

Stock code: 5536



ACTER GROUP CORPORATION LIMITED

**Handbook for the 2026
Annual Meeting of Shareholders**

MEETING TIME: May 28, 2026

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I. Meeting Procedure

ACTER GROUP CORPORATION LIMITED

Procedure for the 2026 Annual Meeting of Shareholders

- 1. Call the Meeting to Order**
- 2. Chairperson Remarks**
- 3. Report Items**
- 4. Proposals**
- 5. Discussion**
- 6. Questions and Motions**
- 7. Adjournment**

II. Agenda of Annual Meeting of Shareholders

ACTER GROUP CORPORATION LIMITED

2026 Annual Shareholders' Meeting

Meeting Agenda

(Translation)

Time : 09:00 a.m on Thursday, 28 May, 2026

Method : Hybrid 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 : TDCC (<https://stockservices.tdcc.com.tw>)

Chairperson : Chairman Liang, Chin-Li

1. Call the Meeting to Order

2. Chairperson Remarks

3. Report Items

- (1) To report the distribution of 2025 employee and director compensation.
- (2) To report 2025 Business Report.
- (3) Audit Committee's Review Report of 2025 Financial Statements.
- (4) To report the distribution of 2025 cash dividends.
- (5) To report 2025 Corporate governance report.
- (6) To report the 2025 annual operation of Audit Committee and its communication with the company's chief internal auditor.
- (7) To report the connection and reasonableness between the compensation policy of the directors and managerial officers and performance assessment results in 2025.

4. Proposals

- (1) Adoption of the 2025 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2025 Profits.

5. Discussion

- (1) Discussion on the proposal to amend "Rules of Procedure for Shareholder Meetings."

- (2) Discussion on the proposal to amend “Procedures for Loaning of Company Funds.”
- (3) Discussion on the proposal to amend “Procedure for Acquisition or Disposal of Assets.”
- (4) Discussion on the proposal to amend “Endorsement and Guarantee Procedure.”
- (5) Discussion on the proposal to release the director from non-competition restrictions.
- (6) Discussion on the proposal that the company’s subsidiary Suzhou Winmax Technology Co., Ltd. will apply for IPO of CNY ordinary shares (A-shares) on the ChiNext Market of the Shenzhen Stock Exchange.

6. Questions and Motions

7. Adjournment

III. Report Items

Report No. 1 : To report the distribution of 2025 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 280,797,156. It also planned to allocate 3% for the compensation of directors (not higher than 5%) in the amount of NTD 140,398,578.

Report No. 2 : To report 2025 Business Report. (Proposed by the Board of Directors)

Explanation : The 2025 Business Report is attached as pp. [18-37], Attachment 1 and Attachment 2.

Report No. 3 : Audit Committee's Review Report of 2025 Financial Statements. (Proposed by the Board of Directors)

Explanation : The 2025 Audit Committee's Review Report is attached as pp. [38], Attachment 3.

Report No. 4 : To report the distribution of 2025 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 2025 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. 07, 2025	Feb. 04, 2026	5.5	682,445,115
Second half	Mar. 03, 2026	To be resolved	14.5	1,799,173,485
Total			20.0	2,481,618,600

Report No. 5 : To report 2025 Corporate governance report. (Proposed by the Board of Directors)

Explanation: The 2025 Corporate governance report is attached as pp. [39-40], Attachment 4.

Report No. 6 : To report the 2025 annual operation of Audit Committee and its communication with the company’s chief internal auditor. (Proposed by the Board of Directors)

Explanation: The 2025 annual operation report of Audit Committee and its communication with the company’s chief internal auditor is attached as pp. [31-45], 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 2025. (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 pp. [46-47], 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.

IV. Proposals

Proposal No. 1 : Adoption of the 2025 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 Mar. 3, 2026 and examined by the Audit Committee of Acter Company.

(2) The 2025 Business Report, independent auditors' report, and the above-mentioned Financial Statements are attached in the Meeting Agenda as, pp. [18-37], Attachment 1 and Attachment 2.

Resolution :

Proposal No. 2 : Adoption of the Proposal for Distribution of 2025 Profits.
(Proposed by the Board of Directors)

Explanation : Please refer to the 2025 Profit Distribution Table as follows.

ACTER GROUP CORPORATION LIMITED
PROFIT DISTRIBUTION TABLE
Year 2025

Unit : NTD

Beginning retained earnings	2,727,936,133
Add: Net profit after tax	3,526,877,453
Less: Remeasurements of defined benefit plans	5,145,849
Add: Disposal of investments in equity instruments designated at fair value through other comprehensive income	2,239,368
Less: 10% legal reserve	352,397,097
Add: Reversal of special reserve	38,849
Distributable net profit	5,899,548,857
Distributable items: (Note1)	
1H25 Cash Dividend to shareholders (NTD5.5 per share)	682,445,115
2H25 Cash Dividend to shareholders (NTD14.5 per share)	1,799,173,485
Unappropriated retained earnings	3,417,930,257

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 2H25 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.

Resolution :

V. Discussion

Proposal No. 1 : Discussion on the proposal to amend “Rules of Procedure for Shareholder Meetings.” (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 Shareholder Meetings.” Please refer to pp. [48-51], Attachment 7 for details.

Resolution :

Proposal No. 2 : Discussion on the proposal to amend “Procedures for Loaning of Company Funds.” (Proposed by the Board of Directors)

Explanation : In order to conform to the amendments of related commercial laws and the needs of business development, the company hereby proposes to amend “Procedures for Loaning of Company Funds.” Please refer to pp. [52-55], Attachment 8 for details.

Resolution :

Proposal No. 3 : Discussion on the proposal to amend “Procedure for Acquisition or Disposal of Assets.” (Proposed by the Board of Directors)

Explanation : In order to conform to the amendments of related commercial laws, the company hereby proposes to amend “Procedure for Acquisition or Disposal of Assets.” Please refer to pp. [56-59], Attachment 9 for details.

Resolution :

Proposal No. 4 : Discussion on the proposal to amend “Endorsement and Guarantee Procedure.” (Proposed by the Board of Directors)

Explanation : In order to conform to the needs of business development, the company hereby proposes to amend “Endorsement and Guarantee Procedure.”

Please refer to pp. [60-61], Attachment 10 for details.

Resolution :

Proposal No. 5 : 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
Independent director / Chiu, Hui-Yin	Independent Director, Soft-World International Corporation
Independent director / Chiu, Hui-Yin	Independent Director, Jin Lian Cheng Resources Co., Ltd

Resolution :

Proposal No. 6 : Discussion on the proposal that the company's subsidiary Suzhou Winmax Technology Co., Ltd. will apply for IPO of CNY ordinary shares (A-shares) on the ChiNext Market of the Shenzhen Stock Exchange. (Proposed by the Board of Directors)

Explanation :

- (1) The purpose of having a major subsidiary listed in an overseas stock exchange
With the aims of increasing the company's reputations and enhancing its global competitiveness, the company's subsidiary Suzhou Winmax Technology Co., Ltd. (hereinafter referred to as "Suzhou Winmax") is planning to apply for listing on the ChiNext Market of the SZSE. Currently, the company holds, directly and indirectly is

48.07% of the shares of Suzhou Winmax. The successful listing of this subsidiary is expected to bring positive effects to the image and business development of the company and create added value to its reinvestments. This would be a win-win strategy for the company and all its shareholders.

(2) Potential influence to the company's financial and business management

I. Influence to financial management

i. The listing of the A-shares issued by Suzhou Winmax is expected to increase the shareholders' equity of the company. Due to the improvement of the market status of Suzhou Winmax, the expansion of the business in China will be conducive to increase the net profit attributable to the company.

ii. Improve the financial structure and reduce relevant expenses
The listing of the A-shares issued by Suzhou Winmax, if successful, will help the company build up and diversify its funding sources in China through the local subsidiary. This will effectively lower down the capital costs and reduce financial expenses.

iii. The public offering and listing will not involve any share transfer among the existing shareholders
After this public offering, the company shall retain its control over Suzhou Winmax. The stocks to be listed this time, furthermore, are issued through public offering of new shares.

II. Influence to business development

i. The listing of the A-shares issued by Suzhou Winmax will further elevate the image of the company in the local society,

attract talents and enhance the stability of key employees through retention incentives such as employee stock option programs. These would be helpful for the company to develop the group business.

- ii. If the A-shares are successfully listed this time, Suzhou Winmax will be able to reinvest the funds raised and copy the successful model to develop its China market, further increase its productivity and build up its R&D dynamics. This will help raise the competitive threshold for the industry, increase the existing value advantage of the company and bring in higher profits.

(3) Proposed changes in the organizational structure and business

The organizational structure and business will be the same as now. There is no expected adjustment in the future.

(4) Impact of the proposed changes in the organizational structure and business on the company

The organizational structure and business will be the same as now. There is no effect in the future.

(5) Dispersion of Shareholding

Suzhou Winmax intends to have its initial public offering of CNY-denominated Common Stocks (A-shares) and apply for listing on the ChiNext Market of the SZSE. The par value will be CNY 1. In accordance with relevant regulations of the place of listing, the shares shall be dispersed through the following methods:

I. Methods of Dispersion

Public offering will be conducted. More specifically, new shares will be issued and no transfer of existing shares of the company will be involved. Online and offline administration will be integrated, including offline enquiry and allotment of shares to

the investors, as well as online pricing issuance to the public. The issuance may be administered in other methods approved by the China Securities Regulatory Commission (including but not limited to placement to strategic investors).

II. Number of shares to be issued for this public offering

According to relevant regulations at the place of listing, the total number of shares issued shall exceed 25% of the total capital after the issuance. (expected to be 70 million shares) The actual number of shares to be issued shall be subject to the approval of the China Securities Regulatory Commission. If the listing of the A-shares has been approved as expected, before administering ownership dispersion prior to the listing, the company will solicit the written opinion of an independent expert in advance regarding the reasonableness of the issuing price and volume, and the influence to the shareholders' equity. The expert opinions shall be submitted to the Audit Committee Meeting of the company for review and further reported to the Board of Directors for discussion.

(6) Estimated reduction in shareholding (or capital contribution) ratio

Suzhou Winmax intends to have its initial public offering of CNY-denominated Common Stocks (A-shares) and apply for listing on the ChiNext Market of the SZSE. New shares will be issued and no transfer of existing shares of the company. According to relevant regulations at the place of listing, the targets of the new issuance shall be investors meet the requirements of the China Securities Regulatory Commission or the Shenzhen Stock Exchange. The company shall not participate in the subscription. The company's shareholding ratio is expected to be 36.06% after the issuance of new shares.

(7) Basis of price determination

According to relevant regulations at the place of listing, the price shall be determined by sending enquiries to the enquiry objects.

(8) Targets of the new issuance

According to relevant regulations at the place of listing, the targets of the new issuance shall be investors meeting the requirements of the China Securities Regulatory Commission or the Shenzhen Stock Exchange. The company shall not participate in the subscription.

(9) The influence, if any, on the continued listing of the company in Taiwan's stock market.

The successful listing of the A-shares of Suzhou Winmax will not affect the continued listing of the company in Taiwan's stock market.

(10) Other matters

Considering the long-term development of its business, Suzhou Winmax intends to apply to the competent authority in China for the initial public offering and listing of its A-shares. Suzhou Winmax, however, has not yet submitted the application so far. With regard to the timing and the lead time required for the application, there is still some uncertainty and unpredictability.

I. Considering that Suzhou Winmax will have its initial public offering of CNY-denominated (A-shares) and submit the application for public listing on the ChiNext Market of the SZSE, we propose that the shareholders' meeting should grant to the board of directors or its designated personnel the full authority to make necessary adjustments based on the actual requirements in the listing process, the opinions of relevant competent authority, the regulations, the market conditions, and the actual business status of the place of listing. The board of directors or its designated personnel shall have the full authority to manage all

the matters relating to the listing, including but not limited to engaging professional advisers, determining the issuing terms, issuing time, issuing amount, issuing counterparty, issuing method, pricing methodology, issuing price (including price range and final price), base date, strategic allocation (if any), use of fund raising, modifying and sign the Horizontal Agreement, commitment letter of stable stock price, other commitment letters and documents, and conducting any other matters in connection with the listing.

- II. This proposal will not be terminated before completion or other resolutions are obtained.

Resolution :

VI. Questions and Motions

VII. Adjournment

VIII.Attachments

Attachment 1: Business Report

ACTER GROUP CORPORATION LIMITED

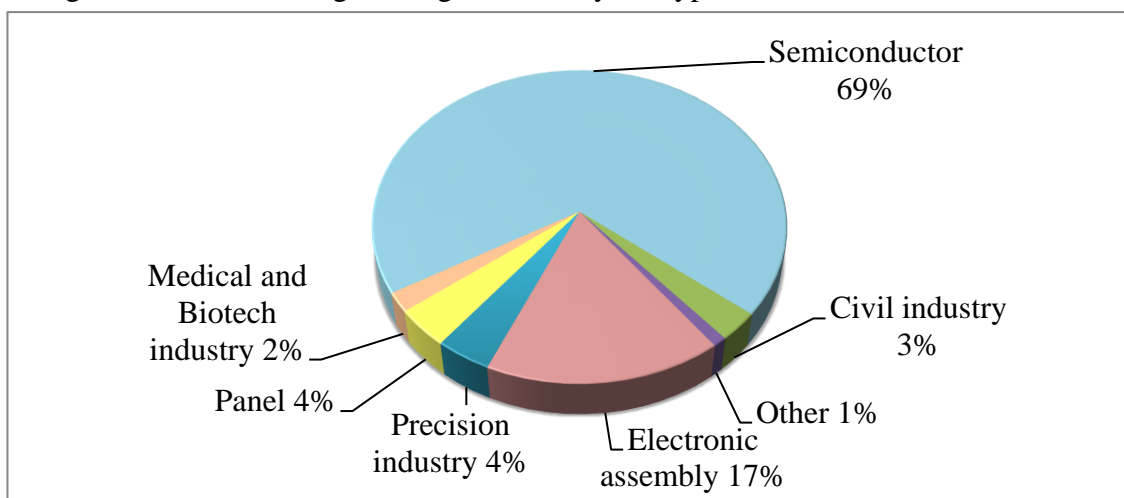
2025 Business Report

1. 2025 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\$41.48 billion. In terms of profitability, the net profit after tax amounted to NT\$3.53 billion, which represents a 34.76% 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	2025	2024	Annual Change (%)
Operating revenue	41,481,912	30,253,853	37.11
Operating cost	33,633,804	23,676,006	42.06
Gross profit	7,848,108	6,577,847	19.31
Operating expenses	2,144,773	2,170,852	(1.20)
Operating income	5,703,335	4,406,995	29.42
Non-Operating income and expenses	359,159	450,224	(20.23)
Income before income taxes	6,062,494	4,857,219	24.81
Tax expense	1,458,160	1,269,208	14.89
Income after income taxes	4,604,334	3,588,011	28.33
Income after income taxes - attributable to owners of parent	3,526,877	2,617,188	34.76
Earnings per share (\$)	28.42	21.09	34.76

(2) State of budget implementation

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

(3) Financial structure and profitability

Items		2025
Financial structure	Ratio of liabilities to assets (%)	53.00
	Ratio of long-term capital to fixed assets (%)	2,342.09
Solvency	Current ratio (%)	177.58
	Quick ratio (%)	124.87

Items		2025	
Profitability	Return on total assets (%)	12.26	
	Return on stockholders' equity (%)	25.47	
	Ratio to issued capital (%, Note1)	Operating income	43.47
		Pre-tax income	46.21
	Profit ratio (%)	11.09	
	Earnings per share (\$, Note2)	28.42	

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. Implement automated modeling and train automated programming personnel. Use AI to reduce repetitive tasks, lower time costs, and decrease the need for modeling manpower. Utilize programs to automatically verify the accuracy and correctness of models, reduce human error, and improve work efficiency.

2. Summary of business plan for 2026

(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 cultivate talent for sustainable growth
- 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 collaborate with enterprises in achieving 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 services
- 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 core expertise in green energy, environmental protection, recycling, and reuse.
- 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 leverage core competencies to develop green industries, creating distinctive features while 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, observing the rapid penetration of AI servers and high-performance computing (HPC) applications, the demand for global cloud data center, PCB, memory and semiconductor capacity construction is accelerating. According to the latest statistics from TrendForce, the capital expenditure growth rate for the top eight global cloud service providers in 2025 has been revised upward from the original 61% to 65%. It is expected that total spending will surpass \$600 billion in 2026, with a year-on-year growth rate of about 40%, indicating a continued expansion in AI infrastructure investment. Expansion in capital expenditures in the semiconductor, electronic components, cloud computing, and consumer goods industries benefits Acter's performance.

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 minority. 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 2:2025 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, 2025 and 2024, 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, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2025. 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(q) "Revenue from contracts with customers" to the financial statements.

Description of key audit matter

The Company recognized its revenue by the completion level. The completion level is based on the cost for each contract at year-end. The management will re-evaluate the cost if the total budget had significantly increased or decreased, and will recalculate the percentage of completion in accordance with the adjusted cost. The accuracy of the construction contract revenue may be affected by the completion level and appropriateness of the estimation of total budget cost. Thus, we considered the recognition of revenue as the key matters of 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, 2025 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)
March 3, 2026

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, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Assets		December 31, 2025		December 31, 2024		Liabilities and Equity		December 31, 2025		December 31, 2024	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(a))	\$ 4,019,213	17	2,357,661	14	2100	Short-term borrowings (Note 6(j))	\$ 40,000	-	80,000	-
1110	Current financial assets at fair value through profit or loss (Note 6(b))	332,324	1	75,690	-	2130	Current contract liabilities (Note 6(q))	3,182,671	14	992,266	6
1136	Current financial assets at amortized cost (Note 6(d))	19,797	-	-	-	2150	Notes payable	208	-	241	-
1140	Current contract assets (Note 6(q))	3,268,786	14	1,902,356	11	2170	Accounts payable	4,286,574	18	3,077,054	18
1150	Notes receivable, net (Note 6(e))	21,478	-	3,948	-	2180	Accounts payable to related parties (Note 7)	9,252	-	18,086	-
1170	Accounts receivable, net (Note 6(e))	4,580,719	20	3,004,378	17	2201	Wages and salaries payable	481,156	2	304,983	2
1200	Other receivables	8,620	-	4,777	-	2216	Dividends payable	682,445	3	620,405	4
1210	Other receivables due from related parties (Note 7)	157,830	1	164,649	1	2230	Current tax liabilities	464,324	2	329,966	2
1220	Current tax assets (Note 6(n))	287	-	-	-	2250	Current provisions (Note 6(l))	57,867	-	71,597	-
1470	Other current assets	388,741	2	317,865	2	2280	Current lease liabilities (Note 6(k))	18,458	-	15,097	-
1476	Other current financial assets (Note 8)	18,326	-	231,529	1	2399	Accrued expenses and other current liabilities (Note 6(r) and 9)	497,098	2	358,759	2
		<u>12,816,121</u>	<u>55</u>	<u>8,062,853</u>	<u>46</u>			<u>9,720,053</u>	<u>41</u>	<u>5,868,454</u>	<u>34</u>
Non-current assets:						Non-current liabilities:					
1510	Non-current financial assets at fair value through profit or loss (Note 6(b))	41,891	-	41,541	-	2570	Deferred tax liabilities (Note 6(n))	592,098	3	564,912	3
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(c))	2,033,159	9	1,491,776	9	2580	Non-current lease liabilities (Note 6(k))	12,428	-	16,459	-
1535	Non-current financial assets at amortized cost (Note 6(d))	10,000	-	19,585	-	2640	Net defined benefit liability, non-current (Note 6(m))	16,682	-	12,961	-
1550	Investments accounted for using equity method (Note 6(f))	8,207,147	35	7,444,923	43	2645	Guarantee deposits received	152	-	152	-
1600	Property, plant and equipment (Note 6(g))	97,613	-	101,310	1		Total liabilities	<u>10,341,413</u>	<u>44</u>	<u>6,462,938</u>	<u>37</u>
1755	Right-of-use assets (Note 6(h))	30,611	-	31,114	-	Equity attributable to owners of parent (Note 6 (o)):					
1760	Investment property, net (Note 6(i))	176,948	1	178,819	1	3100	Ordinary shares	620,405	3	620,405	3
1840	Deferred tax assets (Note 6(n))	23,812	-	31,277	-	3200	Capital surplus	3,820,560	16	3,797,691	22
1990	Other non-current assets	23,064	-	29,860	-	3300	Retained earnings	7,165,779	31	5,565,062	32
		<u>10,644,245</u>	<u>45</u>	<u>9,370,205</u>	<u>54</u>	3400	Other equity	1,512,209	6	986,962	6
							Total equity	<u>13,118,953</u>	<u>56</u>	<u>10,970,120</u>	<u>63</u>
Total assets		<u>\$ 23,460,366</u>	<u>100</u>	<u>17,433,058</u>	<u>100</u>	Total liabilities and equity		<u>\$ 23,460,366</u>	<u>100</u>	<u>17,433,058</u>	<u>100</u>

See accompanying notes to financial statements.

(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, 2025 and 2024

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

		<u>2025</u>		<u>2024</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
	Operating revenues: (Note 6(q))				
4520	Engineering revenue	\$ 18,513,883	100	8,729,217	100
	Operating costs:				
5520	Cost of engineering sales (Notes 6(m), (r) and 7)	15,069,534	81	6,655,957	76
	Gross profit	<u>3,444,349</u>	<u>19</u>	<u>2,073,260</u>	<u>24</u>
	Operating expenses: (Notes 6(m) and (r))				
6100	Selling expenses	48,263	-	40,428	-
6200	Administrative expenses	443,537	3	362,617	5
6450	Expected credit loss (gain) (Note 6(e))	5,473	-	(1,301)	-
		<u>497,273</u>	<u>3</u>	<u>401,744</u>	<u>5</u>
	Net operating income	<u>2,947,076</u>	<u>16</u>	<u>1,671,516</u>	<u>19</u>
	Non-operating income and expenses: (Notes 6(s) and 7)				
7100	Interest income	37,470	-	57,960	1
7010	Other income	78,882	-	76,296	1
7020	Other gains and losses, net	(8,533)	-	33,810	-
7050	Finance costs	(1,308)	-	(995)	-
7070	Share of profits of associates and joint ventures accounted for using equity method				
		<u>1,205,169</u>	<u>7</u>	<u>1,220,188</u>	<u>14</u>
		<u>1,311,680</u>	<u>7</u>	<u>1,387,259</u>	<u>16</u>
	Profit from continuing operations before tax	4,258,756	23	3,058,775	35
7950	Less: tax expense (Note 6(n))	731,879	4	441,587	5
	Profit from continuing operations	<u>3,526,877</u>	<u>19</u>	<u>2,617,188</u>	<u>30</u>
8300	Other comprehensive income (loss):				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	(Losses) gains on remeasurements of defined benefit plans (Note 6(m))	(4,674)	-	1,600	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	554,815	3	685,623	8
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	(472)	-	(3,207)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
		<u>549,669</u>	<u>3</u>	<u>684,016</u>	<u>8</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign operations	(51,222)	-	177,342	1
8367	Unrealized (losses) gains from investments in debt instruments measured at fair value through other comprehensive income	13,650	-	(9,658)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss (Note 6(n))	10,244	-	(35,468)	-
		<u>(27,328)</u>	<u>-</u>	<u>132,216</u>	<u>1</u>
8300	Other comprehensive income, net of tax	<u>522,341</u>	<u>3</u>	<u>816,232</u>	<u>9</u>
8500	Total comprehensive income	<u>\$ 4,049,218</u>	<u>22</u>	<u>3,433,420</u>	<u>39</u>
	Earnings per share (attributable to Owners of parent) (Note 6(p))				
9750	Basic earnings per share (NT dollars)	<u>\$ 28.42</u>		<u>21.09</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ 28.32</u>		<u>20.98</u>	

See accompanying notes to financial statements.

(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, 2025 and 2024
(In Thousands of New Taiwan Dollars)

	Retained earnings					Other equity				
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign operations	Unrealized gains from financial assets measured at fair value through other comprehensive income	Total Other equity interest	Total equity
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)	713	-	-	-	-	-
Other changes in capital surplus	-	85	-	-	-	-	-	-	-	85
Net income	-	-	-	-	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	-	89,658	-	-	-	-	-	-	-	89,658
Balance on December 31, 2024	\$ 620,405	3,797,691	1,440,691	18,539	4,105,832	5,565,062	(314)	987,276	986,962	10,970,120
Balance on January 1, 2025	\$ 620,405	3,797,691	1,440,691	18,539	4,105,832	5,565,062	(314)	987,276	986,962	10,970,120
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	287,563	-	(287,563)	-	-	-	-	-
Cash dividends	-	-	-	-	(1,923,254)	(1,923,254)	-	-	-	(1,923,254)
Reversal of special reserve	-	-	-	(39)	39	-	-	-	-	-
Other changes in capital surplus	-	863	-	-	-	-	-	-	-	863
Net income	-	-	-	-	3,526,877	3,526,877	-	-	-	3,526,877
Other comprehensive income (loss)	-	-	-	-	(2,906)	(2,906)	(40,978)	566,225	525,247	522,341
Total comprehensive income	-	-	-	-	3,523,971	3,523,971	(40,978)	566,225	525,247	4,049,218
Changes in ownership interests in subsidiaries	-	22,006	-	-	-	-	-	-	-	22,006
Balance on December 31, 2025	\$ 620,405	3,820,560	1,728,254	18,500	5,419,025	7,165,779	(41,292)	1,553,501	1,512,209	13,118,953

See accompanying notes to financial statements.

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

ACTER GROUP CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
Cash flows from operating activities:		
Profit before tax	\$ 4,258,756	3,058,775
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense (including investment property)	28,086	23,517
Amortization expense	13,329	11,699
Excepted credit loss (gain)	5,473	(1,301)
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	(212)	285
Interest expense	1,308	995
Interest income	(37,470)	(57,960)
Dividend income	(42,539)	(37,520)
Shares of profit of associates and joint ventures accounted for using equity method	(1,205,169)	(1,220,188)
Loss (gain) on disposal of property, plant and equipment	44	(190)
Gain on disposal of investment properties	-	(8,336)
Profit from lease modification and others	-	(52)
Total adjustments to reconcile profit	<u>(1,237,150)</u>	<u>(1,289,051)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in financial assets at fair value through profit or loss, mandatorily measured at fair value	(256,468)	(24,344)
Increase in contract assets	(1,366,430)	(871,727)
(Increase) decrease in notes receivable	(17,530)	76,953
Increase in accounts receivable	(1,579,576)	(879,945)
Decrease (increase) in other operating assets	<u>142,699</u>	<u>(266,196)</u>
Total changes in operating assets	<u>(3,077,305)</u>	<u>(1,965,259)</u>
Changes in operating liabilities:		
Increase (decrease) in contract liabilities	2,190,405	(689,758)
Decrease in notes payable	(33)	(2,657)
Increase in accounts payable (including related parties)	1,200,686	1,363,786
(Decrease) increase in provisions	(13,730)	22,848
Increase in other operating liabilities	<u>313,597</u>	<u>123,251</u>
Total changes in operating liabilities	<u>3,690,925</u>	<u>817,470</u>
Total adjustments	<u>(623,530)</u>	<u>(2,436,840)</u>
Cash inflow generated from operations	3,635,226	621,935
Interest received	37,624	59,881
Interest paid	(1,346)	(931)
Income taxes paid	<u>(552,914)</u>	<u>(212,157)</u>
Net cash flows from operating activities	<u>3,118,590</u>	<u>468,728</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(92,639)	(154,705)
Proceeds from disposal of financial assets at fair value through other comprehensive income	12,327	-
Acquisition of financial assets at amortized cost	(10,000)	(19,500)
Acquisition of financial assets at fair value through profit or loss	(456)	(39,497)
Proceeds from disposal of financial assets at fair value through profit or loss	152	-
Acquisition of investments accounted for using equity method	(157,820)	(32,016)
Proceeds from liquidation of investments accounted for using equity method	-	29,756
Acquisition of property, plant and equipment	(2,842)	(11,276)
Proceeds from disposal of property, plant and equipment	44	190
Increase in refundable deposits	(694)	(788)
Acquisition of intangible assets	(5,139)	(27,242)
Proceeds from disposal of investment properties	-	58,497
(Increase) decrease in other non-current assets	(700)	796
Dividends received	<u>721,011</u>	<u>553,305</u>
Net cash flows from investing activities	<u>463,244</u>	<u>357,520</u>
Cash flows from financing activities:		
Increase in short-term loans	260,000	195,000
Repayment in short-term loans	(300,000)	(115,000)
Payment of lease liabilities	(19,931)	(16,092)
Cash dividends paid	(1,861,214)	(1,302,849)
Other changes in capital surplus	<u>863</u>	<u>85</u>
Net cash flows used in financing activities	<u>(1,920,282)</u>	<u>(1,238,856)</u>
Net increase (decrease) in cash and cash equivalents	<u>1,661,552</u>	<u>(412,608)</u>
Cash and cash equivalents at beginning of period	<u>2,357,661</u>	<u>2,770,269</u>
Cash and cash equivalents at end of period	<u>\$ 4,019,213</u>	<u>2,357,661</u>

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, 2025 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: March 3, 2026

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, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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, 2025. 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 recognition”, 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 recognized its revenue by the completion level. The completion level is based on the cost for each contract at year-end. The management will re-evaluate the cost if the total budget had significantly increased or decreased, and will recalculate the percentage of completion in accordance with the adjusted cost. The accuracy of the construction contract revenue may be affected by the completion level and appropriateness of the estimation of total budget cost. Thus, we considered the recognition of revenue as the key matters of 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, 2025 and 2024, 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, 2025 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)
March 3, 2026

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to 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 Originally Issued in Chinese.)
ACTER GROUP CORPORATION LIMITED AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2025 and 2024
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		2025		2024	
		Amount	%	Amount	%
Operating Revenues (note 6(v)):					
4520	Engineering revenue	\$ 40,424,470	97	29,719,606	98
4100	Net sales revenue	<u>1,057,442</u>	<u>3</u>	<u>534,247</u>	<u>2</u>
		<u>41,481,912</u>	<u>100</u>	<u>30,253,853</u>	<u>100</u>
Operating costs:					
5520	Cost of engineering sales (note 6(o) and 7(b))	32,759,629	79	23,193,267	77
5110	Costs of sales (note 6(f))	<u>874,175</u>	<u>2</u>	<u>482,739</u>	<u>2</u>
		<u>33,633,804</u>	<u>81</u>	<u>23,676,006</u>	<u>79</u>
Gross profit from operations		<u>7,848,108</u>	<u>19</u>	<u>6,577,847</u>	<u>21</u>
Operating expenses (note 6(o)):					
6100	Selling expenses	315,196	1	305,988	1
6200	Administrative expenses	1,403,076	3	1,309,719	4
6300	Research and development expenses	406,816	1	361,457	1
6450	Expected credit loss (note 6(e) and (y))	<u>19,685</u>	<u>-</u>	<u>193,688</u>	<u>1</u>
		<u>2,144,773</u>	<u>5</u>	<u>2,170,852</u>	<u>7</u>
Net operating income		<u>5,703,335</u>	<u>14</u>	<u>4,406,995</u>	<u>14</u>
Non-operating income and expenses (note 6(x))					
7100	Interest income	188,467	1	184,911	1
7010	Other income	128,897	-	139,884	-
7020	Other gains and losses, net	11,735	-	121,904	-
7050	Finance costs	<u>(24,078)</u>	<u>-</u>	<u>(24,844)</u>	<u>-</u>
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net (note 6(g))	<u>54,138</u>	<u>-</u>	<u>28,369</u>	<u>-</u>
		<u>359,159</u>	<u>1</u>	<u>450,224</u>	<u>1</u>
Profit from counting operations before tax		<u>6,062,494</u>	<u>15</u>	<u>4,857,219</u>	<u>15</u>
7950	Less: tax expenses (note 6(r))	<u>1,458,160</u>	<u>4</u>	<u>1,269,208</u>	<u>4</u>
Profit from counting operation		<u>4,604,334</u>	<u>11</u>	<u>3,588,011</u>	<u>11</u>
8300	Other comprehensive income (loss):				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Losses on remeasurements of defined benefit plans	(5,100)	-	(1,798)	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	628,654	2	713,396	2
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>623,554</u>	<u>2</u>	<u>711,598</u>	<u>2</u>
8360	Items that will be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign operations	(52,330)	-	221,572	1
8367	Unrealized gains (losses) from investments in debt instruments measured at fair value through other comprehensive income	13,650	-	(9,657)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(r))	<u>6,659</u>	<u>-</u>	<u>(61,818)</u>	<u>-</u>
		<u>(32,021)</u>	<u>-</u>	<u>150,097</u>	<u>1</u>
8300	Other comprehensive income, net of tax	<u>591,533</u>	<u>2</u>	<u>861,695</u>	<u>3</u>
8500	Total comprehensive income	<u>\$ 5,195,867</u>	<u>13</u>	<u>4,449,706</u>	<u>14</u>
Profit, attributable to:					
8610	Shareholders of the company	\$ 3,526,877	8	2,617,188	8
8620	Non-controlling interests	<u>1,077,457</u>	<u>3</u>	<u>970,823</u>	<u>3</u>
		<u>\$ 4,604,334</u>	<u>11</u>	<u>3,588,011</u>	<u>11</u>
Comprehensive income attributable to:					
8710	Shareholders of the company	\$ 4,049,218	10	3,433,420	11
8720	Non-controlling interests	<u>1,146,649</u>	<u>3</u>	<u>1,016,286</u>	<u>3</u>
		<u>\$ 5,195,867</u>	<u>13</u>	<u>4,449,706</u>	<u>14</u>
Earnings per share (Expressed in New Taiwan Dollars) (note 6(u))					
9750	Basic earnings per share	<u>\$ 28.42</u>		<u>21.09</u>	
9850	Diluted earnings per share	<u>\$ 28.32</u>		<u>20.98</u>	

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, 2025 and 2024
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent											
	Retained earnings						Other equity					
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	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	Total Equity attributable to owners of parent	Non-controlling interests	Total equity
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	8,811,847	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)	-	(1,364,890)
Reversal of special reserve	-	-	-	(713)	713	-	-	-	-	-	-	-
Other changes in capital surplus	-	85	-	-	-	-	-	-	-	85	-	85
Net income	-	-	-	-	2,617,188	2,617,188	-	-	-	2,617,188	970,823	3,588,011
Other comprehensive income (loss)	-	-	-	-	(1,607)	(1,607)	141,874	675,965	817,839	816,232	45,463	861,695
Total comprehensive income	-	-	-	-	2,615,581	2,615,581	141,874	675,965	817,839	3,433,420	1,016,286	4,449,706
Changes in ownership interests in subsidiaries	-	89,658	-	-	-	-	-	-	-	89,658	-	89,658
Changes 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	10,970,120	5,756,190	16,726,310
Balance at January 1, 2025	\$ 620,405	3,797,691	1,440,691	18,539	4,105,832	5,565,062	(314)	987,276	986,962	10,970,120	5,756,190	16,726,310
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	287,563	-	(287,563)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(1,923,254)	(1,923,254)	-	-	-	(1,923,254)	-	(1,923,254)
Reversal of special reserve	-	-	-	(39)	39	-	-	-	-	-	-	-
Other changes in capital surplus	-	863	-	-	-	-	-	-	-	863	-	863
Net income	-	-	-	-	3,526,877	3,526,877	-	-	-	3,526,877	1,077,457	4,604,334
Other comprehensive income (loss)	-	-	-	-	(2,906)	(2,906)	(40,978)	566,225	525,247	522,341	69,192	591,533
Total comprehensive income	-	-	-	-	3,523,971	3,523,971	(40,978)	566,225	525,247	4,049,218	1,146,649	5,195,867
Changes in ownership interests in subsidiaries	-	22,006	-	-	-	-	-	-	-	22,006	-	22,006
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(604,266)	(604,266)
Balance at December 31, 2025	\$ 620,405	3,820,560	1,728,254	18,500	5,419,025	7,165,779	(41,292)	1,553,501	1,512,209	13,118,953	6,298,573	19,417,526

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 Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from operating activities:		
Profit before tax	\$ 6,062,494	4,857,219
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses (including investment property)	159,754	147,469
Amortization expenses	39,000	48,396
Expected credit loss	19,685	193,688
Interest expense	24,078	24,844
Interest income	(188,467)	(184,911)
Dividend income	(60,989)	(63,244)
Shares of profit of associates accounted for using equity method	(54,138)	(28,369)
Net gain on financial assets at fair value through profit or loss	(4,255)	(5,113)
Loss (gain) on disposal of property, plant, equipment	66	(2,231)
Gain on disposal of investment properties	-	(8,336)
Loss on disposal of intangible assets	126	39
Loss on disposal of investments	-	23
Profit from lease modification	(2,618)	(435)
Total adjustments to reconcile (profit) loss	(67,758)	121,820
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in financial assets at fair value through profit or loss, mandatorily measured at fair value	(184,239)	(269,790)
Increase in contract assets	(1,556,684)	(2,245,153)
Decrease (increase) in notes receivable	133,692	(241,468)
Increase in accounts receivables	(2,501,763)	(2,489,442)
Decrease in inventories	660,840	509,496
Decrease in other operating assets	208,742	54,618
Total changes in operating assets	(3,239,412)	(4,681,739)
Changes in operating liabilities:		
Increase in contract liabilities	1,903,281	577,330
(Decrease) increase in notes payable	(91,250)	20,388
Increase in accounts payables (including related parties)	2,074,094	1,420,905
(Decrease) increase in provisions	(17,047)	182,204
Increase in other operating liabilities	267,943	384,711
Total changes in operating liabilities	4,137,021	2,585,538
Total adjustments	829,851	(1,974,381)
Cash inflow generated from operations	6,892,345	2,882,838
Interest received	183,686	186,828
Interest paid	(26,086)	(21,992)
Income taxes paid	(1,248,922)	(803,595)
Net cash flows from operating activities	5,801,023	2,244,079
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(104,291)	(198,675)
Proceeds from disposal of financial assets at fair value through other comprehensive income	12,326	80,251
Acquisition of financial assets at amortized cost	(30,000)	(39,000)
Acquisition of financial assets at fair value through profit or loss	(456)	(39,498)
Proceeds from disposal of financial assets at fair value through profit or loss	151	-
Acquisition of property, plant and equipment	(128,246)	(151,365)
Proceeds from disposal of property, plant and equipment	1,918	3,295
Acquisition of intangible assets	(24,558)	(53,360)
Acquisition of right-of-use assets	(3,752)	(37,078)
Proceeds from disposal of investment properties	-	58,497
Decrease (increase) in other non-current assets	2,593	(10,195)
Dividends received	60,989	63,244
Net cash flows used in investing activities	(213,326)	(323,884)
Cash flows from financing activities:		
Increase in short-term loans	3,766,971	1,682,304
Repayment in short-term loans	(3,652,261)	(1,762,268)
Payment of lease liabilities	(87,720)	(81,744)
Cash dividends paid	(1,861,214)	(1,302,849)
Other changes in capital surplus	863	85
Change in non-controlling interests	(633,863)	208,674
Net cash flows used in financing activities	(2,467,224)	(1,255,798)
Effect of exchange rate changes on cash and cash equivalents	(23,512)	283,674
Net increase in cash and cash equivalents	3,096,961	948,071
Cash and cash equivalents at beginning of period	9,899,280	8,951,209
Cash and cash equivalents at end of period	\$ 12,996,241	9,899,280

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 2025 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 2025 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.

2026 shareholders meeting of ACTER GROUP CORPORATION LIMITED

ACTER GROUP CORPORATION LIMITED

Chairman of the Audit Committee: Chiu, Hui-Yin

March 3, 2026

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 2025, 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 evaluation	The company was ranked on top 5% in the corporate governance evaluation for 10 consecutive years
Timetables for the greenhouse gas inventories and verification	1. Acter, Novatech, RAYZHER, Acter Integration, Shenzhen Sheng Huei, Suzhou Winmax, Winmax have obtained the 2024 assurance report. 2. Completed Scope 3 methodologies for the group's three main business systems: cleanroom MEP, facility water and utilities integration, and semiconductor gas facility systems.

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

Item	Reporting day to the board of directors	Responsible unit
Implementation of 2024 corporate governance	2025/02/27	Financial division
Implementation of ethical corporate management	2025/11/07	General manager
Report of climate change's risks, opportunities, actions and results	2025/11/07	General manager
Implementation of sustainable development	2025/11/07	General administration division
Intellectual property management plan	2025/11/07	General administration division
Implementation of risk management	2025/05/08 & 2025/08/07	Auditing office

Item	Reporting day to the board of directors	Responsible unit
Communication mechanisms and implementation results for stakeholders	2025/11/07	Financial division, general administration division and procurement department

IV. Future Challenges

Item	Company Response
The corporate governance evaluation has been revised to ESG evaluation criteria, adding new environmental and social indicators.	Review and continuously improve existing governance mechanisms for new issues.
Aligning with the IFRS sustainability disclosure standards blueprint, data collection and statistics for Scope 3 greenhouse gas emissions under IFRS Sustainability Standard S2.	Completed initial methodology in 2025; continues to improve data collection quality.

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 2025 :
 - (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 and investment in establishing subsidiaries.
 - (5) Review the release of the director from non-competition restrictions.
 - (6) Review the establishment of general policy for pre-approval non-assurance services and assurance services other than audit reports provided by accounting firms.
 - (7) Review the amendments to the "Procedures for Loaning of Company Funds" and "Procedure for Acquisition or Disposal of Assets."
 - (8) Conduct assessments of CPA independence and competence based on a written statement issued by a CPA and AQIs.
 - (9) Review the contract signing with KPMG.
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
Feb. 27, 2025	1. Resolved to approve the company's 2024 business report and financial statements.	✓	None
	2. Resolved to approve the company's 2024 statement of internal control system.	✓	None
	3. Resolved to approve the evaluation of qualification and independence of the Certified Public Accountants.	✓	None
	4. Resolved to approve the retroactive recognition of the company's guarantees and endorsements.	✓	None
	5. Approved to release the director from non-competition restrictions.	✓	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.			
May 08, 2025	1. Approved to establish general policy for pre-approval non-assurance services and assurance services other than audit reports provided by accounting firms.	✓	None
	2. Approved to sign a contract with KPMG.	✓	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.		
Nov. 07, 2025	1. Approved to amend the company's "Procedures for Loaning of Company Funds" and "Procedures for Acquisition and Disposal of Assets."	✓	None
	2. Approved to amend the company's internal control system "Payroll Cycle" and internal audit implementation rules "General Provisions, Payroll Cycle, and Other Management Control Activities."	✓	None
	3. Resolved to approve the establishment of a U.S. subsidiary.	✓	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.		

4. There is no independent directors' avoidance of motions in conflict of interest in 2025.
5. There are no major transactions with related parties not belonging to the group in 2025.
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 2025 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

Date	Communication matters	Execution results
Feb. 27, 2025 Audit committee meeting	<ul style="list-style-type: none"> ■ Internal audit activities report (2024/10~2024/12) ■ Risk Identification Report for 2025 ■ 2024 Statement of the internal control system 	<ul style="list-style-type: none"> ■ No comments ■ Submit to the board of directors after approval
May 08, 2025 Audit committee meeting	<ul style="list-style-type: none"> ■ Internal audit activities report (2025/01~2025/03) ■ Risk Management Performance Report for 2025 (As of April 2025) 	<ul style="list-style-type: none"> ■ No comments
Aug. 07, 2025 Audit committee meeting	<ul style="list-style-type: none"> ■ Internal audit activities report (2025/04~2025/06) ■ Risk Management Performance Report for 2025 (As of July 2025) 	<ul style="list-style-type: none"> ■ No comments
Nov. 07, 2025 Audit committee meeting	<ul style="list-style-type: none"> ■ Internal audit activities report (2025/07~2025/09) ■ 2026 Annual audit plans ■ To amend the company’s internal control system “Payroll Cycle” and internal audit implementation rules “General Provisions, Payroll Cycle, and Other Management Control Activities.” 	<ul style="list-style-type: none"> ■ No comments ■ Submit to the board of directors after approval
Nov. 07, 2025 Closed-door Meeting	<ul style="list-style-type: none"> ■ 2025 self-assessment of the internal control system ■ 2025 special audit implementation status 	<ul style="list-style-type: none"> ■ No comments
Feb. 08, 2025 Communication via e-mail or phone call	<p>Subsidiary oversight: Audit report shows the ratio of issued invoices is over 10% lower than the payment ratio, indicating an imbalance between income and expenses.</p> <ul style="list-style-type: none"> ■ What specifically causes this difference? ■ Is it a temporary issue or a long-term problem? ■ Any suggestions for adjustments or improvements? 	<ul style="list-style-type: none"> ■ Payment to contractors is based on actual work done, while payments to owners are made in stages upon completion. This, along with construction progress and owner inspections, causes overall cash flow discrepancies. ■ In principle, vendor billing and client invoicing are done simultaneously to maintain cash flow balance. However, issues may arise due to on-site work conditions and the client's internal approval process. ■ (1) The engineering unit prepares a Progress Payment Control Sheet to

Date	Communication matters	Execution results
		accurately record each project's billing and construction progress, and regularly follows up on the status. (2) Post-period follow-up: After reviewing the Client Approval Email Records for Invoice Issuance, Engineering Payment Confirmation Details, and Engineering Income and Expense Summary, the cumulative invoice issuance rate for February 2025 was 80%, and the cumulative payment rate was 82.33%, indicating that the payment ratio is reasonable.
Mar. 28, 2025 Communication via e-mail or phone call	<ul style="list-style-type: none"> ■ Suggestions for control points and testing procedures in the investment cycle for reference. ■ Regarding the disposition of securities, I want to understand if there is a distinction between authorized traders and approvers. 	<ul style="list-style-type: none"> ■ Revise investment cycle control points and test procedures per independent director's recommendation. ■ RP/Fund <ul style="list-style-type: none"> - Applicant/Trader: Finance Department Manager or Cashier - Approver: According to the Procedure for Acquisition or Disposal of Assets (approval levels based on nature and amount: requires approval from the Chairman or the Board). Stocks/ETFs/Bonds <ul style="list-style-type: none"> - Applicant/Trader: The CFO must log in with an account and password for transactions. - Approver: According to the Procedure for Acquisition or Disposal of Assets (approval levels based on nature and amount: requires approval from the Chairman or the Board).

(2) Communications between the independent directors and the CPAs

Date	Communication matters	Execution results
Feb. 27, 2025 KAM Meeting	<ul style="list-style-type: none"> ■ 2024 Key Audit Matters of the financial report 	No comments
Feb. 27, 2025 Audit Committee Meeting	<ul style="list-style-type: none"> ■ Consolidated financial reports of 2024 	No comments
May 08, 2025 Audit Committee Meeting	<ul style="list-style-type: none"> ■ Consolidated financial statements for three months ended March 31, 2025 	No comments
Aug. 07, 2025 Audit Committee Meeting	<ul style="list-style-type: none"> ■ Consolidated financial statements for six months ended June 30, 2025 	No comments
Nov. 07, 2025 Audit Committee Meeting	<ul style="list-style-type: none"> ■ Consolidated financial statements for nine months ended September 30, 2025 	No comments
Nov. 07, 2025 Closed-door Meeting	<ul style="list-style-type: none"> ■ Closed door meeting between the CPAs and the independent directors 	No comments

7. Audit Committee's attendance in 2025

A total of 6 Audit Committee meetings were held in 2025, with the attendance of independent directors as follows:

Title	Name	Attendance in Person	By Proxy	Attendance rate	Remarks
Convener	Chiu, Hui-Yin	6	0	100%	Was newly elected May 24, 2024
Member	Huang, Tzu-Pei	6	0	100%	Was re-elected on May 24, 2024
Member	Chi, Chih-Yi	6	0	100%	Was newly elected May 24, 2024
Member	Liang, Lien-Wen	6	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

Title	Name	Compensation								Sum of A+B+C+D and ratio to net income				Relevant compensation received by directors who are also employees								Sum of A+B+C+D+E+F+G and ratio to net income				Compensation paid to directors from an invested company other than the company's subsidiary
		Base Compensation (A)		Severance Pay (B)		Compensation to Directors (C)		Allowances (D)						Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Employee Compensation (G)								
		The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	Cash	Stock	Cash	Stock	The company	(Note 1)	The company	(Note 1)			
		Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%			
Chairman	Liang, Chin-Li	3,200	11,753	0	0	77,999	77,999	60	214	81,259	2.30	89,966	2.55	20,655	24,022	0	0	9,000	0	9,000	0	110,914	3.14	122,988	3.49	42
Director	Hu, Tai-Tsen	0	201	0	0	31,200	31,200	60	60	31,260	0.89	31,461	0.89	0	0	0	0	0	0	0	0	31,260	0.89	31,461	0.89	None
Director	Xiang-Hui Development Co., Ltd. (Note2)	0	0	0	0	31,200	31,200	0	0	31,200	0.88	31,200	0.88	0	0	0	0	0	0	0	0	31,200	0.88	31,200	0.88	None
	Representative: Wu, Pi-Huei (Note2)	0	0	0	0	0	0	60	60	60	0.00	60	0.00	0	0	0	0	0	0	0	0	60	0.00	60	0.00	None
Independent Director	Huang, Tzu-Pei	960	960	0	0	0	0	60	60	1,020	0.03	1,020	0.03	0	0	0	0	0	0	0	0	1,020	0.03	1,020	0.03	None
Independent Director	Chi, Chih-Yi	960	1,333	0	0	0	0	54	90	1,014	0.03	1,423	0.04	0	0	0	0	0	0	0	0	1,014	0.03	1,423	0.04	None

Title	Name	Compensation								Sum of A+B+C+D and ratio to net income				Relevant compensation received by directors who are also employees								Sum of A+B+C+D+E+F+G and ratio to net income				Compensation paid to directors from an invested company other than the company's subsidiary
		Base Compensation (A)		Severance Pay (B)		Compensation to Directors (C)		Allowances (D)						Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Employee Compensation (G)								
		The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	The company	(Note 1)	Cash	Stock	Cash	Stock	The company	(Note 1)	The company	(Note 1)			
		Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%	Sum	%			
Independent Director	Chiu, Hui-Yin	960	1,333	0	0	0	0	60	96	1,020	0.03	1,429	0.04	0	0	0	0	0	0	0	0	1,020	0.03	1,429	0.04	None
Independent Director	Liang, Lien-Wen	960	960	0	0	0	0	60	60	1,020	0.03	1,020	0.03	0	0	0	0	0	0	0	0	1,020	0.03	1,020	0.03	None

Note1: Refers to all companies in the consolidated financial statements

Attachment 7: Comparison Table of the Rules of Procedure for Shareholder Meetings

Article	After The Revision	Before The Revision
Article 5	<p>Unless otherwise provided by law, the company's shareholder meetings shall be convened by the board of directors.</p> <p>Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a virtual shareholders meeting shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.</p> <p>Changes to how the company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</p> <p>The company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the originals of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, the shareholders meeting agenda and supplemental meeting materials and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or</p>	<p>Unless otherwise provided by law, the company's shareholder meetings shall be convened by the board of directors.</p> <p>Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a virtual shareholders meeting shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.</p> <p>Changes to how the company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</p> <p>The company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the originals of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting</p>

Article	After The Revision	Before The Revision
	<p>more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the company and the professional shareholder services agent designated thereby.</p> <p>(Omitted)</p>	<p>held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the company and the professional shareholder services agent designated thereby.</p> <p>(Omitted)</p>
Article 15	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares.</p> <p>When the company holds a shareholders' meeting, it shall adopt electronic voting and may allow the shareholders to exercise voting rights in writing. When voting rights are exercised in writing or by electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights in writing or by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.</p> <p>A shareholder intending to exercise voting rights in writing or by electronic means under the preceding paragraph shall deliver a written declaration of intent to the company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights in writing or by electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised</p>	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares.</p> <p>When the company holds a shareholders' meeting, it shall adopt electronic voting and may allow the shareholders to exercise voting rights in writing. When voting rights are exercised in writing or by electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights in writing or by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.</p> <p>A shareholder intending to exercise voting rights in writing or by electronic means under the preceding paragraph shall deliver a written declaration of intent to the company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights in writing or by electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised</p>

Article	After The Revision	Before The Revision
	<p>under the preceding paragraph shall be made known to the company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised in writing or by electronic means shall prevail. When a shareholder has exercised voting rights both in writing or by electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>If a shareholder of a company whose shares have been issued in public holds shares for others, such shareholder may exercise his/her/its voting power separately.</p> <p>When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the company.</p> <p><u>If the shareholders' meeting includes</u></p>	<p>under the preceding paragraph shall be made known to the company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised in writing or by electronic means shall prevail. When a shareholder has exercised voting rights both in writing or by electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>If a shareholder of a company whose shares have been issued in public holds shares for others, such shareholder may exercise his/her/its voting power separately.</p> <p>When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the company.</p> <p>(Omitted)</p>

Article	After The Revision	Before The Revision
	<p><u>proposals for electing directors and the number of nominees exceeds the number of seats to be filled, or dismissal of directors, or any matter prescribed in Article 185, Article 316 of the Company Act; Articles 18, 27, 29, or 35 of the Business Mergers and Acquisitions Act; or Article 24, paragraph 2, subparagraph 1, or Article 26, paragraph 2, subparagraph 1 of the Financial Holding Company Act, the chairman is advised to designate an attorney, accountant, or notary as the monitoring personnel.</u></p> <p><u>The person designated by the chairman under the preceding paragraph may not be the person responsible for matters related to the voting procedures, nor may they be a director, manager, or employee of the company or its affiliates.</u></p> <p><u>Vote monitoring personnel shall oversee the voting and vote-counting process and sign the election results tally sheet.</u></p> <p><u>If monitoring personnel is designated under paragraph 9, the shareholders' meeting minutes shall state the names and titles of the monitoring personnel.</u></p> <p style="text-align: center;">(Omitted)</p>	
Article 26	<p>These rules were established on 3 May 2005.</p> <p>These rules were amended on 24 May 2024.</p> <p><u>These rules were amended on 28 May 2026.</u></p>	<p>These rules were established on 3 May 2005.</p> <p>These rules were amended on 24 May 2024.</p>

Attachment 8: Comparison Table of the Procedures for Loaning of Company Funds

Article	After The Revision	Before The Revision
Article 2	<p>Funds Borrower</p> <ol style="list-style-type: none"> Company or enterprise that has business transactions with the company (hereinafter the “borrower”). Company requiring short term financing as recognized by the board of directors (hereinafter the “borrower”). <u>The term “short-term” means a term that is one year or one business cycle (whichever is longer).</u> 	<p>Funds Borrower</p> <ol style="list-style-type: none"> Company or enterprise that has business transactions with the company (hereinafter the “borrower”). Company requiring short term financing as recognized by the board of directors (hereinafter the “borrower”).
Article 5	<p>Term and Interest Calculation of Capital Financing</p> <ol style="list-style-type: none"> Short term financing requirement with the company means a term that is one year or one business cycle (whichever is longer). The term of each funds lending shall not exceed one year. The one-year period shall commence on the actual disbursement date; for funds lending disbursed in installments or under a revolving credit arrangement, it shall commence on the date of the first actual disbursement. If the funds remain undrawn following a resolution by the Board of Directors, the term shall be calculated from the date of such resolution. The company may waive interest for funds lending to any company whose 100% voting shares are held directly or indirectly by the company. For other lending to companies or enterprises approved by the company, interest shall accrue at the basic lending rate of the Bank of Taiwan for the current month plus 2%. If the borrower fails to perform the financing contract, monthly interest shall accrue at the original interest rate times 1.1 starting from the date of violation of the financing contract. In case of any special situation and subject to the approval of the board of directors, lending may be extended upon expiry based on the actual situation. 	<p>Term and Interest Calculation of Capital Financing</p> <ol style="list-style-type: none"> Short term financing requirement with the company means a term that is one year or one business cycle (whichever is longer). The company may waive interest for funds lending to any company whose 100% voting shares are held directly or indirectly by the company. For other lending to companies or enterprises approved by the company, interest shall accrue at the basic lending rate of the Bank of Taiwan for the current month plus 2%. If the borrower fails to perform the financing contract, monthly interest shall accrue at the original interest rate times 1.1 starting from the date of violation of the financing contract. In case of any special situation and subject to the approval of the board of directors, lending may be extended upon expiry based on the actual situation.

Article	After The Revision	Before The Revision
Article 6	<p>Decision Level</p> <ol style="list-style-type: none"> 1. When the company contemplates to lend funds, a resolution by the board of directors shall be required. No other person shall be authorized to make the decision. 2. For funds lending between the company and its subsidiary <u>company invested by the company under the equity method</u> or among the company's subsidiaries, the board of directors may authorize the chairman to approve several drawdowns or revolving drawdowns by the same borrower within a period of one year within a certain amount resolved by the board of directors. Other than overseas companies whose 100% voting shares are directly or indirectly held by the company, the authorized amount of funds lending from the company or the subsidiary to any single enterprise shall not exceed 10% of the net value on the company's latest financial statements. 	<p>Decision Level</p> <ol style="list-style-type: none"> 1. When the company contemplates to lend funds, a resolution by the board of directors shall be required. No other person shall be authorized to make the decision. 2. For funds lending between the company and its subsidiary or among the company's subsidiaries, the board of directors may authorize the chairman to approve several drawdowns or revolving drawdowns by the same borrower within a period of one year within a certain amount resolved by the board of directors. Other than overseas companies whose 100% voting shares are directly or indirectly held by the company, the authorized amount of funds lending from the company or the subsidiary to any single enterprise shall not exceed 10% of the net value on the company's latest financial statements.
Article 10	<p>Credit Verification</p> <ol style="list-style-type: none"> 1. For first time borrowers, the borrower shall provide basic information and financial information so that the processing department can carry out credit verification. 2. For any extended borrowing, in principle, the finance department shall perform credit verification once every year. In significant cases, credit verification shall be performed once every six months based on actual requirements. 3. For any extended borrowing, if the company has a sound financial system and good track records of repayment, and if the annual financial statements have been certified by an accountant, the financial reports between the past one to two years may continue to be used and lending may be approved following accountant's audit report. 4. If the borrower is a subsidiary whose 100% voting shares are held directly or indirectly by the company, the 	<p>Credit Verification</p> <ol style="list-style-type: none"> 1. For first time borrowers, the borrower shall provide basic information and financial information so that the processing department can carry out credit verification. 2. For any extended borrowing, in principle, the finance department shall perform credit verification once every year. In significant cases, credit verification shall be performed once every six months based on actual requirements. 3. For any extended borrowing, if the company has a sound financial system and good track records of repayment, and if the annual financial statements have been certified by an accountant, the financial reports between the past one to two years may continue to be used and lending may be approved following accountant's audit report. 4. If the borrower is a subsidiary whose 100% voting shares are held directly or indirectly by the company, the

Article	After The Revision	Before The Revision
	credit verification may be waived and the restriction under section 3 is not applicable.	credit verification may be waived and the restriction under section 3 is not applicable.
Article 14	<p>Subsequent Control Measures for Amount Advanced</p> <ol style="list-style-type: none"> 1. After lending is advanced, the financial, business and credit situation of the borrower and the guarantor shall be monitored. Verifications shall be made as to whether the value of collateral (pledge) has been changed. Any significant change shall be immediately reported to the chairman and handled in accordance with the chairman’s instructions. 2. Before the advance is due, the borrower shall be notified to repay the principal and interest when due or to carry out extension procedure. 3. When the borrower repays the loan on or before the due date, interest payable shall first be calculated and paid together with the principal. Then the promissory note, IOU, or other debt instruments shall be cancelled and returned to the borrower or the mortgage or the pledge shall be cancelled. 4. If the borrower wishes to extend the borrowing before the due date, a new application shall be filed in accordance with this procedure. the procedure shall be handled as follows based on the actual loan period for each loan: <ol style="list-style-type: none"> (1) If the actual loan period is less than one year, the borrower may apply to extend it until the one-year term is reached, and no actual cash repayment is required at the time of application. (2) If the actual loan period has reached one year, the borrower must first repay through actual cash flow before reapplying. The calculation of the one-year period shall be in accordance with Article 5. 	<p>Subsequent Control Measures for Amount Advanced</p> <ol style="list-style-type: none"> 1. After lending is advanced, the financial, business and credit situation of the borrower and the guarantor shall be monitored. Verifications shall be made as to whether the value of collateral (pledge) has been changed. Any significant change shall be immediately reported to the chairman and handled in accordance with the chairman’s instructions. 2. Before the advance is due, the borrower shall be notified to repay the principal and interest when due or to carry out extension procedure. 3. When the borrower repays the loan on or before the due date, interest payable shall first be calculated and paid together with the principal. Then the promissory note shall be cancelled and returned to the borrower or the pledge shall be cancelled. 4. If the borrower wishes to extend the borrowing before the due date, a new application shall be filed in accordance with this procedure.

Article	After The Revision	Before The Revision
Article 15	<p>Overdue Debt</p> <p>1. The borrower shall repay the principal and interest when the lending is due <u>upon the expiration of one year from the date the loan was actually disbursed.</u> If the borrower cannot repay and needs an extension, it shall file a request in advance for approval by the board of directors. Each extension of repayment shall not exceed one year and there shall be no more than one extension. In case of any violation, the company shall carry out disposal and or claim in accordance with law on the collateral provided or against the guarantor.</p>	<p>Overdue Debt</p> <p>1. The borrower shall repay the principal and interest when the lending is due. If the borrower cannot repay and needs an extension, it shall file a request in advance for approval by the board of directors. Each extension of repayment shall not exceed one year and there shall be no more than one extension. In case of any violation, the company shall carry out disposal and claim in accordance with law on the collateral provided or against the guarantor.</p>
Article 23	<p>This procedure was established on 3 May, 2005.</p> <p>The first amendment to this procedure was made on 16 June, 2009.</p> <p>The second amendment to this procedure was made on 10 June, 2010.</p> <p>The third amendment to this procedure was made on 15 June, 2011.</p> <p>The fourth amendment to this procedure was made on 19 June, 2013.</p> <p>The fifth amendment to this procedure was made on 28 May, 2015.</p> <p>The sixth amendment to this procedure was made on 31 May, 2016.</p> <p>The seventh amendment to this procedure was made on 30 May, 2018.</p> <p>The eighth amendment to this procedure was made on 29 May, 2019.</p> <p><u>The ninth amendment to this procedure was made on 28 May, 2026.</u></p>	<p>This procedure was established on 3 May, 2005.</p> <p>The first amendment to this procedure was made on 16 June, 2009.</p> <p>The second amendment to this procedure was made on 10 June, 2010.</p> <p>The third amendment to this procedure was made on 15 June, 2011.</p> <p>The fourth amendment to this procedure was made on 19 June, 2013.</p> <p>The fifth amendment to this procedure was made on 28 May, 2015.</p> <p>The sixth amendment to this procedure was made on 31 May, 2016.</p> <p>The seventh amendment to this procedure was made on 30 May, 2018.</p> <p>The eighth amendment to this procedure was made on 29 May, 2019.</p>

Attachment 9: Comparison Table of the Procedure for Acquisition or Disposal of Assets

Article	After The Revision	Before The Revision
Article 13	<p>Procedure of Public Announcement</p> <p>1. Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the Securities and Futures Bureau of the Financial Supervisory Commission's designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITs).</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company</p> <p>(4) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p style="padding-left: 20px;">i. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount</p>	<p>Procedure of Public Announcement</p> <p>1. Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the Securities and Futures Bureau of the Financial Supervisory Commission's designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITs).</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company</p> <p>(4) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p style="padding-left: 20px;">i. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount</p>

Article	After The Revision	Before The Revision
	<p>reaches NT\$1 billion or more.</p> <p><u>ii.</u> For a public company whose paid-in capital is NT\$10 billion or more <u>but less than NT\$50 billion</u>, the transaction amount reaches NT\$1 billion or more.</p> <p>ii.<u>iii.</u> <u>For a public company whose paid-in capital is NT\$50 billion, the transaction amount reaches 5 percent or more of paid-in capital.</u></p> <p>(5) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.</p> <p>(6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million or more.</p> <p><u>(7) In the case of a public company with paid-in capital reaching NT\$50 billion or more, transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding</u></p>	<p>reaches NT\$1 billion or more.</p> <p>ii. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>(5) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.</p> <p>(6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million or more.</p>

Article	After The Revision	Before The Revision
	<p><u>subordinated debt) traded on securities exchanges or OTC markets, which do not fall under any of the circumstances listed in the proviso of subparagraph 8, and where furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of paid-in capital.</u></p> <p>(7)(8) Where an asset transaction other than any of those referred to in the preceding six<u>seven</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> i. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan. ii. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange, except if the sale and purchase relates to securities of parent company, subsidiary or affiliate. 	<p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> i. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan. ii. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange, except if the sale and purchase relates to securities of parent company, subsidiary or affiliate.

Article	After The Revision	Before The Revision
	<p>iii. Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITEs).</p> <p>(Omitted)</p>	<p>iii. Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITEs).</p> <p>(Omitted)</p>
Article 15	<p>For the calculation of 10% of total assets under these procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>In the case of a company whose shares have no par value or a par value other than NT\$10—for the calculation of transaction amounts of 20% of paid-in capital under these Procedure, 10% of equity attributable to owners of the parent shall be substituted; <u>for the calculation of transaction amounts of 5% of paid-in capital under these Regulations, 2.5% of equity attributable to owners of the parent shall be substituted</u>; for calculations under the provisions of these Procedure regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted; <u>for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$50 billion, NT\$100 billion of equity attributable to owners of the parent shall be substituted.</u></p>	<p>For the calculation of 10% of total assets under these procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>In the case of a company whose shares have no par value or a par value other than NT\$10—for the calculation of transaction amounts of 20% of paid-in capital under these Procedure, 10% of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Procedure regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</p>
Article 21	<p>This procedure was established on 3 May 2005...</p> <p>This procedure was amended on 24 May 2024.</p> <p><u>This procedure was amended on 28 May 2026.</u></p>	<p>This procedure was established on 3 May 2005...</p> <p>This procedure was amended on 24 May 2024.</p>

Attachment 10: Comparison Table of the Endorsement and Guarantee Procedure

Article	After The Revision	Before The Revision
Article 5	<p>Decision and Authorization Level</p> <p>1. When the company provides an endorsement and guarantee, approval procedures shall be carried out in accordance with Article 6 of this procedure and the endorsement and guarantee shall only be provided after board resolution. However, to meet timing requirements, execution may be done in accordance with the following rules:</p> <p>(1) Any single endorsement and guarantee among companies of the same industry in accordance with contract for project contracting requirement below NT\$1<u>2</u> Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the next board of directors for ratification.</p> <p>(2) Any single endorsement and guarantee between parent companies and subsidiaries below NT\$1<u>5</u> Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to next the board of directors for ratification.</p> <p>(3) Any endorsement and guarantee other than the previous two subsections within the total endorsement and guarantee amount below NT\$200 Million<u>1 Billion</u> (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the next board of directors for ratification.</p>	<p>Procedure for Public Announcement</p> <p>1. When the company provides an endorsement and guarantee, approval procedures shall be carried out in accordance with Article 6 of this procedure and the endorsement and guarantee shall only be provided after board resolution. However, to meet timing requirements, execution may be done in accordance with the following rules:</p> <p>(1) Any single endorsement and guarantee among companies of the same industry in accordance with contract for project contracting requirement below NT\$1 Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the next board of directors for ratification.</p> <p>(2) Any single endorsement and guarantee between parent companies and subsidiaries below NT\$1 Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to next the board of directors for ratification.</p> <p>(3) Any endorsement and guarantee other than the previous two subsections within the total endorsement and guarantee amount below NT\$200 Million (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the next board of directors for ratification.</p>
Article 16	<p>This procedure was made on 3 May 2005. The first amendment to this procedure was made on 4 October 2005. The second amendment to this procedure was made on 16 June 2009. The third amendment to this procedure was made on 10 June 2010. The</p>	<p>This procedure was made on 3 May 2005. The first amendment to this procedure was made on 4 October 2005. The second amendment to this procedure was made on 16 June 2009. The third amendment to this procedure was made on 10 June 2010. The</p>

Article	After The Revision	Before The Revision
	<p>fourth amendment to this procedure was made on 19 June 2013. The fifth amendment to this procedure was made on 28 May 2015. The sixth amendment to this procedure was made on 30 May 2018. The seventh amendment to this procedure was made on 29 May 2019. The eighth amendment to this procedure was made on 28 May 2026.</p>	<p>fourth amendment to this procedure was made on 19 June 2013. The fifth amendment to this procedure was made on 28 May 2015. The sixth amendment to this procedure was made on 30 May 2018. The seventh amendment to this procedure was made on 29 May 2019.</p>

IX. Appendices

Appendix 1:Articles of Incorporation

Articles of Incorporation

Chapter 1 General

Article 1. The company is organized and incorporated as a company limited by stock in accordance with the Company Law and is named ACTER GROUP CORPORATION LIMITED.

Article 2. The company operates the following businesses:

1. E501011 Tap Water Pipelines Contractors
2. E599010 Piping Engineering
3. E601010 Electric Appliance Construction
4. E601020 Electric Appliance Installation
5. E602011 Refrigeration and Air Conditioning Engineering
6. E603010 Cable Installation Engineering
7. E603040 Fire Safety Equipment Installation Engineering
8. E603050 Automatic Control Equipment Engineering
9. E603090 Lighting Equipments Construction
10. E603100 Electric Welding Engineering
11. E606010 Power Consuming Equipment Inspecting and Maintenance
12. E801010 Indoor Decoration
13. E801020 Doors and Windows Installation Engineering
14. E801030 Indoor Light-gauge Steel Frame Engineering
15. EZ05010 Instrument and Meters Installation Engineering
16. EZ09010 Electrostatic Protection and Cancellation Engineering
17. EZ15010 Warming and Cooling Maintainance Construction
18. J101050 Environmental Testing Services
19. J101060 Wastewater (Sewage) Treatment
20. IG03010 Energy Technical Services
21. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3. The company may provide guarantees to other persons and is not restricted by Article 16 of the Company Law. The rules for endorsement and guarantee shall be implemented following approval by the shareholder meeting. The same procedures shall be applicable to any amendment thereof.

Article 4. The total amount of investment made by the company in other invested companies shall not be restricted by Article 13 of the Company Law. The board of directors is authorized to make such investment.

Article 5. The company's headquarters is located in Taichung City, Taiwan. As required, the board of directors may pass a resolution to establish domestic and overseas branch offices following approval by the competent authority.

Article 6. The company shall make public announcements in accordance with the Company Law and other relevant laws and regulations.

Chapter 2 Shares

Article 7. The company's total capital is fixed at NT\$720,000,000, divided into 144 million shares, at NT\$5 per share, to be issued in several batches. The board of directors may pass resolutions to issue the unissued shares in accordance with actual needs.

Article 8. The company may issue shares without share certificates, provided that a securities depository institution shall be engaged for registration.

Article 9. Matters related to the shares of the company shall be handled in accordance with relevant legislations and rules of the competent authority.

Article 9-1. Treasury stocks bought back by the company in accordance with the Company Act, new shares issued by the company, employee stock warrants or the restricted employee shares can be granted to employees of parents or subsidiaries of the company whom meeting certain conditions set by the company.

Chapter 3 Shareholder Meetings

Article 10. Shareholder meetings are divided into regular meetings and special meetings. Regular meetings shall be convened once a year within 6 months from the end of each accounting year. Special meetings shall be convened in accordance with the law as required. The rules for convening shareholder meetings shall be in accordance with relevant legislations. After the resolution of the board of directors, shareholder meetings can be held by means of visual communication assisted shareholders meeting, visual communication shareholders meeting or other methods promulgated by the central competent authority. The company shall comply with the conditions, procedures and other matters made by the securities competent authority.

Article 11. Any shareholder who cannot attend a shareholder meeting may issue a proxy to designate a representative to attend the meeting on its behalf in accordance with Article 177 of the Company Law.

Article 12. The chairman shall serve as the chairman of shareholder meetings. If the chairman is absent, the chairman will designate one director to serve such duty. If no designation is made, one person shall be elected from among the directors to serve the duty.

Article 13. Shareholders of the company enjoy one vote per share, provided that no voting right shall be enjoyed under the circumstances as provided in Article 179 of the Company

Law.

Article 14. Unless otherwise provided by law, shareholder resolutions shall be passed by the majority of shareholder voting rights in a meeting that is attended by shareholders representing the majority of total outstanding shares.

Article 15. Resolutions made in shareholder meetings shall be recorded in the minutes and signed and affixed thereon by the chairman. The minutes shall be sent to all shareholders within 20 days after the meeting. The minutes shall summarize the proceedings, and the results of the discussions shall be kept permanently. The shareholder attendance sheets and proxies shall be kept for at least one year.

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

Article 15-1 Any proposal to cancel and publicly issue company shares shall be made to the shareholder meeting for resolution. This provision shall not be modified during the period when the company's shares are listed in the OTC market or stock exchange (Gre-Tai market).

Chapter 4 Directors

Article 16. The company has 5 to 9 directors, all to be elected from among the nominees listed in the roster of director candidates under the candidate nomination system by the shareholder meeting for terms of 3 years. The same person may be elected again upon expiry of the term.

The directors of the company shall be elected by single selection, registered and accumulated election method. Each share is entitled to the same number of voting rights as the number of directors to be elected. The votes may be cast to one single candidate or be distributed among several candidates. The candidates receiving more votes shall be elected directors. If this method requires amendment, it shall be carried out in accordance with Article 172 of the Company Law and a table of comparison for such method shall be included in the agenda for convening the meeting.

The total number of registered shares of the company that may be held by all directors shall be determined by the standard established in accordance with the "Guidelines for Shareholding Percentage by Directors and Supervisors of Publicly Traded Companies and Audit Practice" promulgated by the Financial Supervisory Commission of the Executive Yuan.

Article 16-1. The company shall purchase liability insurance during the terms of directors to cover the liability for compensation borne by them in accordance with the law within the scope of their duties.

Article 16-2. The company may have independent directors among the above-mentioned number of directors in accordance with Article 14-2 of the Securities Transaction Act. The

number of independent directors will not less than three in number and not less than one-third of the total number of directors. If the chairman of the board of directors and the general manager or a person holding an equivalent position are the same person or are spouses or relatives within the first degree of kinship, then according to Article 4 of the Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEX Listed Companies, the company shall appoint not less than four independent directors. They shall be elected under the candidate nomination system under Article 192-1 of the Company Law. The professional qualifications, shareholding, restrictions on serving other functions, determination of independence and other compliance matters with regard to independent directors shall be in accordance with relevant rules of the securities competent authority.

Article 17. If one-third or more of the director's seats are vacant, or if all independent directors are dismissed, the board of directors shall convene a special shareholder meeting within 60 days to fill the vacancies.

Article 18. The directors shall organize the board of directors. A chairman shall be elected from among the directors by majority of the directors attending a meeting that is attended by 2/3 or more of the directors to execute all matters of the company.

Article 18-1. The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and the meeting of the managing directors; and shall externally represent the company. The chairman is authorized to handle all significant matter of the company, but chairman right still restrict by Company's Corporate Charter, resolution of shareholder's meeting and director meeting.

Article 19. Unless otherwise provided by Company Law, board meetings shall be convened by the chairman. If the chairman is on leave or cannot perform the duty due to any reason, the representative shall be in accordance with Article 208 of the Company Law.

Article 19-1. The agenda of the board meeting shall be included in the convening notice and sent to all directors 7 days in advance. However, a meeting may be convened at any time in case of an emergency. The notice may be sent in writing, by email or fax.

Article 20. Unless otherwise provided for in other law, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors. In case a director appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting, the others director may accept the appointment to act as the proxy referred to in the preceding paragraph of one other director only. In case a meeting of the board of

directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 21. Board meetings shall be recorded in the minutes and signed with a seal affixed by the chairman. The minutes shall be distributed to all directors within 20 days after the meeting. Minutes shall summarize the proceedings and results of the meeting and shall be kept permanently together with the attendance sheets and proxies by attending directors.

Article 22. The company is configured with an audit committee in compliance with the requirements established under Article 14-4 of the Securities and Exchange Act. The Audit Committee shall consist of all independent directors. The Committee or its members are in charge of exercising functions as supervisors indicated in the Company Act, the Securities and Exchange Act, and other laws and regulations.

Article 23. The expenses entailed through exercising their duties by the directors of the company shall be determined by the board of directors based on the common standard of the industry.

Chapter 5 Managers and Staff

Article 24. The company may have managers, whose hiring, dismissal and remuneration shall be in accordance with Article 29 of the Company Law.

Article 25. The company may hire consultants or important staff by board resolution.

Chapter 6 Closing

Article 26. The board of directors shall prepare the following statements at the end of the company's accounting year, submit them to the Audit Committee for inspection 30 days prior to the general shareholder meeting and then submit them to the general shareholder meeting for recognition:

(1) Business report, (2) financial statements, (3) profit distribution or loss compensation proposal.

Article 26-1. 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. The "surplus profits" here refers to the balance of pre-tax profit before deducting the employees' and directors' compensation.

At least 30% of the amount of employees' compensation from the preceding paragraph shall be allocated for compensation distributions for non-executive

employees.

The distribution of compensation to employees and directors shall be resolved with a majority vote of directors attended by at least two-thirds of total directors and reported to the shareholder's meeting.

Compensation to employees can be distributed in the form of shares or in cash and employees of parents or subsidiaries of the company meeting certain conditions set by the company can receive it as well.

Article 27. The company's surplus earning distribution or loss off-setting proposal may be proposed after the end of each half fiscal year.

When distributing the surplus earnings for each half fiscal year, the company shall first estimate and reserve the taxes to be paid, offset its losses, estimate and reserve the amount of employees' and directors' compensation, set aside or reverse a legal capital reserve at 10% of the remaining earnings provided that the amount of accumulated legal capital reserve has not reached the amount of the paid-in capital of the company, then set aside a special capital reserve in accordance with law and the competent authority.

If there is a balance left over, the balance, together with the accumulated undistributed surplus in the previous period, shall be drafted by the board of directors for a distribution proposal. When the company distributes its surplus by issuing new shares, it shall follow the Article 240 of the Company Act; if such surplus is distributed in the form of cash, it shall be resolved by a majority vote at a board of directors meeting attended by at least two-thirds of the total number of directors.

If there is a surplus earning following annual closing, the company shall first pay the taxes and offset its losses, then distribute it in the following order:

1. Set aside a 10% legal reserve. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply;
2. Special reserve in accordance with law and the competent authority.
3. If there is a balance left over, the balance, together with the accumulated undistributed surplus in the previous period, shall be drafted by the board of directors for a distribution proposal. When the company distributes its surplus by issuing new shares, it shall be resolved at the shareholders' meeting; if such surplus is distributed in the form of cash, it shall be resolved by a majority vote at a board of directors meeting attended by at least two-thirds of the total number of directors and shall be reported to the shareholders' meeting.

In accordance with the Article 241 of the Company Act, when the company distributes its legal reserve and the capital reserve, in whole or in part, by issuing new shares or by cash distribution which shall be distributed as dividend shares to its original shareholders in proportion to the number of shares being held by each of them, it shall be distributed in accordance with the resolution in the preceding paragraph.

The company reserves a portion of the surplus depending on its current environment,

growth stage and long term financial planning. The remaining amount will be distributed by the board of directors as shareholder dividend based on the capital situation and economic development of the current year and cash dividend shall account for 10% or more of the total shareholder dividend.

Chapter 7 Miscellaneous

Article 28. The enforcement rules of the company's articles of association shall be further determined by the board of directors.

Article 29. Any matter not provided for under these articles of association shall be in accordance with the Company Law or other legislations.

Article 30. These articles of association were established on 10 February, 1979.

First amendment was made on 23 July, 1981.

Second amendment was made on 7 February, 1983.

Third amendment was made on 8 September, 1984.

Fourth amendment was made on 29 July, 1991.

Fifth amendment was made on 15 December, 1993.

Sixth amendment was made on 21 January, 1994.

Seventh amendment was made on 27 July, 1995.

Eighth amendment was made on 28 March, 1997.

Ninth amendment was made on 15 November, 1999.

Tenth amendment was made on 1 December, 2001.

Eleventh amendment was made on 12 March, 2002.

Twelfth amendment was made on 5 April, 2002.

Thirteenth amendment was made on 20 June, 2002.

Fourteenth amendment was made on 3 May, 2004.

Fifteenth amendment was made on 29 October, 2004.

Sixteenth amendment was made on 3 May, 2005.

Seventeenth amendment was made on 10 November, 2008.

Eighteenth amendment was made on 16 June, 2009.

Nineteenth amendment was made on 4 November, 2009.

Twentieth amendment was made on 10 June, 2010.

Twenty first amendment was made on 15 June, 2011.

Twenty second amendment was made on 18 June, 2012.

Twenty third amendment was made on 28 May, 2015.

Twenty fourth amendment was made on 31 May, 2016.

Twenty fifth amendment was made on 26 May, 2017.

Twenty sixth amendment was made on 30 May, 2018.

Twenty seventh amendment was made on 29 May, 2019.

Twenty eighth amendment was made on 26 May, 2022.

Twenty ninth amendment was made on 24 May, 2024.

Thirtieth amendment was made on 22 May, 2025.

Acter Group Corporation Limited

Chairman: Liang, Chin-Li

Appendix 2: Rules of Procedure for Shareholder Meetings < Before the revision >

Rules of Procedure for Shareholder Meetings

Article 1. Basis and Purpose of Establishment

To establish a strong governance system and sound supervisory capabilities for the company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2. Scope

The company's shareholder meetings shall be carried out in accordance with these rules.

Article 3. Definition

Shareholders referred to in these rules mean the shareholders themselves, solicitors and proxies.

Article 4. The rules of procedures for the company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 5. Convening Shareholder Meetings and Meeting Notices

Unless otherwise provided by law, the company's shareholder meetings shall be convened by the board of directors.

Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a virtual shareholders meeting shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.

Changes to how the company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

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

materials shall also be displayed at the company and the professional shareholder services agent designated thereby.

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

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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

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

If the meeting notice has specified the re-election of directors and the date they assumed their duties, as the re-election is completed on the shareholders' meeting, resolution of assuming date should not be changed by means of an extraordinary motion or other means in the same meeting.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the company a proposal for discussion at a regular shareholders meeting. Such proposals are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

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

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

Prior to the date for issuance of notice of a shareholders meeting, the company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting

notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 6. Attending Shareholder Meetings by Proxy and Authorization

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the company and stating the scope of the proxy's authorization. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

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

Article 7. Principles determining the time and place of a shareholders meeting

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

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

Article 8. Preparation of Documents such as Attendance Book

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The company may not freely add other supporting documents that shareholders attending meetings should present. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

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

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

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the company two days before the meeting date.

In the event of a virtual shareholders meeting, the company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 8-1. Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice

To convene a virtual shareholders meeting, the company shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.

Article 9. The chairman and non-voting participants of a shareholders meeting

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to

exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chairman, or, if there are no managing directors, one of the directors shall be appointed to act as chairman. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chairman.

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

The Chairman shall preside over shareholders' meetings called for by the Board of Directors in person and more than half of all Board directors plus at least one member from respective functional committees shall attend the meetings and document their attendance in shareholders' meeting minutes.

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

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

The tasks of the chairman are as follows:

1. Calling the general meeting to order at the time scheduled and adjourning or recessing the meeting, and presiding over the meeting in accordance with the procedure.
2. Maintaining the order at the meeting place and ensuring the compliance with the Rules of Procedure.
3. Admitting the status of spokesman.
4. Referring the motions.
5. Calling to discuss and vote of proposals in order and announcing the voting results.
6. Signing the meeting minutes and relevant documents.
7. Replying to all the parliamentary inquiries and determining the question of privilege and point of order.

Article 10. Audio or Video Recording of Shareholder Meetings Proceedings

The company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures and retain them for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

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

Article 11. Calculation of Shares Represented in Shareholder Meeting and Proceeding with the Meeting

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

The chairman shall call the meeting to order at the appointed meeting time and announce the relevant information such as the number of non-voting rights and the number of shares present.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairman shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the company in accordance with Article 8.

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

Article 12. Discussions of Proposals

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant proposals (including the extraordinary motions or amendment of the existing proposals) shall be resolved case by case. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

chairman may announce the discussion closed, call for a vote, and arrange an adequate time to vote.

Article 13. Shareholder speech

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

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

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

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

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

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

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 14. Calculation of voting shares and recusal system

Voting at a shareholders meeting shall be calculated based the number of shares.

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

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

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

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

Article 15. Voting of Resolution, Voting Supervision and Vote Counting

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted

shares or are deemed non-voting shares.

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

A shareholder intending to exercise voting rights in writing or by electronic means under the preceding paragraph shall deliver a written declaration of intent to the company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

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

If a shareholder of a company whose shares have been issued in public holds shares for others, such shareholder may exercise his/her/its voting power separately.

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

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

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

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

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

When the company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 8 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

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

Article 16. Election Matters

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the list of unsuccessful directors and supervisors and the number of voting rights they have obtained.

Where re-election of all directors is effected, by a resolution adopted by a shareholders' meeting, prior to the expiration of the term of office of existing directors, and in the absence of a resolution that existing directors will not be discharged until the expiry of their present term of office, all existing directors shall be deemed discharged in advance. The aforesaid resolution of re-election shall be attended by shareholders who represent more than one-half of the total number of issued and outstanding shares

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

Article 17. Meeting Records and Signature Matters

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

The company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairman's full name, the methods by which resolutions were adopted, a summary of the deliberations, and the voting results (including the weighted voting). When an election of directors is held, the number of weighted votes each candidate wins shall be disclosed. The meeting minutes shall be retained for the duration of the existence of the company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the

shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

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

Article 18. Public Disclosure

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

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

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.

Article 19. Maintaining order at the meeting place

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

Article 20. Recess and resumption of a shareholders meeting

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

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

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 21. Disclosure of information at virtual meetings

In the event of a virtual shareholders meeting, the company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 22. Location of the chair and secretary of virtual-only shareholders meeting

When the company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair or the designated person shall declare the address of their location when the meeting is called to order.

Article 23. Handling of disconnection

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

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

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

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

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

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

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

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

Article 24. Handling of digital divide

When convening a virtual-only shareholders meeting, the company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.

Article 25. Implementation

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 26. Establishment and Amendment Dates

These rules were established on 3 May 2005.

These rules were amended on 16 June 2009.

These rules were amended on 15 June 2011.

These rules were amended on 18 June 2012.

These rules were amended on 19 June 2013.

These rules were amended on 28 May 2015.

These rules were amended on 27 May 2020.

These rules were amended on 23 July 2021.

These rules were amended on 26 May 2022.

These rules were amended on 24 May 2024.

Appendix 3: Procedures for Loaning of Company Funds < Before the revision >

Procedures for Loaning of Company Funds

Article 1. Purpose and Legal Basis

The company established this procedure in accordance with Article 36-1 of the Securities Transactions Act and the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” by the Securities and Futures Bureau of the Financial Supervisory Commission. Any capital lending by the company to any person shall be done in accordance with this procedure.

Article 2. Funds Borrower

1. Company or enterprise that has business transactions with the company (hereinafter the “borrower”).
2. Company requiring short term financing as recognized by the board of directors (hereinafter the “borrower”).

Article 3. Funds Lending Evaluation Standard

1. Any Funds lending by the company to any other company or enterprise under business relationship shall be in accordance with Subsection 2, Section 1, Article 4.
2. Funds lending to meet short term financing requirements as recognized by the board of directors shall be limited to the following:
 - (1) Company with parent and subsidiary relationship with the company that requires short term financing due to business needs.
 - (2) Company or enterprise invested by the company under the equity method that requires short term financing due to procurement of materials or operations.

Subsidiary and parent company referred to shall be determined in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers. “Net worth” in these Regulations means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 4. Total Funds Lending Amount and Individual Amount Limit

1. The total amount of funds lending by the company shall not exceed 10% of the company’s net value.
2. For lending due to business dealings, the individual lending amount shall not exceed the amount of the business dealing. Amount of business dealing means the amount of product purchase or product sale, whichever is higher.
3. For lending of short term financing, the individual lending amount shall not exceed 10% of the company’s net value. The amount of short term financing means the accumulated balance of short term lending amount by the company.
4. Funds lending among overseas companies whose 100% voting shares are directly or indirectly held by the company or funds borrowing by overseas companies in which the company directly or indirectly holds 100 percent of the voting shares to the company is not subject to the restrictions under the previous three sections. The aggregate amount of loans and the maximum amount permitted to a single borrower shall each be prescribed separately for business transactions and for short-term financing respectively.

5. The responsible person of a company who has violated the provisions of Paragraph 1~4 shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to company resulted there-from.

Article 5.Term and Interest Calculation of Capital Financing

1. Short term financing requirement with the company means a term that is one year or one business cycle (whichever is longer).
2. The company may waive interest for funds lending to any company whose 100% voting shares are held directly or indirectly by the company. For other lending to companies or enterprises approved by the company, interest shall accrue at the basic lending rate of the Bank of Taiwan for the current month plus 2%. If the borrower fails to perform the financing contract, monthly interest shall accrue at the original interest rate times 1.1 starting from the date of violation of the financing contract.
3. In case of any special situation and subject to the approval of the board of directors, lending may be extended upon expiry based on the actual situation.

Article 6.Decision Level

1. When the company contemplates to lend funds, a resolution by the board of directors shall be required. No other person shall be authorized to make the decision.
2. For funds lending between the company and its subsidiary or among the company's subsidiaries, the board of directors may authorize the chairman to approve several drawdowns or revolving drawdowns by the same borrower within a period of one year within a certain amount resolved by the board of directors. Other than overseas companies whose 100% voting shares are directly or indirectly held by the company, the authorized amount of funds lending from the company or the subsidiary to any single enterprise shall not exceed 10% of the net value on the company's latest financial statements.
3. When the company contemplates to lend funds in accordance with the previous section, opinions of independent directors shall be fully taken into consideration and their specific opinions for approval or objection and the reasons for objection shall be included in the minutes of the board meeting.

Article 7.Application and Review Procedure

The relevant procedure for the company's funds lending shall be undertaken by the finance department. For funds lending within the amount limit under Article 4, the borrower shall complete an application form. The processing department shall prepare a substantial review and evaluation report and process following submission to and resolution by the board of directors. The evaluation report shall include the following:

1. Necessity and reasonableness of funds lending.
2. Credit and risk evaluation of the borrower.
3. Impact on the company's operational risk, financial status and shareholder interest.
4. Whether collateral should be obtained and evaluation of the collateral's value.

Article 8.Warranty and Guarantee

When the company performs funds lending, if the board of directors deems it necessary, the borrower shall be required to provide collateral equivalent to the lending amount and to carry out a pledge or mortgage creation procedure to ensure the company's creditor's right. If the borrower provides a guarantee from an individual or company with equivalent financial status or credit in lieu of collateral, the board of directors may proceed in reference to the opinion of the finance

department. If a corporate guarantee is provided, the corporate guarantor shall have provisions about the guarantee in its articles of association and the minutes showing relevant resolutions by the shareholder meeting or board of directors shall be submitted.

Article 9. Insurance

1. Other than land and securities, collateral shall be covered by fire insurance and other accident insurance. Boats and vehicles shall be covered by full risk insurance. The insurance amount shall not be lower than the collateral value in principle. The insurance policy shall specify the company as the beneficiary. The name, quantity, location of the object, insurance condition and insurance approval notes under the insurance policy shall be consistent with the conditions of lending originally approved by the company. If a building does not have a street number at the time of creation of collateral, the address shall be indicated by the land section and land number where it is located.
2. The insurance period shall cover the funds lending period. If approval is obtained to extend the lending period, the processing staff shall duly inform the borrower to continue the insurance prior to the expiry of the insurance period.

Article 10. Credit Verification

1. For first time borrowers, the borrower shall provide basic information and financial information so that the processing department can carry out credit verification.
2. For any extended borrowing, in principle, the finance department shall perform credit verification once every year. In significant cases, credit verification shall be performed once every six months based on actual requirements.
3. For any extended borrowing, if the company has a sound financial system and good track records of repayment, and if the annual financial statements have been certified by an accountant, the financial reports between the past one to two years may continue to be used and lending may be approved following accountant's audit report.
4. If the borrower is a subsidiary whose 100% voting shares are held directly or indirectly by the company, the credit verification may be waived and the restriction under section 3 is not applicable.

Article 11. Loan Approval

1. Following credit verification or verification, if the lending will not be released because the borrower has bad credit or if the purpose for the loan is inappropriate, the processing staff shall seek approval for the reason for decline and inform the borrower timely.
2. Following review and evaluation, for cases with good credit, appropriate lending purpose and no negative impact on the company's finance, business and shareholder interest, the processing staff shall submit the credit verification and evaluation report together with the contemplated lending amount, duration and interest rate to the board of directors for decision.
3. After a lending case is approved, the processing staff shall inform the borrower by letter or telephone as soon as possible, detailing the company's lending conditions, including the amount, duration, interest rate, collateral, insurance and guarantor and require the borrower to sign a contract and carry out a collateral pledge and guarantor procedure within a deadline.

Article 12. Contract Signing and Guarantor

1. For any lending case, the processing staff shall draft the contract provisions. If required, the provisions shall be submitted to the legal consultant for an opinion. The procedure for contract signing shall then be carried out.

2. The provisions of the contract shall be consistent with the lending conditions. Following signatures by the borrower and the joint liability guarantor on the contract, the processing staff shall carry out the guarantee procedure.

Article 13. Advance

After a lending proposal is approved, the finance department shall only release the amount after the borrower has signed the contract, submitted promissory note and completed registration of mortgage (pledge) creation on the collateral.

Article 14. Subsequent Control Measures for Amount Advanced

1. After lending is advanced, the financial, business and credit situation of the borrower and the guarantor shall be monitored. Verifications shall be made as to whether the value of collateral (pledge) has been changed. Any significant change shall be immediately reported to the chairman and handled in accordance with the chairman's instructions.
2. Before the advance is due, the borrower shall be notified to repay the principal and interest when due or to carry out extension procedure.
3. When the borrower repays the loan on or before the due date, interest payable shall first be calculated and paid together with the principal. Then the promissory note shall be cancelled and returned to the borrower or the pledge shall be cancelled.
4. If the borrower wishes to extend the borrowing before the due date, a new application shall be filed in accordance with this procedure.
5. Every month, the processing staff shall prepare a funds lending details table for the previous month and submit it to the persons with due authority for review and approval.

Article 15. Overdue Debt

1. The borrower shall repay the principal and interest when the lending is due. If the borrower cannot repay and needs an extension, it shall file a request in advance for approval by the board of directors. Each extension of repayment shall not exceed one year and there shall be no more than one extension. In case of any violation, the company shall carry out disposal and claim in accordance with law on the collateral provided or against the guarantor.
2. The company shall evaluate the funds lending situation and make appropriate bad debt provision. Relevant information shall also be disclosed in the financial reports. Relevant information shall be provided to the certifying accountant to perform the necessary audit procedure.

Article 16. Public Announcement

1. A public announcement shall be made by the 10th day of each month about the balance of funds lending by the company and its subsidiaries for the previous month.
2. If the balance of funds lending reaches any of the following thresholds, a public announcement shall be made within 2 days commencing immediately from the date of occurrence:
 - (1) The balance of funds lending by the company and its subsidiaries exceeds 20% of the net value based on the company's latest financial statements.
 - (2) The balance of funds lending by the company and its subsidiaries to any single enterprise reaches 10% of the net value based on the company's latest financial statements.
 - (3) The amount of new funds lending by the company or its subsidiaries exceeds NT\$10 Million and reaches 2% of the net value based on the company's latest financial statements.

3. If any subsidiary of the company that is not a domestic publicly traded company has any matter that is subject to public announcement in accordance with the previous section, the company shall make a public announcement on behalf of the subsidiary.
4. The percentage of the subsidiary's funds lending balance over the net value shall be calculated based on the subsidiary's funds lending balance as a percentage to the company's net value.
5. "Date of occurrence" in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the funds lending, whichever date is earlier.

Article 17. Control Procedure for Funds Lending by Subsidiary

1. When the subsidiary of the company contemplates to lend funds, the company shall ensure that the subsidiary performs in accordance with the funds lending procedure established in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" by the Securities and Futures Bureau, provided that the net value shall be calculated based on the net value of the company.
2. Any subsidiary of the company except Nova Technology Corp. and its subsidiaries that contemplate to carry out funds lending shall only do so after reporting to and approval from the company. The company's finance department shall perform substantial evaluation of the necessity, reasonableness and risk of such funds lending, as well as its impact on the operations risk, financial status and shareholder interest of the parent company and the subsidiary, and submit such evaluation to the chairman for approval.
3. The finance department shall obtain the funds lending balance details table from each subsidiary in the beginning of each month.
4. The company's internal audit staff shall perform regular audit on the compliance by each subsidiary to its "Funds Lending Procedure" and make audit reports. The discoveries and suggestions of the audit report shall be explained and notified to each audited subsidiary for improvement. Regular follow-up reports shall be made to ensure that appropriate improvement measures have been undertaken in time.
5. The finance department of the company shall regularly evaluate whether the follow-up control measures over amount advanced and procedure for handling overdue debt of the subsidiary are appropriate.

Article 18. Establishment of Reference Book

The company shall establish a reference book for carrying out funds lending matters, recording in detail for future reference the funds borrower, amount, date of board approval, date of funds lending and matters requiring careful evaluation in accordance with Article 7.

Article 19. Other Matters

1. The management activities under this procedure shall be included in the internal control system and duly implemented. The internal audit shall perform at least quarterly inspection and evaluation of the performance of the above provisions and written records shall be prepared. In case of any significant violation, all audit committee shall be notified in writing.
2. If the company exceeds the limit of lending balance due to any change of circumstances, a correction plan shall be established and sent to audit committee. And the company shall complete the rectification according to the timeframe set out in the plan.

Article 20. Penalty

If any manager and responsible staff of the company violates the “Guidelines for Funds Lending and Endorsement and Guarantee Procedure for Publicly Traded Companies of the Securities and Futures Bureau” or the “Funds Lending Procedure” of the company, a sanction shall be imposed based on the gravity of the matter in accordance with the company’s human resource management rules and work rules, with regular report and audit.

Article 21. Relevant Legislations

Any matter that is not fully provided for hereunder shall be handled in accordance with relevant legislations.

Article 22. Implementation and Amendment

1. This procedure shall be implemented after it is approved by more than half of all audit committee members, submitted to the board of directors for further approval and submitted to the shareholder meeting for approval. If any director voices any objection by recording or written statement, the company shall submit the objection to the audit committee and shareholder meeting for discussion. The same procedure shall be applicable to any amendment hereof.
2. If approval by more than half of all members of the Audit Committee is not obtained as mentioned above, as long as approval from more than two-thirds of all members of the Board of Directors is obtained, it may be implemented and resolution reached by the Audit Committee shall be indicated in the Board of Director meeting minutes. "All members of the Audit Committee" and "all members of the Board of Directors" indicated in the foregoing paragraph refer to the actual number of incumbent members.
3. When the funds lending procedure is submitted to the board of directors for discussion in accordance with paragraph1, opinions of independent directors shall be fully taken into consideration. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Article 23. Date of Establishment and Amendment

This procedure was established on 3 May, 2005.

The first amendment to this procedure was made on 16 June, 2009.

The second amendment to this procedure was made on 10 June, 2010.

The third amendment to this procedure was made on 15 June, 2011.

The fourth amendment to this procedure was made on 19 June, 2013.

The fifth amendment to this procedure was made on 28 May, 2015.

The sixth amendment to this procedure was made on 31 May, 2016.

The seventh amendment to this procedure was made on 30 May, 2018.

The eighth amendment to this procedure was made on 29 May, 2019.

Appendix 4: Procedure for Acquisition or Disposal of Assets <Before the revision>

Procedure for Acquisition or Disposal of Assets

Article 1. Purpose and Legislative Basis

The company has established this procedure in accordance with Article 36-1 of the Securities Transaction Act and the “Guidelines for Acquisition and Disposal of Assets by Publicly Traded Companies” for the purpose of reinforcing asset management, protecting investment and executing information disclosure. Any matter related to the acquisition or disposal of assets by the company shall be in accordance with this procedure.

Article 2. Scope of Assets

The term “assets” as used in this procedure includes the following:

1. Investment in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficiary interest securities and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and inventories of construction enterprises) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivable, bill purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Article 3. Definitions of Relevant Terms

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rates, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term “forward contracts” does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from

another company through issuance of new shares of its own as the consideration therefor (hereinafter “transfer of shares”) under Article 156-3 of the Company Act.

3. Related party or subsidiary: As defined in Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or other fixed assets.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Securities exchange: “Domestic securities exchange” refers to the Taiwan Stock Exchange Corporation; “foreign securities exchange” refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
8. Over-the-counter venue (“OTC venue”, “OTC”): “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.
9. The term “latest financial statements” means the financial statements publicly certified or audited by accountants in accordance with law before the company acquires or disposes of assets.

Article 4.

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the company with appraisal reports, certified public accountant’s opinions, attorney’s opinions, or underwriter’s opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the company.

3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

- (1) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- (2) When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
- (3) They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
- (4) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

Article 5. The limits on real property and right-of-use assets thereof or securities acquired by the company for non-business use.

1. The company's acquisition of non-business real property and right-of-use assets thereof or securities is limited to the following amount limits:
 - (1) The total amount of real property and right-of-use assets thereof acquired for non-business use shall not exceed 50% of the net value according to the latest financial statements of the company.
 - (2) The total amount of investment in securities shall not exceed 100% of the net value according to the latest financial statements of the company. The amount of investment in any individual security shall not exceed 30% of the net value according to the latest financial statements of the company. Investment in securities with guaranteed principal, domestic or overseas currency fund for financing purpose, negotiable term deposit certificates, short term commercial papers, bank endorsed drafts, and bonds under repurchase and resale agreement shall not be included.
2. The company's investment in subsidiaries shall be done in accordance with resolutions of the board of directors as authorized by the company's articles of association and shall not be subject to the limit of not exceeding 40% of the paid-in capital under Article 13 of the Company Law.

Article 6. Evaluation and Procedure for Acquisition or Disposal of Securities

1. The means of price determination and supporting reference materials

In acquiring or disposing of securities, prior to the date of occurrence of the event, the latest financial statements of the target company that has been certified or audited by accountants shall serve as reference for evaluating the transaction price:

2. Expert Opinions

In acquiring or disposing of securities, and if the transaction amount reaches 20% of the company's paid-in capital or NT\$300 Million and above, an accountant shall be engaged to provide an opinion about the reasonableness of the transaction price prior to the date of occurrence of the event. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

3. The calculation of the transaction amounts shall be done in accordance with Article 13, subparagraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

4. The degree of authority delegated, the levels to which authority is delegated

(1) Any investment in subsidiaries or disposal of shareholding thereof for operational purpose single transaction amount reaching more than 20% of the company's capital shall be submitted to the board of directors for approval. The chairman is authorized to approval transactions less than 20% of the company's capital shall be ratified at the next board of directors meeting.

(2) Any acquisition or disposal of government bond, corporate bond, financial bond, domestic or overseas bond type fund, domestic or overseas currency type fund for financing purpose with single transaction amount reaching NT\$100 Million or above shall be submitted to the board of directors for approval. The chairman is authorized to approval transactions less than NT\$100 Million. Single transaction amount exceeding NT\$70 Million shall be ratified at the next the board of directors meeting.

(3) Any acquisition or disposal of other securities for financing purpose with a single transaction amount reaching NT\$70 Million or above shall be submitted to the board of directors for approval. The chairman is authorized to approval transactions less than NT\$70 Million. Single transaction amount exceeding NT\$50 Million may be ratified at the next board of directors meeting.

(4) Any acquisition or disposal of other securities for the purpose of strategic cooperation with a single transaction amount reaching NT\$70 Million or above shall be submitted to the board of directors for approval. The chairman is authorized to approval transactions less than NT\$70 Million. Single transaction amount exceeding NT\$50 Million may be ratified at the next board of directors meeting.

(5) Any acquisition or disposal not for investment in subsidiaries and not for financing purpose with single transaction amount reaching NT\$70 Million or above shall be submitted to the board of directors for approval. The chairman is authorized to approval transactions less than NT\$70 Million.

(6) Negotiable term deposit certificates, short term commercial papers, bank endorsed drafts, and bonds under repurchase and resale agreement are not covered by the above and may be approved in accordance with the authority of the company.

5. The units responsible for implementation

The company's procedure related to the acquisition and disposal of long and short term securities investment shall be executed under the responsibility of the finance department following approval in accordance with the authority provided in the previous subparagraph.

6. Transaction Process

The transaction process flow for the company's acquisition or disposal of securities shall be carried out in accordance with the company's rules about investment cycles under the internal control system.

Article 7. Evaluation and Procedure for Acquisition or Disposal of Real Property, equipment, or right-of-use assets thereof

1. The means of price determination and supporting reference materials

For acquisition or disposal of real property, equipment, or right-of-use assets thereof, reference shall be made to publish current value, appraisal value and actual transaction price of neighboring real property. Transaction conditions, transaction price and analysis report shall be prepared through the procedure of price consultation, price comparison, price negotiation or public tender and submitted to the chairman.

2. Expert Appraisal Report

For any acquisition or disposal of real property, equipment, or right-of-use assets thereof, other than a transaction with a domestic government authority, delegated construction on self-owned land, delegated construction on leased land or acquisition or disposal of equipment or right-of-use assets thereof for operational purpose, if the transaction amount reaches 20% of the company's paid-in capital or NT\$300 Million or above, an appraisal report issued prior to the date of occurrence of the event by a professional appraiser shall first be obtained and the following rules shall be complied with:

(1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.

(2) If the transaction amount is NT\$1 Billion or above, at least 2 professional price appraisers shall be engaged to perform appraisal.

- (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - i. The appraisal result deviates from the transaction amount by 20% or more.
 - ii. The appraisal results by two or more professional appraisers deviate from the transaction price by 20% or more.
 - (4) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
 - (5) Application in Construction Industry
Unless any fixed price, specific price, or special price is used as reference benchmark for the transaction price, if there is a justifiable reason for not obtaining the appraisal report in time, the appraisal report shall be obtained within 2 weeks commencing immediately from the date of occurrence, and the certified public accountant's opinion under subparagraph (3) of the preceding paragraph shall be obtained within 2 weeks counting inclusively from the day the appraisal report is obtained.
 - (6) For assets acquired or disposed of through court auction procedure, documents of proof issued by the court may be used in lieu of price appraisal report or accountant's opinion.
 - (7) The calculation of the transaction amounts shall be done in accordance with Article 6, subparagraph 3 herein.
3. The degree of authority delegated, the levels to which authority is delegated
Any acquisition or disposal of real property, equipment, or right-of-use assets thereof with transaction amount less than 20% of the company's capital shall be submitted to the chairman for approval. Any transaction exceeding more than 20% of the company's capital shall only be carried out after approval by the board of directors.
 4. The units responsible for implementation
Any acquisition or disposal of real property, equipment, or right-of-use assets thereof by the company shall be executed under the responsibility of the user department and relevant responsible department after approval in accordance with the authority provided under the previous subparagraph.
 5. Transaction Process
The transaction flow for the acquisition or disposal of real property, equipment, or right-of-use assets thereof by the company shall be carried out in accordance with the procedure related to real property, plant and equipment cycles under the company's internal control system.

Article 8. Evaluation and Procedure for Acquisition of Real Property from a Related Party

1. When the company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10% or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions article.

The calculation of the transaction amount shall be made in accordance with Article 6, subparagraph 3 herein. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

2. When the company engages in any acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or when it engages in any acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITEs), the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by more than half of all audit committee members and submitted to the board of directors for further approval:

- (1) The purpose, necessity and expected effect of acquisition or disposal of assets.
- (2) Reason for selecting a related party as the transaction counterparty.
- (3) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information relating to the evaluation of reasonableness of contemplated transaction conditions in accordance with subparagraph 3 and 4 of this article.
- (4) The date, price and transaction party in the previous transaction engaged by the related party and the relationship between the company and the related party.
- (5) Cash income and expense forecast table for each of the 12 months following the month on which the contract is contemplated to be signed and evaluation of the necessity of the transaction and reasonableness of the utilization of capital.
- (6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the subparagraph 1 of this article.
- (7) Restrictive conditions and other important agreements under this transaction.
- (8) When submission is made to the board of directors for discussion in accordance, opinions of independent directors shall be fully taken into consideration. Any objection or reservation by any independent director shall be recorded in the minutes of the board meeting.
- (9) The calculation of the transaction amounts shall be made in accordance with Article 13, subparagraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by more than half of all audit committee members and submitted to the shareholders'

meeting or the board of directors for further approval need not be counted toward the transaction amount.

- (10) With respect to the types of transactions listed below, when to be conducted between the company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:
 - i. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
 - ii. Acquisition or disposal of real property right-of-use assets held for business use.
- (11) If the company or a subsidiary thereof that is not a domestic public company will have a transaction set out in subparagraph 2 and the transaction amount will reach 10 percent or more of the company's total assets, the company shall submit the materials in subparagraph 2 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the company and its parent company or subsidiaries or between its subsidiaries.
- (12) If the company has performed a transaction set out in subparagraph 2 with a related party, information about the actual transaction (including the actual price and terms of the transaction, and the information described in the subparagraphs 2) should be reported at the next shareholders' meeting after the end of a year.

3. Evaluation of Reasonableness of Transaction Cost

- (1) For any real property or right-of-use assets thereof to be acquired from a related party, the following method should be used to evaluate the reasonableness of the transaction cost:
 - i. Transaction price with the related party plus required capital interest and cost to be borne by the buyer in accordance with law. Required capital interest cost shall be calculated based on the weighted average interest rate of the loan taken out by the company during the year of asset acquisition, provided that it shall not be higher than the highest lending rate for non-financial industry published by the Ministry of Finance.
 - ii. If the related party has taken out a mortgaged loan from any financial institution based on the target, the total lending assessment value of the target by such financial institution, provided that the accumulated value of actual lending by such financial institution for the target shall be at least 70% of the total lending assessment value and the loan period must have exceeded one year. However, this shall not be applicable if the financial institution is a related party to either party to the transaction.
- (2) If the land and housing under the same target is purchased or leased at the same time, the transaction cost for the land and the housing may be evaluated under any method under subparagraph (1) above.
- (3) For any real property or right-of-use assets thereof to be acquired from a related party, the real property or right-of-use assets thereof cost shall be evaluated in accordance with

subparagraphs (1) and (2) above and an accountant shall be engaged to perform re-assessment and provide substantial opinion.

- (4) For real property or right-of-use assets thereof to be acquired from a related party, if there is any of the following events, only subparagraph 2 of this article about evaluation and procedure shall be applicable. Provisions about the evaluation of reasonableness of transaction cost under subparagraphs (1) to (3) above shall not be applicable.
 - i. The related party acquired the real property or right-of-use assets thereof through succession or gift.
 - ii. The contract by which the related party acquired the real property or right-of-use assets thereof was signed more than 5 years preceding the contract signature date for this transaction.
 - iii. The real property was acquired through signature of a co-construction contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
 - iv. The real property right-of-use assets for business use are acquired by the company with its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.

4. If the result of evaluation under subparagraphs (1) and (2) above is lower than the transaction price, subparagraph 5 of this article shall be applicable. However, this shall not be applicable if it is due to any of the following reasons and if objective evidence is submitted and substantial opinions about reasonableness from real property professional appraiser and accountant are received:

- (1) The related party re-constructed following the acquisition of undeveloped land or leased land and evidence is provided to show that one of the following conditions are satisfied:
 - i. The combined value of evaluation of the undeveloped land in the method provided under subparagraph 3 and the construction cost of the housing by the related party plus reasonable construction profit exceeds the actual transaction price. Reasonable construction profit shall be based on the average business gross interest rate of the related party's construction department for the past three years or the latest construction industry gross interest rate published by the Ministry of Finance, whichever is lower.
 - ii. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
- (2) Where the company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

5. For any acquisition of real property or right-of-use assets thereof from a related party, if the result of evaluation under subparagraphs 3 and 4 is lower than the transaction price, the following matters shall be carried out:
 - (1) The difference between the real property or right-of-use assets thereof transaction price and the evaluation cost shall be provided as special reserve in accordance with paragraph 1, Article 41 of the Securities Transaction Act and shall not be distributed in cash or in share through capital increase. If the investor evaluating the company's investment under the equity method is a publicly traded company, special reserve shall be provided based on the provided amount and the shareholding percentage in accordance with paragraph 1, Article 41 of the Securities Transaction Act.
 - (2) The independent directors of the audit committee shall proceed in accordance with Article 218 of the Company Law.
 - (3) Actions taken pursuant to subparagraphs (1) and (2) above shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

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

6. For any real property or right-of-use assets thereof acquired by the company from a related party, if there is any other evidence showing that the transaction is inconsistent with operational norms, the previous subparagraph shall be followed.

Article 9. Evaluation and Procedure for Acquisition or Disposal of Intangible Assets or Right-of-use Assets Thereof or Memberships

1. The means of price determination and supporting reference materials

For the acquisition or disposal of any intangible assets or right-of-use assets thereof or memberships, the future possible proceeds from such asset and market fair value should be taken into consideration. If required, expert opinions should be referred to. Negotiation and

determination shall be made with the transaction counterparty.

2. Expert Opinions

Any acquisition or disposal of intangible assets or right-of-use assets thereof or memberships with the transaction amount reaching 20% of the company's paid-in capital or NT\$300 Million or above, except in transactions with a domestic government authority, an accountant shall be engaged to provide an opinion about the reasonableness of the transaction price prior to the date of occurrence of the event. Calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 6, subparagraph 3.

3. The degree of authority delegated, the levels to which authority is delegated

(1) Any acquisition or disposal of membership with the transaction amount of NT\$1 Million or below shall be approved internally by the company and submitted to the chairman for approval. If the transaction amount exceeds NT\$1 Million, it may only be carried out after approval by the board of directors.

(2) Any acquisition or disposal of an intangible asset or right-of-use assets thereof with the transaction amount of NT\$1 Million or below shall be approved internally by the company, may only be carried out after approval by the chairman, and shall be submitted to the following board meeting. If the transaction amount exceeds NT\$1 Million, it may only be carried out after approval by the board of directors.

4. The units responsible for implementation

The company's acquisition or disposal of intangible assets or right-of-use assets thereof or memberships shall be executed under the responsibility of the user department and the relevant responsible department after approval in accordance with the previous subparagraph.

5. Transaction Process

The transaction process flow for the company's acquisition or disposal of intangible assets or right-of-use assets thereof or memberships shall be carried out in accordance with the company's rules about investment cycles under the internal control system.

Article 10. Evaluation and Procedure for Acquisition or Disposal of Creditor's Right Against a Financial Institution

In principle, the company does not engage in any transaction for acquisition or disposal of creditor's right against financial institution. If it wishes to engage in any transaction for acquisition or disposal of creditor's right against financial institution, it shall establish relevant evaluation and processing procedure after submission to and approval from the board of directors.

Article 11. Evaluation and Procedure for Acquisition or Disposal of Derivative Products

In order to effectively manage the company's income, expenses, assets, debts and risks arising out of foreign exchange and the company's transactions of derivative products.

1. Operational or Hedging Strategy

The company engages in transactions of derivative products for the purpose of avoiding risks

arising out of fluctuation of foreign exchange rate, interest rate or asset price. Hedging is limited to foreign currency positions payable/receivable arising out of the company's business for the future six months.

2. Segregation of Duty

Derivative transactions should be handled by at least two individuals, one responsible for trading and the other for confirmation or settlement. The highest-level executives of finance shall designate the staff of the finance department who may engage in derivative product transactions or confirmations and settlements.

There shall be confirmation and settlement staff. The confirmation staff shall be responsible for confirming the transaction with the transaction counterparty. The settlement staff shall be responsible for arranging settlement due.

3. Determination of Limit on Total Transaction Contract Amount and Loss Limit

(1) Total Transaction Contract Amount

Hedging Operation

The company's total hedging contract amount shall be limited to the foreign currency positions receivable/payable arising out of the company's business for the future six months.

Transactional Operation

Except Convertible Bonds and Bond with attached warrant and structured product with principal guaranteed, the company does not engage in transactional operations.

(2) Loss Limits

Hedging Operations

If the company's individual (combined) contract losses represent 5% or more loss from the market value, a report shall be filed with the chairman for approval as to whether the positions should be closed.

The individual (combined) contract losses shall not exceed a maximum of 10% of contract amount of each individual (combined) transaction. If this loss limit is exceeded, a public announcement shall be made in accordance with Article 13 of this procedure.

Transactional Operations

Except Convertible Bonds and Bond with attached warrant and structured product with principal guaranteed, the company does not engage in transactional operations.

4. Performance Review

Hedging Operations

The performance of hedging operations shall be evaluated based on the hedging strategies.

5. The degree of authority delegated, the levels to which authority is delegated

The authorization amount and level for hedging operations are as follows:

The transaction staff authorized by the company shall carry out transactions in accordance with the total transaction contract amount limit under subparagraph 3, paragraph 1, Article 11 and the transaction may only be carried out following evaluation by the highest-level executives of finance and approval by the responsible supervisor.

Each transaction shall be subject to internal written approval based on the amount. The authorization amount, transaction approval and level are as follows:

Amount(NT\$)	Department Supervisor	General Manager	Chairman	Board of Directors
Below 100 Million	Review	Review	Approval	
100Million and above(inclusive)	Review	Review	Review	Resolution

To ensure that the transaction counterparty complies with the company’s supervision and management, the transaction authorization amount and level provided under this article shall be notified to the transaction counterparty in writing. However, if the written confirmation with the transaction counterparty does not indicate the authorization amount, then the highest-level executives of finance will approve the transaction.

6. Significant Derivative Product Transaction

Significant derivative product transactions shall be carried out in accordance with relevant rules and submitted to the board of directors for resolution.

7. The units responsible for implementation and Process

- (1) Confirm transaction position.
- (2) Analysis and judgment about relevant trend.
- (3) Determine specific hedging method:
 - i. Transaction target.
 - ii. Transaction position.
 - iii. Target price and range.
 - iv. Transaction strategy and type.
 - v. Price reference based on public quoting system.
- (4) Obtain approval for transaction.
- (5) Execute transaction.
 - i. Transaction Counterparty: Transaction counterparties shall be selected with priority consideration for credit risk.
 - ii. Transaction Staff: The company’s staff who may execute derivative product transactions shall first be approved by the highest decision making supervisor of the finance department, general manager and chairman and then notified to the financial institution dealing with the company. No other staff may engage in the transactions.

8. Risk Management

- (1) Credit Risk: In principle, the company’s transaction counterparties are limited to banks or renowned financial institutions dealing with the company and those who can provide professional information. Otherwise, approval shall be required from the highest decision making supervisor of the finance department.
- (2) Market Risk: The company’s derivative financial products shall be focused on hedging transactions against market price fluctuations due to change of foreign exchange or other

reasons and shall be monitored at all times.

- (3) Liquidity Risk: In order to ensure liquidity, it shall be confirmed with the capital staff prior to the transaction that the transaction amount will not cause any insufficiency of liquidity.
- (4) Cash Risk: The company shall maintain sufficient liquid assets and credit facilities to satisfy settlement capital requirements.
- (5) Process Risk: The company shall have clear authorization amounts and process flows to avoid process risks.
- (6) Legal Risk: The documents between the company and the transaction counterparties shall be reviewed by the internal legal staff or legal consultants before they are officially signed to avoid legal risks.

9. Internal Control

- (1) The transaction staff of the company may not also serve as confirmation staff or settlement staff.
- (2) Upon occurrence of a transaction, the transaction staff shall immediately complete the transaction closing form and confirm with the confirmation staff. The confirmation staff shall confirm with the transaction counterparty based on the closing form and make records in the general positions chart for reference.
- (3) When the company engages in derivative product transactions, the evaluation, supervision and control of relevant risks shall be under the responsibility of internal audit staff independent from the finance department who reports to the board of directors and the chairman.

10. Regular Evaluation Method and Anomaly Handling

The finance department shall perform derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. The evaluation report shall be submitted to the senior staff authorized by the board of directors. Any anomaly shall be immediately reported to the board of directors and necessary corresponding measures shall be taken.

The evaluation shall include the following:

- (1) Regularly evaluate whether the performance of derivative product transactions engaged are consistent with the existing operational strategy.
- (2) Whether the risks undertaken are within the company's scope of tolerance.
- (3) Monthly evaluation of risk management measures: Regularly evaluate whether the risk management measures currently used are suitable and duly compliant with the Derivative Product Transaction procedure established by the company.
- (4) The finance department shall proceed in accordance with the Commercial Accounting Act, the Financial Accounting Standards and letters and orders from relevant competent authorities. If there is no relevant rules, details shall be recorded and calculations shall be made on monthly basis under statements of realized and unrealized profit and loss.

11. Where a public company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:
 - (1) Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk.
 - (2) Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
12. Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:
 - (1) Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the procedures for engaging in derivatives trading formulated in these Regulations.
 - (2) When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion.

A company shall report to the soonest board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.
13. The internal audit staff shall regularly understand the suitability of internal control of derivative product transaction and shall audit the compliance of transaction related departments with relevant provisions under this procedure on monthly basis. The transaction cycles shall also be analyzed and recorded into audit reports. If any significant violation is discovered, the Audit Committee shall be informed in writing.
14. The company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under subparagraph 11(2) and 12(1) of this Article shall be recorded in detail in the log book.
15. Any of the company's managers or responsible staff who engages in any derivative product transaction shall comply with the provisions under this procedure in order to avoid any inappropriate operational loss suffered by the company. In case of any violation of any relevant legislation or this procedure, the sanctions shall be imposed in accordance with relevant human resource regulations.
16. If any subsidiary of the company except Nova Technology Corp. and its subsidiaries contemplate to engage in derivative product transactions, the company shall ensure that it establishes a procedure for derivative product transactions and implement such procedure after it is submitted to the board of directors for resolution in accordance with relevant rules. Any subsidiary of the company that engages in any derivative product transaction shall provide relevant information to the company for review on a regular basis.

Article 12. Evaluation and Procedure for Merger, Division, Acquisition or Share Transfer

1. Evaluation and Procedure

If the company engages in any merger, division, acquisition or share transfer, it shall engage attorneys, accountants and underwriters to jointly study and discuss the legal procedure and estimated timetable. A project team shall be organized for execution in accordance with the legal procedure.

2. Transaction Consideration Determination Method and Reference Benchmark

If the company engages in any merger, division, acquisition or share transfer, it shall consider the past and future financial and operational status of the participating companies, estimate proceeds that may occur in the future and fair method for transaction price determined by the market. Professional opinions from accountants, attorneys or securities underwriters shall be referred to as well as the negotiated price by the counterparty participating in the merger, division, acquisition or share transfer.

3. Expert Opinions

If the company engages in any merger, division, acquisition or share transfer, accountants, attorneys or securities underwriters shall be engaged before a board meeting is convened for resolution to provide opinions about the reasonableness of the share swap ratio, acquisition price or cash and other properties distributed to the shareholders. The opinions shall be submitted to the board of directors for discussion and approval. However, if the company merges its directly or indirectly wholly owned subsidiary or a merger between its directly or indirectly wholly owned subsidiaries, the company may be exempted from obtaining the opinions as mentioned above.

4. Decision Level

If the company engages in any merger, division, acquisition or share transfer, the resolutions shall be in accordance with the Company Law and relevant legislations.

5. Submission of Relevant Information and Disclosure of Information when Approval by Shareholder Meeting Cannot be Obtained

(1) If the company engages in any merger, division, acquisition or share transfer, important agreed provisions and relevant matters about the merger, division or acquisition shall be included into a public document brought to the attention of the shareholders before the shareholder meeting and sent to the shareholders together with expert opinions under subparagraph 3 of this Article and notice for shareholder meetings to serve as reference as to whether the merger, division or acquisition proposal should be approved, except other merger, division or acquisition matters that do not require shareholder resolutions in accordance with laws.

(2) If the shareholder meeting of any company participating in the merger, division or acquisition cannot be held due to insufficient quorum or voting rights or other legal restrictions or if the proposal is rejected by the shareholder meeting, the companies participating in the merger, division or acquisition shall immediately make a public

announcement about the reasons, subsequent steps and expected dates to convene their shareholder meetings.

6. Dates of Board Meeting and Shareholder Meeting

- (1) Unless otherwise provided by law or in case of any special reason that is reported to and approved by the Financial Supervisory Commission in advance, companies participating in the merger, division or acquisition shall hold board meetings and shareholder meetings on the same day to resolve matters related to the merger, division or acquisition.
- (2) Unless otherwise provided by law or in case of any special reason that is reported to and approved by the Financial Supervisory Commission in advance, companies participating in share transfer shall hold board meetings on the same day.
- (3) Companies participating in the merger, division or acquisition whose are listed on stock exchange or whose shares are traded in securities dealers' premises shall make complete written records of the following information and keep them for five years for reference.
 - i. Basic staff information: Including persons who participated in the merger, division, acquisition or share transfer project or execution of the project prior to the disclosure of the news, their titles, names and ID numbers (passport numbers for foreigners).
 - ii. Dates of important events: Including dates of signing of letters of intent, memorandums of understanding, engagement of financial or legal advisors, signature of contracts and board of directors.
 - iii. Important documents and minutes: Including merger, division, acquisition or share transfer plan, letters of intent, memorandums of understanding, important contracts and minutes of the board meetings.

Companies participating in the merger, division or acquisition who are listed on stock exchange or whose shares are traded in securities dealers' premises shall, within 2 days commencing immediately from board resolution, submit the information under subparagraphs (3) i and ii above in the regulated format through the Internet information system to the Financial Supervisory Commission for reference.

If any company participating in the merger, division or acquisition is not a company listed on any stock exchange or whose shares traded in securities dealers' premises, the companies who are listed on stock exchanges or whose shares are traded in securities dealers' premises shall sign an agreement with such company and proceed in accordance with the previous paragraph and subparagraph 6 (3).

7. Confidentiality Obligation and Avoidance of Insider Trading

All persons participating or that know about the company's merger, division, acquisition or share transfer plan shall issue a written confidentiality undertaking and shall not disclose the plan before the publication of the news, nor shall they purchase or sell any stock or any security in the nature of stock entitlement of any company that is related to the merger, division, acquisition or share transfer plan either in their own name or in the name of any other person.

8. Principle for Change of Share Swap Percentage or Acquisition Price

Companies participating in a merger, division, acquisition or share transfer shall not make any change to the share swap percentage or acquisition price in principle, unless the contract has already provided for the conditions for change. Conditions that may be changed in relation to share swap percentage or acquisition price are as follows:

- (1) Capital increase, issuance of convertible corporate bonds, issuance of shares without consideration, issuance of corporate bonds with warrants, special shares with warrants, options and other securities in the nature of share entitlement.
- (2) Important acts that affect the company's finance or business such as disposal of the company's material asset.
- (3) Occurrence of a significant disaster, significant technical change affecting the interest of the company's shareholders or securities price.
- (4) Any company participating in the merger, division, acquisition or share transfer makes adjustment pursuant to repurchase of treasury shares in accordance with law.
- (5) Any increase, decrease or change of any entity or number of entities participating in the merger, division, acquisition or share transfer.
- (6) Any condition that may be changed as provided under the contract, and which has been publicly disclosed.

9. Matters to be Provided in Contract

In relation to any merger, division, acquisition or share transfer to which the company participates, the contract shall also specify the rights and obligations of the companies participating in the merger, division, acquisition or share transfer and specify the following matters:

- (1) Breach consequence.
- (2) Principle for handling securities in the nature of share entitlement previously issued or treasury shares repurchased by companies that will disappear or be divided following the merger.
- (3) The quantity of treasury shares that the participating company may repurchase in accordance with law after the record date for share swap percentage calculation and the principle for handling such treasury shares.
- (4) The method to handle increase, decrease or change of participating entities or the number of entities.
- (5) Expected execution progress and expected completion date of the plan.
- (6) If the plan is not completed within the deadline, relevant handling procedures such as the expected date of shareholder meeting to be convened in accordance with law.

10. Change of Number of Companies Participating in Merger, Division, Acquisition or Share Transfer

After any company participating in the merger, division, acquisition or share transfer publicly discloses the information, if it wishes to perform a merger, division, acquisition or share

transfer with any other company, other than when the number of participants is decreased and when the shareholder meetings has resolved and authorized the board of directors to change the authority, in which circumstances the participating company does not need to convene a new shareholder meeting to pass a new resolution, all participating companies shall pass once again through the procedure or legal act that has been completed during the original plan, merger, acquisition or share transfer plan.

11. If any company participating in the merger, division, acquisition or share transfer is not a publicly traded company, the company shall sign an agreement with such company and proceed in accordance with the provisions under subparagraph 6 of this article about board meeting and shareholder meeting date, subparagraph 7 about confidentiality obligation and avoidance of insider trading and subparagraph 10 about change of number of companies participating in the merger, division, acquisition or share transfer.

Article 13. Procedure of Public Announcement

1. Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the Securities and Futures Bureau of the Financial Supervisory Commission's designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:
 - (1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITEs).
 - (2) Merger, demerger, acquisition, or transfer of shares.
 - (3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company
 - (4) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - i. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
 - ii. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
 - (5) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more; among

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

- (6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million or more.
- (7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - i. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
 - ii. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange, except if the sale and purchase relates to securities of parent company, subsidiary or affiliate.
 - iii. Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises (SITEs).

2. The amount of transactions above shall be calculated as follows:

- (1) The amount of any individual transaction.
- (2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.
- (3) The cumulative transaction amount of real property or right-of-use assets thereof acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.
- (4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.
- (5) “Within the preceding year” as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Regulations need not be counted toward the transaction amount.

3. The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the Securities and Futures Bureau of the Financial Supervisory Commission by the 10th day of each month.
4. When the company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.
5. The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company headquarters, where they shall be retained for 5 years except where another act provides otherwise.
6. Where any of the following circumstances occurs with respect to a transaction that the company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the Securities and Futures Bureau within 2 days commencing immediately from the date of occurrence of the event:
 - (1) Change, termination, or rescission of a contract signed in regard to the original transaction.
 - (2) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - (3) Change to the originally publicly announced and reported information.
7. If any subsidiary of the company is not a publicly traded company and its acquisition or disposal of asset reaches the threshold of public announcement under Articles 30 and 31 of the “Guidelines for Acquisition and Disposal of Asset by Publicly Traded Companies”, the company shall make public announcements on behalf of the subsidiary. The paid-in capital as a threshold for public announcement to be applied or the total assets by the subsidiary shall be based on the paid-in capital of the company or total assets.

Article 14. Control Procedure for Acquisition or Disposal of Asset by Subsidiary

1. The company shall see that each subsidiary establishes and executes the procedure for acquisition or disposal of asset in accordance with the “Guidelines for Acquisition and Disposal of Asset by Publicly Traded Companies” by the Financial Supervisory Commission.
2. Any acquisition or disposal of an asset by any subsidiary except Nova Technology Corp. and its subsidiaries which is subject to approval by the board of directors in accordance with the “Procedure for Acquisition or Disposal of Assets” it established or other legislations shall be reported to the company before the occurrence of the fact. The responsible department of the company shall evaluate the feasibility, necessity and reasonableness of such acquisition or disposal of asset, follow up on its execution afterwards and perform analysis and review.

3. The company's internal audit staff shall regularly audit the subsidiary's compliance with the "Procedure for Acquisition or Disposal of Assets" and prepare an audit report. After submission of the discoveries and suggestions in the audit report, the audited subsidiary shall be informed to make improvements. Regular follow up reports shall be prepared to ensure that timely and appropriate improvement measures have been undertaken.

Article 15. For the calculation of 10% of total assets under these procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

In the case of a company whose shares have no par value or a par value other than NT\$10—for the calculation of transaction amounts of 20% of paid-in capital under these Procedure, 10% of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Procedure regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.

Article 16. The company shall not give up capital increase in any future year for Sheng Huei International Co., Ltd., Nova Technology Corp., or Her Suo Engineering Co., Ltd. If the company must abandon the capital increase for the above companies or disposes of the above companies due to consideration for strategic alliance or other consideration with the approval of the Gre-Tai Securities Market, approval shall be required by special resolution of the board of directors of the company.

Article 17. Penalty

If any relevant staff of the company violates the "Guidelines for Acquisition or Disposal of Assets by Publicly Traded Companies" by the Financial Supervisory Commission or the "Procedure for Acquisition or Disposal of Assets" of the company, regular report shall be made and sanction shall be imposed based on the gravity of the matter in accordance with the human resource management rules of the company and the work rules.

Article 18. Relevant Legislations

Any matter that is not fully provided for hereunder shall be subject to relevant legislations.

Article 19.

"Acknowledgement by the Audit Committee shall be obtained" in this procedure means that approval by more than half of all members of the Audit Committee shall be obtained before submission to the Board of Directors for a final decision.

If approval by more than half of all members of the Audit Committee is not obtained as mentioned

above, as long as approval from more than two-thirds of all members of the Board of Directors is obtained, it may be implemented and resolution reached by the Audit Committee shall be indicated in the Board of Director meeting minutes.

“All members of the Audit Committee” indicated in Paragraph 1 and “all members of the Board of Directors” indicated in the foregoing paragraph refer to the actual number of incumbent members.

Article 20. Implementation and Amendment

The Procedure for Acquisition or Disposal of Assets shall be implemented after more than half of all audit committee members grants the approval, and shall be sent to the board of directors for further approval and reported at a shareholders’ meeting. The same procedure shall be followed when the procedure have been amended.

When the procedure for acquisition or disposal of asset is submitted to the board of directors for discussion in accordance with the above rule, opinions of the independent directors shall be fully taken into consideration and their opinions and reasons for approval or objection shall be included in the minutes of the meeting.

The amendment of this procedure shall be published on the Market Observation Post System.

Article 21. Date of Establishment and Amendment

This procedure was established on 3 May 2005.

This procedure was amended on 4 October 2005.

This procedure was amended on 16 June 2009.

This procedure was amended on 10 June 2010.

This procedure was amended on 15 June 2011.

This procedure was amended on 19 June 2013.

This procedure was amended on 18 June 2014.

This procedure was amended on 28 May 2015.

This procedure was amended on 26 May 2017.

This procedure was amended on 30 May 2018.

This procedure was amended on 29 May 2019.

This procedure was amended on 27 May 2020.

This procedure was amended on 26 May 2022.

This procedure was amended on 24 May 2024.

Appendix 5:Endorsement and Guarantee Procedure <Before the revision>

Endorsement and Guarantee Procedure

Article 1.Purpose and Legal Basis

This procedure is established in accordance with Article 36-1 of the Securities Transaction Act and the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” by the Securities and Futures Bureau of the Financial Supervisory Commission by order (91) Tai-Cai-Zhen (6) Zhi No. 0910161919 for the purpose of ensuring shareholder interest, sound financial management and reduction of operational risk. Any endorsement or guarantee by the company shall be done in accordance with this procedure.

Article 2.Scope of Application

Endorsement and guarantee referred to in this procedure include:

1. Financing endorsement and guarantee include:
 - (1) Client voucher factoring financing.
 - (2) Endorsement or guarantee for the purpose of obtaining financing for another company.
 - (3) Issuance of instrument to a non-financial institution as guarantee by the company for financing purpose.
2. Customs endorsement and guarantee mean endorsement and guarantee performed for customs-related matters of the company or another company.
3. Other endorsement and guarantee mean endorsement or guarantee that cannot be categorized under the previous two sections.
4. Any chattel or real estate provided by the company with pledge or mortgage created as guarantee for borrowing by another company shall be done in accordance with this procedure.

Article 3.Applicable Entities

The company may only provide endorsement and guarantee to the following companies, except reciprocal guarantee in accordance with contract among companies of the same industry or co-constructors due to project contracting requirements or endorsement and guarantee undertaken by all investing shareholders to their invested company in accordance with their shareholding ratios.

1. Companies with business dealings with the company.
2. Companies of which 50% or more voting shares are directly or indirectly held by the company.
3. Companies directly or indirectly holding 50% or more voting shares of the company.

Companies of which 90% or more voting shares are directly or indirectly held by the company may provide endorsement and guarantee for each other.

Article 4.Amount Limit and Evaluation Standard of Endorsement and Guarantee

1. The total amount of liability, standard of amount limit and amount for the company’s external endorsement and guarantee are as follows:
 - (1) The total amount of a reciprocal guarantee among companies of the same industry in accordance with contract for project contracting requirement shall not exceed 5 times the net value of the company. The amount of endorsement and guarantee to any single enterprise shall not exceed 3 times the company’s net value.
 - (2) Other than a guarantee for project contracting, the accumulated amount of liability under external endorsement and guarantee for other companies that not directly or indirectly be owned by the company shall not exceed 20% of the net value of the company. The amount

of endorsement and guarantee for any single enterprise shall not exceed 10% of the company's net value.

- (3) The total amount of an endorsement and guarantee for companies of which 50% or more of the shares are held directly or indirectly by the company shall not exceed 8 times the net value of the company. The amount of an endorsement and guarantee to any single enterprise shall not exceed 5 times the company's net value.
 - (4) The amount of an endorsement and guarantee among companies of which 90% or more voting shares are held directly or indirectly by the company shall not exceed 10% of the net value of the company.
 - (5) The endorsement and guarantee by the company for companies whose 100% voting shares are directly or indirectly held by the company are not limited to the restriction of the previous subsection.
 - (6) The amount of an endorsement and guarantee provided for business dealings shall not exceed the amount of such business dealings. Amount of business dealing means the amount of product purchase or product sale between the companies during one year, whichever is higher, based on the latest accountant certified financial statements.
2. The total amount of liability, amount limit standard and amount for external endorsement and guarantee by the company and its subsidiaries are as follows:
- (1) For a reciprocal guarantee in accordance with a contract by the company and its subsidiaries based on project contracting requirements, and endorsement and guarantee among the company and its parent and subsidiaries or among companies whose 100% voting shares are held directly or indirectly held by the company, the total amount shall not exceed 8 times the net value of the company. The amount of an endorsement and guarantee to any single enterprise shall not exceed 5 times the company's net value.
 - (2) Other than the endorsement and guarantee under the previous subsection, the accumulated total amount of liability under external endorsement and guarantee shall not exceed 50% of the net value of the company. The amount of endorsement and guarantee to any single enterprise shall not exceed 20% of the company's net value.
3. The above company net value shall be based on the latest accountant certified or audited financial statements.

Parent and subsidiary in these Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. "Net worth" in these Regulations means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 5. Decision and Authorization Level

1. When the company provides an endorsement and guarantee, approval procedures shall be carried out in accordance with Article 6 of this procedure and the endorsement and guarantee shall only be provided after board resolution. However, to meet timing requirements, execution may be done in accordance with the following rules:
 - (1) Any single endorsement and guarantee among companies of the same industry in accordance with contract for project contracting requirement below NT\$1 Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the next board of directors for ratification.
 - (2) Any single endorsement and guarantee between parent companies and subsidiaries below NT\$1 Billion (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to next the board of directors for ratification.
 - (3) Any endorsement and guarantee other than the previous two subsections within the total endorsement and guarantee amount below NT\$200 Million (inclusive) may be executed by the chairman first with the authorization from the board of directors and then submitted to the next board of directors for ratification.

2. Any subsidiary of which 90% or more voting shares are directly or indirectly held by the company can only provide endorsement and guarantee in accordance with Section 2, Article 3 after submission to and resolution by the board of directors of the company, except endorsement and guarantee among companies whose 100% voting shares are directly or indirectly held by the company.
3. If the company provides any endorsement and guarantee exceeding the amount limit provided under the previous article due to business requirements and if the conditions under the endorsement and guarantee procedure of the company are complied with, approval from the board of directors shall be required and the majority of directors shall provide a joint guarantee for the loss that may arise out of the company's exceeding the limit. This procedure shall also be amended and submitted to the shareholder meeting for ratification. If the shareholder meeting does not approve, a plan shall be established with a certain deadline to remove the exceeding portion.
4. When this procedure is submitted to the board of directors for discussion in accordance with the previous section, opinions of each independent director shall be fully taken into consideration and their specific opinions for approval or objection and the reasons for objection shall be included in the minutes of the board meeting.

Article 6. Procedure for Endorsement and Guarantee

1. In processing an endorsement and guarantee, the relevant department shall submit an endorsement and guarantee application form, specifying the beneficiary of the endorsement and guarantee, type, reason and amount. The application shall be filed with the finance department of the company.

The finance department shall review the application under the endorsement and guarantee application form item by item and make records. The following shall be included:

- (1) Necessity and reasonableness of the endorsement and guarantee.
 - (2) Credit and risk evaluation of the beneficiary of endorsement and guarantee.
 - (3) Impact on the company's operational risk financial status and shareholder interest.
 - (4) Whether collateral should be required and the evaluation value of the collateral.
2. The finance department shall submit the endorsement and guarantee application stating the relevant scope of endorsement and guarantee, reason and risk evaluation to the chairman for approval. Then a board resolution shall be required. If the proposal is within the authorized amount, the chairman may decide based on the credit level and financial status of the beneficiary of the endorsement and guarantee.

Article 7. Establishment of Reference Book

The finance department shall establish a reference book for endorsement and guarantee matters. After the endorsement and guarantee are approved by the board of directors or decided by the chairman, in addition to filing a request for use of seal, the beneficiary and amount of the endorsement and guarantee, the date of board approval or chairman's decision and the date of the endorsement and guarantee shall be recorded in detail for future reference.

Article 8. Procedure for Use and Custody of Sample Seal

1. The company shall use the company seal registered with the Ministry of Economic Affairs to be the dedicated seal for endorsements and guarantees. Such seal and relevant instruments shall be kept by dedicated staff designated by the chairman under the authorization of the board of directors. Any change of seal safe-keeper shall be reported to and approved by the board of directors and the seal under the custody shall be handed over. The seal may only be used and an instrument may only be signed and issued in accordance with the seal management rules

established by the company.

2. If the company provides any guarantee for any overseas company, the guarantee letter issued shall be signed by the chairman under the authorization of the board of directors.

Article 9.Procedure for Public Announcement

1. The company shall make a public announcement about the balance amount of endorsement and guarantee by the company and its subsidiaries for the previous month within the 10th day of every month.
2. When the balance amount of endorsement and guarantee reaches one of the following thresholds, a public announcement shall be made within 2 days commencing immediately from the date of occurrence:
 - (1) Balance amount of any endorsement and guarantee by the company and its subsidiaries reaches 50% or more of the net value based on the latest financial statements of the company.
 - (2) Balance amount of any endorsement and guarantee by the company and its subsidiaries for any single enterprise reaches 20% or more of the net value based on the latest financial statements of the company.
 - (3) Balance amount of any endorsement and guarantee by the company and its subsidiaries to any single enterprise reaches NT\$10 Million and the combined balance amount of endorsement and guarantee, fair value of investments accounted for using the equity method and funds lending to such enterprise reaches 30% of the net value on the company's latest financial statements.
 - (4) The amount of new endorsements and guarantees by the company and its subsidiaries reaches NT\$30 Million and 5% of the net value on the company's latest financial statements.
3. If any subsidiary of the company is not a domestic publicly traded company and if such subsidiary has any matter subject to public announcement under any subsection Section 2 of this article, the company shall make a public announcement.
4. The percentage of balance amount of an endorsement and guarantee by the subsidiary under the previous section as a percentage of the net value shall be calculated as the balance amount of the endorsement and guarantee of such subsidiary as a percentage to the net value of the company.
5. "Date of occurrence" in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the endorsement and guarantee, whichever date is earlier.

Article 10.Internal Audit

The internal audit staff of the company shall perform at least quarterly audit on the procedure of endorsements and guarantees and the execution. Written records shall be made. If any significant violation is discovered, audit committee shall be informed in writing immediately.

Article 11.Control Procedure for Endorsement and Guarantee by Subsidiary

1. If any subsidiary of the company contemplates to provide an endorsement or guarantee for any other person, the company shall ensure that such subsidiary proceed in accordance with the endorsement and guarantee procedure established in accordance with the "Guidelines for Funds Lending and Endorsement and Guarantee by Publicly Traded Company" by the Securities and Futures Bureau, provided that the net value shall be calculated based on the net value of the subsidiary.
2. Any subsidiary of the company except Nova Technology Corp. and its subsidiaries that contemplate to provide any endorsement or guarantee for any other person shall only do so

following report to and approval from the company. The finance department of the company shall make a substantial evaluation of the necessity, reasonableness and risk of such endorsement and guarantee and the impact on the operational risk, financial status and shareholder interest of the parent and subsidiary. A report shall be filed with the chairman for approval.

3. The subsidiary shall prepare an endorsement and guarantee detail table by the 8th day of each month and such table shall be submitted to the company according to Regulations on the Management of subsidiary.
4. The internal audit staff of the company shall perform regular audit on its subsidiaries about the compliance with their “Endorsement and Guarantee Procedure”. After the discoveries and suggestions of the audit report are submitted for approval, the audited subsidiary shall be informed for improvement. Regular follow-up reports shall also be prepared in order to ensure that appropriate and timely improvement measures have been undertaken.

Article 12. Penalty

If any manager or responsible staff of the company carrying out any endorsement or guarantee violates the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” of the Securities and Futures Bureau or the “Endorsement and Guarantee Procedure” of the company, sanctions shall be imposed based on the gravity of the matter in accordance with the company’s human resource management rules and work rules and regular audit reports shall be filed.

Article 13. Other Matters

1. If the beneficiary of the company’s endorsement and guarantee is consistent with this procedure but subsequently becomes inconsistent, or if the amount of endorsement and guarantee exceeds the regulated amount due to change of amount limit calculation basis, an improvement plan shall be established for the amount of the endorsement and guarantee for such beneficiary or the portion exceeding the limit to eliminate the inconsistencies. The relevant improvement plan shall be sent to audit committee.
2. The finance department shall prepare a detailed table about the guarantee matters that occurred or cancelled during each month to facilitate control, follow-up and public announcements. In addition, probable loss from the endorsement and guarantee shall be evaluated or recognized, and the endorsement and guarantee information shall be properly disclosed in the financial reports relevant information shall be provided to the certifying accountant to execute necessary audit procedure.
3. Prior to the expiry date of the endorsement and guarantee, the finance department shall take the initiative to inform the beneficiary enterprise of the guarantee to take back guarantee notes left with the bank or the creditor institution and cancel instruments related to the endorsement and guarantee.
4. If the beneficiary of the endorsement and guarantee is a subsidiary with net value that is less than 1/2 of the paid-in capital, the subsequent relevant control measures shall be specified and the control measures shall be reported to the next board of directors.
In the case of a subsidiary with shares having no par value or a par value other than NT\$10, for the paid-in capital in the calculation under subparagraph 11 of the preceding paragraph, the sum of the share capital plus paid-in capital in excess of par shall be substituted.

Article 14. Relevant Legislation

Any matter that is not fully provided for hereunder shall be handled in accordance with relevant legislation.

Article 15.Implementation and Amendment

1. This procedure shall be implemented following approval by more than half of all audit committee members, submission to the board of directors for further approval and submission to the shareholder meeting for approval. If any director voices any objection by recording or written statement, the company shall also submit the objection to audit committee and shareholder meeting for discussion. The procedure shall be applicable to any amendment hereof.
2. If approval by more than half of all members of the Audit Committee is not obtained as mentioned above, as long as approval from more than two-thirds of all members of the Board of Directors is obtained, it may be implemented and resolution reached by the Audit Committee shall be indicated in the Board of Director meeting minutes. "All members of the Audit Committee" and "all members of the Board of Directors" indicated in the foregoing paragraph refer to the actual number of incumbent members.
3. When the endorsement and guarantee procedure is submitted to the board of directors for discussion in accordance with paragraph1, opinions from each independent director shall be fully taken into consideration. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Article 16.Date of Establishment and Amendment

This procedure was made on 3 May 2005. The first amendment to this procedure was made on 4 October 2005. The second amendment to this procedure was made on 16 June 2009. The third amendment to this procedure was made on 10 June 2010. The fourth amendment to this procedure was made on 19 June 2013. The fifth amendment to this procedure was made on 28 May 2015. The sixth amendment to this procedure was made on 30 May 2018. The seventh amendment to this procedure was made on 29 May 2019.

Appendix 6: Shareholding of Directors

1. As of March 30, 2026, the company's registered capital is NT\$720,000,000, the issued capital of the company is NT\$620,404,650, with a total issued common shares of 124,080,930.
2. As the independent director of the company exceed one-half of the total directorships, and the company has established the audit committee that satisfies the requirements of the Securities and Exchange Act, the minimum shareholding requirements for directors and supervisors do not apply.
3. As of March 30, 2026, the actual collective shareholdings of directors were shown as below:

Position	Name	Date elected	Term (Years)	Directors	
				Shares	Shareholding ratio
Chairman	Liang, Chin-Li	May 24, 2024	3	4,609,734	3.72%
Directors	Hu, Tai-Tsen	May 24, 2024	3	1,307,178	1.05%
Directors	Xiang-Hui Development Co., Ltd. Representative: Wu, Pi-Huei	May 24, 2024	3	5,395,776	4.35%
Independent Director	Huang, Tzu-Pei	May 24, 2024	3	6,000	0.00%
Independent Director	Chi, Chih-Yi	May 24, 2024	3	0	0.00%
Independent Director	Chiu, Hui-Yin	May 24, 2024	3	0	0.00%
Independent Director	Liang, Lien-Wen	May 24, 2024	3	0	0.00%
combined shareholding of all directors				11,318,688	9.12%

Appendix 7: Directors and employees compensation

Unit : NTD\$

Items	The Board adopted a proposal(A)	already expensed under the Company's 2025 income statements(B)	DIF (A-B)	Difference reason and dealing with the situation
Employees' stock compensation	0	0	0	No different
Employees' cash compensation	280,797,156	280,797,156	0	
Directors' compensation	140,398,578	140,398,578	0	

Appendix 8: The other explanation

1. The company's response about shareholder's proposal in this Annual Shareholder's Meeting:
 - (1) According to the article 172-1 of the Company Act, Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal and the number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words.
 - (2) The company has announced on the Market Observation Post System that the shareholders can submit a written proposal for discussion at the shareholders meeting. The period is March 20, 2026 to March 30, 2026.
 - (3) The company had not received any proposals from shareholders.