
1100	Cash and cash equivalents (note 6(a))	\$ 9,899,280	29	8,951,209	32	2100	Short-term borrowings (note 6(m))	\$	479,667	2	540,595	
1110	Current financial assets at fair value through profit or loss (note 6(b))	664,261	2	391,908	1	2130	Current contract liabilities (note 6(v))		4,042,698	12	3,465,368	
1120	Current financial assets at fair value through other comprehensive income			76,497		2150	Notes payable		165,477	1	145,089	
1140	(note 6(c))	6,581,692	- 19	-	16	2170	Accounts payables		7,610,587	22	6,189,104	
1140	Current contract assets (note 6(v)) Notes receivable, net (note 6(e))	521,095	2	4,336,539 327,212	16	2180	Accounts payables to related parties(note 7)		-	-	578	
1150		,	25	-	22	2201	Accrued salaries and bonuses		961,852		732,701	
1170	Accounts receivables, net (note 6(e))	8,606,782		6,268,797	23	2216	Dividends payable		716,575		659,571	
1200	Other receivables	21,806	-	23,284	-	2230	Current tax liabilities		749,934	2	514,331	
1220	Current income tax assets	35,163	-	30,126	-	2250	Current provisions (note 6(p))		565,539		377,752	
130X	Inventories, net (note 6(f))	1,637,488	5	2,146,984	8	2280	Current lease liabilities (note 6(o))		70,473		65,917	-
1410	Prepayments	1,031,873	3	1,003,844	4	2321	Bonds payable, current portion (note 6(n))		44,330	-	-	-
1470	Other current assets	580,613	2	439,348	2	2399	Other current liabilities and accrued expenses (note 9)		730,961	<u>2</u>	553,518	
1476	Other current financial assets (note 8)	384,218		608,732	2				16,138,093	48	13,244,524	48
	N.	29,964,271	88	24,604,480	89		Non-Current liabilities:					
	Non-current assets:	41.541				2530	Bonds payable (note 6(n))		-	-	315,115	1
1510	Non-current financial assets at fair value through profit or loss (note 6(b))	41,541	-	-	-	2550	Non-current provisions (note 6(p))		2,500	-	-	-
1517	Non-current financial assets at fair value through other comprehensive	2,337,992	7	1,416,444	5	2570	Deferred tax liabilities (note 6(r))		1,107,953	3	812,835	
1525	income (note 6(c))		,	1,410,444	5	2580	Non-current lease liabilities (note 6(o))		72,450	-	77,300	
1535	Non-current financial assets at amortized cost (note 6(d))	39,163	-	45.000	-	2640	Net defined benefit liability, non-current (note6(q))		30,221	-	51,945	
1550	Investments accounted for using equity method (note 6(g))	78,194	-	45,089	-	2645	Guarantee deposits received		152		152	. <u>-</u>
1600	Property, plant and equipment (note 6(i))	833,112	2	767,506	3				1,213,276	3	1,257,347	4
1755	Right-of-use assets (note 6(j))	198,626	1	166,851	1		Total liabilities		17,351,369	51	14,501,871	_52
1760	Investment property, net (note 6(k))	218,142	1	233,604	1		Equity attributable to owners of parent (note 6 (s)):					
1780	Intangible assets (note 6(l))	81,349	-	75,297	-	3110	Ordinary share		620,405	2	620,405	2
1840	Deferred tax assets (note 6(r))	221,267	1	223,014	1	3200	Capital surplus		3,797,691	11	3,707,948	13
1990	Other non-current assets (note 8)	64,022	- -	54,407		3300	Retained earnings		5,565,062	16	4,314,371	16
		4,113,408	<u>12</u>	2,982,212	<u>11</u>	3400	Other equity		986,962	3	169,123	1
							Total equity attributable to owners of parent		10,970,120	32	8,811,847	32
						36XX		_	5,756,190		4,272,974	
							Total equity		16,726,310	49	13,084,821	
	Total assets	\$ <u>34,077,679</u>	<u>100</u>	27,586,692	<u>100</u>		Total liabilities and equity	\$	34,077,679	<u>100</u>	27,586,692	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.) ACTER GROUP CORPORATION LIMITED AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
	Operating Revenues (note 6(v)):				
4521	Engineering revenue	\$ 29,735,012	98	24,603,937	98
4529	Allowances	(15,406)		(9,107)	
		29,719,606	98	24,594,830	98
4110	Sales and other	534,247	2	465,911	2
		30,253,853	100	25,060,741	100
	Operating costs:				
5520	Cost of engineering sales (note 6(o) and 7(b))	23,193,267	77	19,759,161	78
5110	Costs of sales (note 6(f))	482,739	2	383,832	2
		23,676,006	79	20,142,993	80
	Gross profit from operations	6,577,847	21	4,917,748	20
	Operating expenses (note 6(o)):				
6100	Selling expenses	305,988	1	280,114	1
6200	Administrative expenses	1,309,719	4	1,011,471	4
6300	Research and development expenses	361,457	1	370,516	2
6450	Expected credit loss (gain) (note 6(e))	193,688	1	(8,174)	
		2,170,852	7	1,653,927	7
	Net operating income	4,406,995	14	3,263,821	13
	Non-operating income and expenses (note6 (x))				
7050	Finance costs	(24,844)	-	(34,170)	-
7100	Interest income	184,911	1	129,306	1
7010	Other income	139,884	-	126,701	-
7070	Share of profit of associates accounted for using equity method, net	20.260		21 (20	
7020	(note 6(g))	28,369	-	21,620	-
7020	Other gains and losses, net	121,904		8,723	
		450,224	<u>1</u>	252,180	1
7050	Profit from counting operations before tax	4,857,219	15	3,516,001	14
7950	Less: tax expenses (note 6(r))	1,269,208	4	916,428	4
9200	Profit from counting operation	3,588,011	11	2,599,573	10
8300	Other comprehensive income (loss):				
8310 8311	Items that will not be reclassified subsequently to profit or loss	(1.700)		5 (27	
	(Losses) gains on remeasurements of defined benefit plans (note 6(q))	(1,798)	-	5,627	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	713,396	2	345,974	2
8349	Income tax related to components of other comprehensive income that will	,		/	
0347	not be reclassified to profit or loss	_		_	_
	nove v vermounted to prom or voca	711,598		351,601	
8360	Items that will be reclassified subsequently to profit or loss	/11,576		331,001	
8361	Exchange differences on translation of foreign operations	221,572	1	(79,766)	_
8367	Unrealized (losses) gains from investments in debt instruments measured at	221,372	1	(75,700)	_
0307	fair value through other comprehensive income	(9,657)	-	33,196	-
8399	Income tax related to components of other comprehensive income that will be				
	reclassified to profit or loss (note 6(r))	(61,818)		18,982	
	•	150,097	1	(27,588)	
8300	Other comprehensive income, net of tax	861,695	3	324,013	2
8500	Total comprehensive income	\$ 4,449,706	14	2,923,586	12
	Profit, attributable to:				
8610	Owners of parent	\$ 2,617,188	7	1,838,104	7
8620	Non-controlling interests	970,823	3	761,469	3
		\$ 3,588,011	11	2,599,573	10
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 3,433,420	11	2,112,019	9
8720	Non-controlling interests	1,016,286	3	811,567	3
		\$ 4,449,706	<u>14</u>	2,923,586	12
	Earnings per share (Expressed in New Taiwan Dollars) (note 6(u))				
9750	Basic earnings per share	\$	21.09		15.03
9850	Diluted earnings per share	\$	20.98		14.58

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese) ACTER GROUP CORPORATION LIMITED AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent												
						Retaine	ed earnings		C	Other equity			
		Ordinary	Advance				Unappropriated	Total retained	Exchange differences on translation of	comprehensive	Total Other	Non- controlling	
Balance at January 1, 2023	\$	shares 574,673	receipts 11,721	3,055,511	Legal reserve 938,212		retained earnings 2,934,378	earnings 4,043,975	foreign operations (92,101)	income (9,047)	equity (101,148)	3,213,943	Total equity 10,798,675
Appropriation and distribution of retained earnings:	Ф	374,073	11,/21	3,033,311	930,212	1/1,363	2,934,376	4,043,973	(92,101)	(9,047)	(101,146)	3,213,943	10,790,073
Legal reserve					292,529) _	(292,529)						
Cash dividends		-	-	-	292,323	-	(1,571,352)	(1,571,352)	_	<u>-</u>	_	_	(1,571,352)
Reversal of special reserve		-	-	-	_	(152,133		(1,3/1,332)	-	-	-	-	(1,3/1,332)
Profit for the year ended December 31,2023		-	-	-	_	(132,133	1,838,104	1,838,104	-	<u>-</u>	_	- 761,469	2,599,573
Other comprehensive income for the year ended December 31,2023		_	_	_	_	_	3,391	3,391	(50,087)	320,611	270,524	50,098	324,013
Total comprehensive income	_						1,841,495	1,841,495	(50,087)	320,611	270,524	811,567	2,923,586
Conversion of convertible bonds	_	45,732	(11,721)	513,709			- 1,011,173	-	- (30,007)	- 320,011	-	-	547,720
Changes in ownership interests in subsidiaries		-	-	138,712		_	_	_	_	_	_	_	138,712
Disposal of investments in equity instruments designated at fair value through other comprehensive income		-	-	-	-	-	253	253	-	(253)	(253)	-	-
Exercise the right of disgorgement		-	-	16	_	-	_	-	-	-	_	-	16
Changes in non-controlling interests		-	-	-	-	-	-	-	-	-	-	247,464	247,464
Balance at December 31, 2023	\$	620,405		3,707,948	1,230,741	19,252	3,064,378	4,314,371	(142,188)	311,311	169,123	4,272,974	13,084,821
Balance at January 1,2024	\$	620,405	-	3,707,948	1,230,741	19,252	3,064,378	4,314,371	(142,188)	311,311	169,123	4,272,974	13,084,821
Appropriation and distribution of retained earnings:													
Legal reserve		-	-	-	209,950) -	(209,950)	-	-	-	_	-	-
Cash dividends		-	-	-	-	-	(1,364,890)	(1,364,890)	-	-	-	-	(1,364,890)
Reversal of special reserve		-	-	-	-	(713	3) 713	-	-	-	_	-	-
Change in other capital surplus		-	-	85	-	-	- -	-	-	-	_	-	85
Profit for the year ended December 31,2024		-	-	-	-	-	2,617,188	2,617,188	-	-	-	970,823	3,588,011
Other comprehensive income for the year ended December 31,2024	_	=					(1,607)	(1,607)	141,874	675,965	817,839	45,463	861,695
Total comprehensive income	_	-					2,615,581	2,615,581	141,874	675,965	817,839	1,016,286	4,449,706
Changes in ownership interests in subsidiaries		-	-	89,658	-	-	-	-	-	-	-	-	89,658
Change in non-controlling interests	_	-										466,930	466,930
Balance at December 31, 2024	\$	620,405		3,797,691	1,440,691	18,539	4,105,832	5,565,062	(314)	987,276	986,962	5,756,190	16,726,310

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.) ACTER GROUP CORPORATION LIMITED AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		2024	2023
Cash flows from (used in) operating activities: Profit before tax	\$	4,857,219	3,516,001
Adjustments:	Ф	4,037,219	3,310,001
Adjustments to reconcile profit (loss):			
Depreciation expenses (including investment property)		147,469	135,300
Amortization expenses		48,396	38,738
Expected credit loss (gain)		193,688	(8,174)
Interest expense Interest income		24,844 (184,911)	34,170 (129,306)
Dividend income		(63,244)	(42,784)
Shares of profit of associates accounted for using equity method		(28,369)	(21,620)
Net gain on financial assets or liabilities at fair value through profit or loss		(5,113)	(59,324)
(Gain) loss from disposal of property, property plant, equipment		(2,231)	1,505
(Gain) loss on disposal of investment properties		(8,336)	14
Loss on disposal of intangible assets		39	1,421
Loss on disposal of investments		23	30,399
Lease modification benefits and others Total adjustments to reconcile loss (profit)		(435) 121,820	(1,113) (20,774)
Changes in operating assets and liabilities:		121,020	(20,774)
Changes in operating assets:			
(Increase) decrease in financial assets at fair value through profit or loss, maudatorily measured at fair value		(269,790)	980,781
(Increase) decrease in contract assets		(2,245,153)	1,737,791
Increase in notes receivable		(241,468)	(87,729)
(Increase) decrease in accounts receivables		(2,489,442)	1,878,803
Decrease (increase) in inventories		509,496	(900,946)
Decrease (increase) in other operating assets Total changes in operating assets		54,618 (4,681,739)	(720,950) 2,887,750
Changes in operating liabilities:		(4,001,737)	2,007,730
Increase (decrease) in contract liabilities		577,330	(111,531)
Increase (decrease) in notes payable		20,388	(32,827)
Increase (decrease) in accounts payables (including related parties)		1,420,905	(1,188,773)
Increase in provisions		182,204	110,008
Increase in other operating liabilities Total changes in operating liabilities		384,711 2,585,538	47,980 (1,175,143)
Total adjustments		(1,974,381)	1,691,833
Cash inflow generated from operations		2,882,838	5,207,834
Interest received		186,828	121,997
Interest paid		(21,992)	(28,972)
Income taxes paid		(803,595)	(943,244)
Net cash flows from operating activities		2,244,079	4,357,615
Cash flows from (used in) investing activities: Acquisition of financial assets at fair value through other comprehensive income		(198,675)	(286,139)
Proceeds from disposal of financial assets at fair value through other comprehensive income		80,251	709
Acquisition of financial assets at amortized cost		(39,000)	-
Acquisition of financial assets at fair value through profit or loss		(39,498)	-
Acquisition of property, plant and equipment		(151,365)	(137,168)
Proceeds from disposal of property, plant and equipment		3,295	353 (23,912)
Acquisition of intangible assets Acquisition of use-of-right assets		(53,360) (37,078)	(589)
Acquisition of investment properties		-	(229)
Proceeds from disposal of investment properties		58,497	-
Increase in other non-current assets		(10,195)	(14,286)
Dividends received		63,244	42,784
Net cash flows used in investing activities Cash flows from (used in) financing activities:		(323,884)	(418,477)
Increase in short-term loans		1,682,304	1,538,622
Decrease in short-term loans		(1,762,268)	(1,341,739)
Redeemed of bonds		-	(100)
Exercise the right of disgorgement		-	16
Payment of lease liabilities		(81,744)	(77,134)
Cash dividends paid Change in other capital surplus		(1,302,849) 85	(1,415,684)
Change in non-controlling interests		208,674	21,729
Net cash flows used in financing activities		(1,255,798)	(1,274,290)
Effect of exchange rate changes on cash and cash equivalents		283,674	(124,421)
Net increase in cash and cash equivalents		948,071	2,540,427
Cash and cash equivalents at beginning of period	•	8,951,209	6,410,782
Cash and cash equivalents at end of period	>	9,899,280	8,951,209

See accompanying notes to consolidated financial statements.

Attachment 3: Audit Committee's Review Report

ACTER GROUP CORPORATION LIMITED

Audit Committee's Review Report

This company's 2024 financial statements have been approved by the Audit Committee and

resolved by the board of directors. The foregoing financial statements have been audited by CPA of

KPMG under commission to the board, and the auditor has issued an audit report relating to the

financial statements.

This company's 2024 business report and earnings distribution proposal have been prepared

and issued by the board of directors. The foregoing business report and earnings distribution

proposal have been reviewed and determined to be correct and accurate by the Audit Committee.

According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law,

we hereby submit this report.

2025 shareholders meeting of ACTER GROUP CORPORATION LIMITED

ACTER GROUP CORPORATION LIMITED

Chairman of the Audit Committee: Chiu, Hui-Yin

February 27, 2025

30

Attachment 4: Corporate Governance Report

- I. The company has established a great corporate governance systems and effective corporate governance framework, and has deployed an adequate number of corporate governance personnel, appointed an officer of financial division as the chief corporate governance officer to be in charge of corporate governance affairs and designated Chairman and Board of Directors to be in charge of supervision.
- II. In 2024, in order to respond to the international trend of sustainable development, the competent authorities have gradually increased the demand for environmental, social and governance (ESG) information. The TWSE strengthens ESG information disclosure of listed companies with reference to international sustainability-related standards. A total of 29 indicators on seven major topics were disclosed in the initial stage, including emission of greenhouse gases, energy management, water resource management, waste management, manpower development, communication between the board of directors and investors, etc. In addition, in order to meet the net zero emissions by 2050 and encourage enterprises to reduce carbon for sustainable business practices, the FSC promotes the sustainable development roadmap for listed companies on March 3, 2022. The company has a par value of \$5 per share and a net worth exceeding \$10 billion in 2024. As a second-stage company, it is required to complete the process by 2027, but the company plans to complete it by 2026, following the timeline for first-stage companies. The summary of the key points, which was competent by authorities in 2024 and the implementation of the company are as follows. Other relevant corporate governance operations have been disclosed in the company's Annual Report.

Summary of the key points	Implementation				
The corporate governance	The company was ranked on top 5% in the corporate				
evaluation	governance evaluation for 9 consecutive years				
Timetables for the greenhouse	Acter, Novatech, RAYZHER, Acter Integration, Shenzhen				
gas inventories and verification	Sheng Huei have obtained the 2023 assurance report.				
Sustainable Information	Revise "Other Management Control Activities." of internal				
Management	control systems to establish a sustainable information				
	management internal control system.				

III. The company's corporate governance reports are as follows

Item	Reporting day to the board of directors	Responsible unit		
Implementation of 2023 corporate governance	2024/2/26	Financial division		
Implementation of ethical corporate management	2024/11/8	General manager		
Report of climate change's risks, opportunities, actions and results	2024/11/8	General manager		
Implementation of sustainable development	2024/11/8	General administration division		
Intellectual property management plan	2024/11/8	General administration division		
Implementation of risk management	2024/11/8	Auditing office		
Communication mechanisms and implementation results for stakeholders	2024/11/8	Financial division, general administration division and procurement department		

V. Future Challenges

Item	Company Response		
Aligning with the IFRS sustainability disclosure standards blueprint, data collection and statistics for Scope 3 greenhouse gas emissions under IFRS Sustainability Standard S2.	By 2025, develop the methodology and selected emission factors for Scope 3 categories 1, 5, 9, 11, and 12 for the three companies: Acter, Novatech, and RAYZHER. After approval by the verification organization, promote it to other group companies.		
Institutional investors' activism legislation is planned by the Financial Supervisory Commission in 2024, with coordinated actions to be implemented. The Stock Exchange plans to revise its governance assessment criteria in 2025 to guide institutional investors who have signed governance codes to engage in appropriate collective engagement.	Continued focus and improvement on sustainable issues, allowing institutional investors to align with us in the sustainable trend, resulting in positive impact on company reputation and market value through quick consensus.		

Attachment 5:Annual operation report of Audit Committee and its communication with the company's chief internal auditor

The Company's Audit Committee is composed of all independent directors. It holds regularly meetings before the board of directors to review the implementation of the company's internal control system and internal audit, major financial business behaviors, and appropriate communicate with CPAs to supervise company's operations and risk control.

- 1. Audit Committee's main responsibilities is to review the following matters:
 - (1) The adoption of or amendments to the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
 - (2) Assessment of the effectiveness of the internal control system.
 - (3) The procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act.
 - (4) Matters in which a director is an interested party.
 - (5) Asset transactions or derivatives trading of a material nature.
 - (6) Loans of funds, endorsements, or provision of guarantees of a material nature.
 - (7) The offering, issuance, or private placement of equity-type securities.
 - (8) The hiring or dismissal of a certified public accountant, or their compensation.
 - (9) The appointment or discharge of a financial, accounting, or internal audit officer.
 - (10) Annual financial reports and second quarter financial reports that must be audited and attested by a CPA, which are signed or sealed by the chairperson, managerial officer, and accounting officer.
 - (11) Business report and proposal for earnings distribution or offsetting of deficit.
 - (12) Other material matters as may be required by the company or by the competent authority.

2. Audit Committee's work of 2024:

- (1) Review the financial reports.
- (2) Review the amendments to the internal control system and assessment of the effectiveness of the internal control system.
- (3) Review the endorsements or guarantees for others.
- (4) Review the subscription of securities.
- (5) Review the loans of funds.
- (6) Review the amendments to the "Procedure for Acquisition or Disposal of Assets."
- (7) Review the hiring of a certified public accountant and conduct assessments of CPA independence and competence based on a written statement issued by a CPA and AQIs.
- (8) Review the amendment of the commitment undertaken by the company due to the listing of subsidiary Acter Technology Integration Group Co., Ltd. and enter into a supplemental agreement on non-competition agreement.
- 3. If any of the following circumstances exists, specify the Audit Committee meeting date, meeting session number, content of the motion(s), the content of any dissenting or qualified opinion or significant recommendation of the independent directors, the outcomes of Audit Committee resolutions, and the measures taken by the company based on the opinions of the Audit Committee:
 - (1) Circumstances referred to in Article 14-5 of the Securities and Exchange Act.
 - (2) Resolutions which were not approved by the Audit Committee but were approved by two thirds or more of all directors.

Resolutions of the company are as follows.

Audit Committee Meetings	Major resolutions	Circumstances referred to in Article 14-5 of the Securities and Exchange Act	Resolutions which were not approved by the Audit Committee but were approved by two thirds or more of all directors						
	1. Approved to loan funds to subsidiary - Enrich Tech Co., Ltd.	✓	None						
Jan. 25,	Independent director's dissenting or qualified opinion	or significant rec	commendation: None.						
2024	Resolutions of the Audit Committee: Approved by all	attending member	ers without objection.						
	Measures taken by the company based on the opinion	s of the Audit Cor	nmittee: None.						
	1. Resolved to approve the company's 2023 business report and financial statements.	✓	None						
	2. Resolved to approve the company's 2023 statement of internal control system.	✓	None						
Feb. 26, 2024	3. Resolved to approve the evaluation of qualification and independence, and remuneration of the Certified Public Accountants.	√	None						
	4. Approved to amend the company's "Procedures for Acquisition and Disposal of Assets."	✓	None						
	Independent director's dissenting or qualified opinion or significant recommendation: None.								
	Resolutions of the Audit Committee: Approved by all attending members without objection.								
	Measures taken by the company based on the opinions of the Audit Committee: None.								
A 11	1. Approved to release the directors and their representatives from non-competition restrictions.	✓	None						
Apr. 11, 2024	Independent director's dissenting or qualified opinion or significant recommendation: None.								
2024	Resolutions of the Audit Committee: Approved by all attending members without objection.								
	Measures taken by the company based on the opinion	s of the Audit Cor	nmittee: None.						
	1.Resolved to approve the amendment of the non-competition commitment provided for subsidiary Acter Technology Integration Group Co., Ltd. due to its listing.	√	None						
Aug. 27, 2024	2.Resolved to approve the supplementary agreement for the non-competition agreement with subsidiary Sheng Huei International Co. Ltd. and Acter Technology Integration Group Co., Ltd.	√	None						
	Independent director's dissenting or qualified opinion or significant recommendation: None.								
	Resolutions of the Audit Committee: Approved by all attending members without objection.								
	Measures taken by the company based on the opinion	s of the Audit Cor	nmittee: None.						
N 00	1. Approved to amend the company's "Other Management Control Activities."	✓	None						
Nov. 08,	Independent director's dissenting or qualified opinion	or significant rec	commendation: None.						
2024	Resolutions of the Audit Committee: Approved by all	attending member	ers without objection.						
	Measures taken by the company based on the opinion	s of the Audit Cor	nmittee: None.						

- 4. There is no independent directors' avoidance of motions in conflict of interest in 2024.
- 5. There are no major transactions with related parties not belonging to the group in 2024.
- 6. Communications between the independent directors, the Company's chief internal auditor and CPAs

CPAs and internal auditors report to the independent directors the results of the annual, quarterly, or semi-annual audited (reviewed) financial statements, or the functioning of internal controls through the Audit Committee meetings. In the meetings, independent directors are given

sufficient opportunities to communicate with the CPAs and internal auditors face to face, which provides independent directors with sufficient overview of the company's operations and helps them to supervise appropriately. In addition to holding Audit Committee meetings quarterly, the independent directors also maintain regular e-mail contact with the CPAs and internal auditors in order to stay informed of the company's operations. The company holds a Closed-door meeting between the chief internal auditor and the independent directors at least once a year. Results of communication between the independent directors, the internal auditors and the CPAs in 2024 are listed in the table below and have been revealed on the company's website.

(1) Communications between the independent directors and the internal auditors

	ations between the independent directors ar	
Date	Communication matters	Execution results
Jan. 25, 2024	■ 2023 self-assessment of the internal	■ No comments
Closed-door	control system	
Meeting	■ 2023 special audit implementation	
	status	
	■ 2024 Annual work plan	
Feb. 26, 2024	■ Internal audit activities report	■ No comments
Audit committee	(2023/10~2023/12)	■ Submit to the board of directors
meeting	■ 2023 Statement of the internal control	after approval
	system	
May 09, 2024	■ Internal audit activities report	■ No comments
Audit committee	(2024/01~2024/03)	
meeting		
Aug. 08, 2024	■ Internal audit activities report	■ No comments
Audit committee	(2024/04~2024/06)	
meeting		
Nov. 08, 2024	■ Internal audit activities report	■ No comments
Audit committee	(2024/07~2024/09)	■ Submit to the board of directors
meeting	■ 2024 Risk management reports	after approval
	■ 2025 Annual audit plans	
	■ To amend the company's "Other	
	Management Control Activities -	
	Management of Sustainable	
0.01.0001	Information."	
Oct. 01, 2024	■ In the points of personal data	■ The data center is equipped with
Communication	protection management and execution	electronic access control, and
via e-mail or	testing steps, it is mentioned that	entry requires card swiping (only
phone call	"personnel entering and exiting the	IT staff have cards). Non-IT
	data center must register for control."	personnel (e.g., vendors
	Is there electronic access control in	performing system maintenance
	place that requires a card swipe to	or repairs) must be accompanied
	enter, or is registration alone	by IT staff and fill out a "Data
	sufficient? If someone enters without	Center Access Log." The data
	registering or forgets to register, how	center is also monitored by a
Nov. 01, 2024	can we know someone has entered?	surveillance system.
Nov. 01, 2024	Subsidiary (Thailand): The abnormal	Out of 18 anomalies, 14 are
Communication	ratio of procurement indicators	concentrated in four projects
via e-mail or	(purchase request date > delivery	(which share the same delivery
phone call	deadline) seems high. What	deadlines, causing a higher
	improvement measures can be taken?	anomaly rate). After reviewing
	Regarding issue 3, the phenomenon	recent purchase orders, the
	may extend the company's warranty	delivery deadlines have been

Date	Communication matters	Execution results
	period by 8 months. Is it possible to	adjusted based on actual
	maintain the original acceptance date?	execution needs.
		■ The warranty period starts from
		the "date of acceptance" and is
		based on the duration specified in
		the contract. For projects of
		similar scale, clients typically
		complete the acceptance process
		about 3 to 6 months after
		completion and start the warranty
		period from the date of
		acceptance. In this case, the client
		intentionally delayed the
		acceptance process by requesting further modifications, prolonging
		the payment and the issuance of
		the warranty. The subsidiary in
		Thailand has since stopped taking
		projects from this client.
Nov. 29, 2024	■ The internal control deficiency	■ The warranty claim was
Communication	tracking report in Thailand mentions	submitted to the client on
via e-mail or	that it's expected to apply for the	November 22, 2024, and we are
phone call	remaining 5% warranty payment from	currently awaiting their reply for
	the client in early November 2024.	confirmation. Related billing
	How did it turn out?	information is attached.

(2) Communications between the independent directors and the CPAs

(2) Communications serv	the independent unectors and the Cr As				
Date	Communication matters	Execution results			
Jan. 25, 2024 Closed-door Meeting	Closed door meeting between the CPAs and the independent directors	No comments			
Jan. 25, 2024 KAM Meeting	■ 2023 Key Audit Matters of the financial report	No comments			
Feb. 26, 2024 Audit Committee Meeting	■ Consolidated financial reports of 2023	No comments			
May 09, 2024 Audit Committee Meeting	Consolidated financial statements for three months ended March 31, 2024	No comments			
Aug. 08, 2024 Audit Committee Meeting	■ Consolidated financial statements for six months ended June 30, 2024	No comments			
Nov. 08, 2024 Audit Committee Meeting	■ Consolidated financial statements for nine months ended September 30, 2024	No comments			

7. Audit Committee's attendance in 2024

A total of 7 Audit Committee meetings were held in 2024, with the attendance of independent directors as follows:

Title	Name	Attendance in Person	By Proxy	Attendance rate	Remarks
Convener	Yeh, Hui-Hsin	4	0	100%	Term expired on May 24, 2024

Title	Name	Attendance in Person	By Proxy	Attendance rate	Remarks
Convener	Chiu, Hui-Yin	3	0	100%	Was newly elected May 24, 2024
Member	Yang, Qian	4	0	100%	Term expired on May 24, 2024
Member	Wang, Mao-Rong	4	0	100%	Term expired on May 24, 2024
Member	Huang, Tzu-Pei	6	1	85.7%	Was re-elected on May 24, 2024
Member	Chi, Chih-Yi	3	0	100%	Was newly elected May 24, 2024
Member	Liang, Lien-Wen	3	0	100%	Was newly elected May 24, 2024

Attachment 6:Director's compensation policy and individual's compensation

Compensation for directors includes the transportation and attendance fare for directors attending the board meetings, attendance fare for members of functional committee attending the committee, executive business expense, and the annual compensation for directors in accordance with the Articles of Incorporation. According to Article 26-1 of the Articles of Incorporation, when distributing the surplus profits for each fiscal year, the company shall first offset its losses of previous years and set not more than five percent of the profit before tax excluding the amount of employees' and directors' compensation as compensation to directors. The "surplus profits" here refers to the balance of pre-tax profit before deducting the employees and directors' compensation. Total compensation paid to directors are reviewed by the Remuneration Committee in consideration of the company's business performance, the general pay levels in the industry and be submitted to the board of directors for approval. Compensation for individual director is determined in accordance with the "Regulations governing remuneration paid to directors and functional committee." The company takes into account the results of the performance evaluation of directors to calculate the points of each director. Such as the degree of participation in the company's operations, the attendance rate for the year, whether to serve as the chairman and other items. Then distributes the total amount approved by the board of directors according to the proportion.

Independent directors receive a fixed amount of compensation per month and do not participate in the distribution of annual compensation for directors. If an independent director is appointed as a member of any functional committee by the board of directors of the company, he/she will receive additional compensation paid to members of functional committee.

Unit: NT\$ thousand, Thousand Shares

					Compe	ensation								Relevar	nt comp		n receive o employ	-	directo	ors wł	no are		Sum	of		Compensation paid to
Title	Name	Ba Compe	nsation		nce Pay B)	Compe to Dir		Allow (I				B+C+D et incom		Sala Bonuse Allow (E	es, and ances		nce Pay F)		Empl	-			C+D+	E+F+G t incom	e	directors from an invested company other than the
		The	ar . 1)	The	ar . 1)	The	a	The	a	The com	pany	(Note	: 1)	The	Q7 . 1)	The	ar . 1)	The co	mpany	(No	te 1)	The company		(Note 1)		company's subsidiary
		company	(Note 1)	company	(Note 1)	company	(Note 1)	company	(Note 1)	Sum	%	Sum	%	company	(Note 1)	company	(Note 1)	Cash	Stock	Cash	Stock	Sum	%	Sum	%	substatuty
Chairman	Liang, Chin-Li	3,446	11,178	() (56,021	56,021	96	238	59,563	2.28	67,437	2.58	16,823	19,908	C	0	5,000	0	5,000	0	81,386	3.11	92,345	3.53	30
Director	Yang, Jung-Tang (Note2)	0	0	() (0	0	60	60	60	0.00	60	0.00	0	0	C	0	0	0	C	0	60	0.00	60	0.00	None
Director	Hu, Tai-Tsen	0	199	() (22,409	22,409	90	90	22,499	0.86	22,698	0.87	0	0	C	0	0	0	C	0	22,499	0.86	22,698	0.87	None
Director	Xiang-Hui Development Co., Ltd. (Note2)	0	0	() (22,409	22,409	0	0	22,409	0.86	22,409	0.86	0	0	C	0	0	0	C	0 0	22,409	0.86	22,409	0.86	None
	Representative: Wu, Pi-Huei (Note2)	378	378	() (0	0	42	42	420	0.02	420	0.02	0	0	C	0	0	0	C	0	420	0.02	420	0.02	None
Independent Director	Yeh, Hui-Hsin (Note2)	400	400	() (0	0	60	60	460	0.02	460	0.02	0	0	C	0	0	0	C	0	460	0.02	460	0.02	None

					Compe	ensation								Relevant compensation received by directors who are also employees							o are		Sum		an invested company other than the	
Title	Name	Ba Compe (A	nsation		nce Pay B)	Compe to Dir		Allow (I					Sala Bonuse Allow (H	es, and vances	Severance Pay (F)				ployee nsation (G)		A+B+C+D+E+F+G and ratio to net income			e		
		The	(Note 1)	The	(Note 1)	The	(Note 1)	The	(Note 1)	The con	npany	(Note	1)	The	(Note 1)	The	(Note 1)	The co	mpany	(Note 1)		The con	npany	(Note 1)		company's subsidiary
		company	(Note 1)	company	(Note 1)	company	(Note 1)	company	(Note 1)	Sum	%	Sum	%	company	(Note 1)	company	(Note 1)	Cash	Stock	Cash	Stock	Sum	%	Sum	%	,
Independent Director	Yang, Qian (Note2)	400	400) () (0	C	42	42	442	0.02	442	0.02	0	() () () (0	0	0	442	0.02	442	0.02	None
Independent Director	Wang, Mao-Rong (Note2)	400	400) () (0	C	48	48	448	0.02	448	0.02	0	() () () (0	0	0	448	0.02	448	0.02	None
Independent Director	Huang, Tzu-Pei	960	960) () (0	C	78	78	1,038	0.04	1,038	0.04	0	() () () (0	0	0	1,038	0.04	1,038	0.04	None
Independent Director	Chi, Chih-Yi (Note2)	560	1,120) () (0	C	48	72	608	0.02	1,192	0.05	0	() () () (0	0	0	608	0.02	1,192	0.05	None
Independent Director	Chiu, Hui-Yin (Note2)	560	1,120) () (0	C	42	66	602	0.02	1,186	0.05	0	() () () (0	0	0	602	0.02	1,186	0.05	None
Independent Director	Liang, Lien-Wen (Note2)	560	560) () (0	C	42	42	602	0.02	602	0.02	0	() () () (0	0	0	602	0.02	602	0.02	None

Note1: Refers to all companies in the consolidated financial statements

Note2: The company held a re-election on May 24, 2024. Following the re-election, director Yang, Jung-Tang and independent directors Yeh, Hui-Hsin, Yang, Qian, and Wang, Mao-Rong did not continue their terms. At the same time, Wu, Pi-Huei, the representative of Xiang-Hui Development Co., Ltd., and independent directors Chi, Chih-Yi, Chiu, Hui-Yin, and Liang, Lien-Wen were newly elected.

Attachment 7: Comparison Table of the commitment letter

After The Revision

If the company and its subsidiaries which are directly or indirectly controlled by the company have any business opportunities in regions other than Taiwan to participate in or acquire equity interests in any business which may compete with the business operated by Acter Integration and its subsidiaries, the company shall immediately notify Acter Integration in an appropriate manner to offer such business opportunities to Acter Integration and its subsidiaries in a preferential manner, so that Acter Integration or its subsidiaries may, under the same conditions, have priority in acquiring the assets or shareholdings involved in the business to avoid competing with Acter Integration. If Acter Integration believes that the aforesaid business opportunities/businesses are in line with the business development needs of Acter Integration and its subsidiaries, but due to objective reasons beyond its control such as relevant laws and regulations, policy changes, natural disasters, etc., it is not suitable for Acter Integration and its subsidiaries to implement such business opportunities/businesses directly, or it is not conducive to the safeguarding of the interests of Acter Integration. From the perspective of supporting the development of Acter Integration, the company may, on the basis of full consultation with Acter Integration, invest in, acquire or cultivate such business opportunities/businesses on behalf of Acter Integration by the company or other enterprises under the company's control in the first instance. The company undertakes that, upon the relevant business or assets meeting the conditions for injection into Acter Integration or its subsidiaries, it will, on the premise of complying with the relevant laws, regulations and regulatory rules, and in the interests of Acter Integration, give priority to the transfer of the relevant business or assets to Acter Integration or its subsidiaries at a fair price.

Before The Revision

If the company and its subsidiaries which are directly or indirectly controlled by the company have any business opportunities in regions other than Taiwan to participate in or acquire equity interests in any business which may compete with the business operated by Acter Integration and its subsidiaries, the company shall immediately notify Acter Integration in an appropriate manner to offer such business opportunities to Acter Integration and its subsidiaries in a preferential manner, so that Acter Integration or its subsidiaries may, under the same conditions, have priority in acquiring the assets or shareholdings involved in the business to avoid competing with Acter Integration.

Attachment 8:Comparison Table of the Rules of Procedure for Board of Directors Meeting

	Directors wiceting	
Article	After The Revision	Before The Revision
Article	The chairman of the board of directors	The chairman of the board of directors
12	shall announce the start of the meeting	shall announce the start of the meeting
	when the majority of all directors attend	when the majority of all directors attend
	the meeting upon the meeting time.	the meeting upon the meeting time.
	However, if less than the majority of all	However, if less than the majority of all
	directors attend the meeting upon the	directors attend the meeting upon the
	meeting time, the chairman may declare a	meeting time, the chairman may declare a
	postponement of the meeting on the same	postponement of the meeting. There shall
	day. There shall be no more than two	be no more than two postponements. If the
	postponements. If the quorum is still not	quorum is still not met after two
	met after two postponements, the	postponements, the chairman shall
	chairman shall re-convene the meeting in	re-convene the meeting in accordance
	accordance with Section 1, Article 3 and	with Section 1, Article 3 and shall not
	shall not make any provisional resolution	make any provisional resolution for the
	for the issues to be discussed in such	issues to be discussed in such board
	board meeting.	meeting.
Article	Discussions in board meetings shall be	Discussions in board meetings shall be
13	carried out in accordance with the agenda	carried out in accordance with the agenda
	fixed in the meeting notice. However, the	fixed in the meeting notice. However, the
	order can be changed by agreement by the	order can be changed by agreement by the
	majority of attending directors. Without	majority of attending directors. Without
	the consent by the majority of attending	the consent by the majority of attending
	directors, the chairman shall not announce	directors, the chairman shall not announce
	the end of the meeting.	the end of the meeting.
	During the proceeding of the board	During the proceeding of the board
	meeting, if the number of directors present	meeting, if the number of directors present
	is less than the majority of the attending	is less than the majority of the attending
	directors and if a director present proposes	directors and if a director present proposes
	a suspension, the chairman shall declare	a suspension, the chairman shall declare
	the suspension of the meeting and section	the suspension of the meeting and section
	2 of the previous articles shall be applied	2 of the previous articles shall be applied
	mutatis mutandis. During the proceedings	mutatis mutandis. During the meeting, the
	of a board meeting, if the chair is unable	chairman may declare recess or
	to chair the meeting or fails to declare the	negotiation in consideration of the time.
	meeting closed as provided in preceding	
	paragraph, the provisions of Article 10,	
	paragraph 3 shall apply mutatis mutandis	
	to the selection of the deputy to act in	
	place thereof. During the meeting, the	
	chairman may declare recess or	
	negotiation in consideration of the time.	
Article	These rules were established on June 16,	These rules were established on June 16,
22	2009	2009
	These rules were amended on November	These rules were amended on November
	4, 2022.	4, 2022.
	These rules were amended on August 8,	
	2024.	
-	· 	

Attachment 9: Comparison Table of the Articles of Incorporation

Tittaciii	ment 9: Comparison Table of the Ai	deles of file of poration
Aritcle	After The Revision	Before The Revision
Aritcle	When distributing the surplus profits for	When distributing the surplus profits for
26-1	each fiscal year, the company shall first	each fiscal year, the company shall first
	offset its losses of previous years and set	offset its losses of previous years and set
	not less than three percent of the profit	not less than three percent of the profit
	before tax excluding the amount of	before tax excluding the amount of
	employees' and directors' compensation as	employees' and directors' compensation as
	compensation to employees; and then set	compensation to employees; and then set
	not more than five percent of the profit	not more than five percent of the profit
	before tax excluding the amount of	before tax excluding the amount of
	employees' and directors' compensation as	employees' and directors' compensation as
	compensation to directors.	compensation to directors. The "surplus
	The "surplus profits" here refers to the	profits" here refers to the balance of
	balance of pre-tax profit before deducting	pre-tax profit before deducting the
	the employees' and directors'	employees' and directors' compensation.
	compensation.	
	At least 30% of the amount of employees'	
	compensation from the preceding	
	paragraph shall be allocated for	
	compensation distributions for	
A 1. 1	non-executive employees.	
Aritcle	These articles of association were	These articles of association were
30	established on 10 February, 1979	established on 10 February, 1979
	Twenty ninth amendment was made on 24	Twenty ninth amendment was made on 24
	May, 2024.	May, 2024.
	Thirtieth amendment was made on 22	
	May, 2025.	