

Stock Code: 3011



Ji-Haw Industrial Co., Ltd.

2024 General Meeting of Shareholders

Meeting Handbook

Date: June 28, 2024

**Location: No. 53, Baoxing Road, Xindian District, New Taipei City
(Meeting Room of the Company)**

Note:

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

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Ji-Haw Industrial, Co., Ltd.
2024 General Meeting of Shareholders
Meeting Procedure

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Ji-Haw Industrial, Co., Ltd.

2024 General Meeting of Shareholders

Meeting Agenda

Time: June 28, 2024 (Friday) 9 a.m.

Location: No. 53, Baoxing Road, Xindian District, New Taipei City (Meeting Room of the Company)

Convening Method: Physical Shareholders' Meeting

I. Announcement of Meeting (Report on Attendance Shares)

II. Chairman's Address

III. Reports

(I) 2023 Annual Business Report.

(II) 2023 Audit Committee's Review Report.

(III) Report of 2023 directors' remuneration.

(IV) Report on 2023 private placement of common shares.

(V) Report on the cash consideration share exchange between the Company and CHINTEK INC.

(VI) Shareholders' Proposal Status Report for AGM.

IV. Ratifications

(I) 2023 Annual Business Report and Financial Statements.

(II) Proposal for 2023 loss appropriation.

V. Discussion items

Revision of some articles of the "Procedure for the Acquisition or Disposal of Assets".

VI. Election matters

By-election of independent directors.

VII. Other motions

Removal of restrictions on competing behaviors of new independent directors.

VIII. Extempore motions

IX. Adjournment

Reports

I. 2023 Annual Business Report, please review.

Description: For the 2023 Annual Business Report, please refer to Attachment I of this handbook. (Pages 10-15)

II. 2023 Audit Committee's Review Report. please review.

Description: Please refer to Attachment II for the 2023 Audit Committee's Review Report. (Pages 16)

III. 2023 report of directors' remuneration, please review.

Description:

1. The Company's remuneration policy, system, standards and structure for general directors and independent directors, and the relevance of the amount of remuneration based on factors such as responsibilities, risks, and time commitment:
 - (I) In accordance with the Company's Articles of Incorporation, the board of directors is authorized to determine the remuneration to the Company's Chairman, Vice Chairman and directors, based on their participation in the Company's operations and the value of their contributions, and with reference to domestic and foreign industry standards.
 - (II) The Company's Articles of Incorporation also stipulates that no higher than 5% of the annual profit will be used as remuneration for directors.
2. Please refer to Attachment III of this Handbook for a detailed breakdown of the remuneration of each Director of the Company (Page 17).

IV. 2023 Private placement of common shares, please review.

Description: At the 2023 annual general meeting of the Company, it was approved to issue common shares through private placement within the limit of 20 million shares, and that such common shares may be issued once or in two installments within one year from the date of the resolution of the shareholders' meeting. The period of one year on June 28, 2024 has not been processed by the Company so far.

V. Report on the share conversion for cash consideration by the Company and CHINTEK INC., please review.

Description:

1. Pursuant to Paragraph 2, Article 7 of the Business Mergers And Acquisitions Act, reporting on the Company's implementation of mergers and acquisitions in accordance with Paragraph 6, Article 29 of the Business Mergers And Acquisitions Act.
2. For the strategic business development and operational performance enhancement, our company resolved on August 30, 2023, through the Audit Committee and Board of Directors' decision, to undergo a share conversion with CHINTEK INC. (hereinafter referred to as "CHINTEK"), using cash as consideration. The price per ordinary share is set at NT\$61.25. We will acquire the CHINTEK shares held by its shareholders, with the share conversion reference dates designated as October 27, 2023, and November 17, 2023. The reasonableness opinions expressed by the independent experts have been obtained for the amount of consideration per share for conversion of the aforementioned shares.
3. Our company completed the share conversion in two phases on October 27, 2023, and November 17, 2023, acquiring a total of 1,600,000 ordinary shares of CHINTEK from its shareholders. The total cash consideration paid amounted to NTD 98,000,000. After the completion of this share conversion, CHINTEK has become a wholly-owned subsidiary of our company, which is expected to enhance operational performance and positively benefit our company.

VI. Shareholders' Proposal to Regular Shareholders' Meeting, please review.

Description: The period for accepting shareholder proposals for the 2024 Annual General Meeting was from May 3, 2024, to May 13, 2024. It was legally announced on the Public Information Observation Station, and during this period, our company did not receive any shareholder proposals.

Ratifications

Motion 1: Proposed by the Board of Directors

Subject: 2023 Annual Business Report and Financial Statements, submitted for approval.

Description:

1. The 2023 financial statements and consolidated financial statements of our company have been audited and certified by accountants Huang Yao-Lin and Chou Shih Chieh from Deloitte Taiwan, and along with the business report, have been reviewed and finalized by the Audit Committee, with the audit report on file.
2. For the above-mentioned business report, auditor's report, financial statements and consolidated financial statements, please refer to Attachment I and Attachment IV of this handbook (Pages 10-15 and 18-37).
3. Submitted for ratification.

Resolution:

Motion 2: Submitted by the Board of Directors

Subject: Proposal for the Offset of Losses for Fiscal Year 2023, Submitted for Approval.

Description:

1. For year 2023, our company reported a net loss after taxes of NTD -131,395,981. The cumulative loss pending recovery at the end of the period amounted to NTD -626,000,717. It is proposed that this loss be offset using the statutory reserve, special reserve, additional paid-in capital from share premium, and capital reserve from transactions of treasury shares totaling NTD 467,553,288 to offset the deficit. leaving an end-of-period deficit of NTD 158,447,429.
2. For detailed information on the loss offsetting for the year 2023, please refer to Attachment V of this manual (p.38).
3. Submitted for ratification.

Resolution:

Discussion items

Motion 1: Proposed by the Board of Directors

Subject: Proposal to Amend Certain Articles of the "Procedures for Acquisition or Disposal of Assets," Submitted for Discussion.

Description:

1. To align with legal amendments, it is proposed to revise certain articles of the company's "Procedures for Acquisition or Disposal of Assets."
2. For a comparison of the articles before and after the amendment of the "Procedures for Acquisition or Disposal of Assets," please refer to Attachment VI of this manual (Pages 39-49).
3. Submitted for discussion.

Resolution:

Election matters

Motion 1: Proposed by the Board of Directors

Subject: By-election of independent directors.

Description:

1. Independent Director Kuan-Wen Lu of the Company resigned from the position of Independent Director on December 29, 2023 due to busy personal business, and it is proposed to elect 1 Independent Director.
2. In accordance with the Company's Articles of Incorporation, the election of independent directors shall adopt the candidate nomination system, and shareholders shall elect independent directors from the list of independent director candidates. Newly elected independent directors take office immediately after being elected at a general shareholders' meeting, and the term of office is to the end of the term of office of the directors of the current term, which is from June 28, 2024 to June 28, 2026. There is a total of 7 directors in the Company (including 3 independent directors) after the election.
3. The list of independent director candidates was been approved by the board of directors on May 13, 2024. The relevant information is as follows:

Independent director candidate	Academic background	Experience	Current position	Number of shares held
Tsai-fu Lin	University of St. Thomas /Master of International Management Bachelor of Commerce, Department of Accounting, National Chengchi University	Sales member (manager) of Taiwan Stock Exchange Corporation Vice President, Management and Sales, Taiwan Ratings Corporation Auditors, Deloitte Taiwan Accounting Firm		0 shares

4. The election was held in accordance with the Company's "Procedures for Election of Directors."
5. Please vote.

Election results:

Other motions

Motion 1: Proposed by the Board of Directors

Subject: Proposal to Lift the Restriction on Competitive Activities for Newly Appointed Independent Directors, Submitted for Discussion.

Description:

1. According to Article 209 of the Company Act, "A director who conducts business for themselves or others within the scope of the company's operations must explain the significant content of their actions to the shareholders' meeting and obtain its permission."
2. To leverage the expertise and experience of our company's directors, it is proposed to the annual shareholders' meeting to agree to lift the restrictions on competitive activities for newly elected independent directors.
3. Details in regards to the scope and content of the competitive activities of the newly appointed independent directors will be further explained, before the shareholders' meeting discusses this proposal.
4. Submitted for discussion.

Resolution:

Extempore motions

Adjournment

Attachment I, 2023 Annual Business Report

Ji-Haw Industrial, Co., Ltd.

Business Report

Ladies and Gentlemen, shareholders:

Looking back at the recent international economic situation in 2023, there were many changes. Although the manufacturing industries in the U.S. and Europe are still shrinking, there are some signs of improvement. The manufacturing industry in Japan has declined due to the reduction of global demand, and in China, the industrial and commercial activities have recovered due to the sluggish real estate market. In terms of the domestic manufacturing industry, benefiting from the application of emerging technologies and the gradual destocking of the supply chain, the demand for pulling goods has increased. The relatively low base period has boosted the annual growth rate of exports. In addition, the export orders and production performance of some traditional industries have also been better than the previous period. Therefore, the survey on the economic climate of the manufacturing industry in the next six months shows signs of improvement. Taiwan's electronic parts and components industry experienced a significant recession in 2023. Although the overall global economy is still uncertain in 2024, the PC and mobile phone markets have shown a trend of recovery. In particular, the upcoming update of the Windows operating system for PCs and the continuous growth of the AI PC market are expected to become the driving force behind the growth of the output value of electronic components in 2024. In addition, the artificial intelligence Chat GPT developed by OPEN AI in 2023 is regarded as the "singularity" of the reform of work type. AI has gradually replaced 80% of human resources. Under this wave of AI, the application opportunities and market of AI will grow exponentially in the next decade.

Taiwan's industry is facing multiple challenges. The competition from low-priced, high-quality products has affected the main products, which has greatly reduced the profit margins. In order to get rid of the shackles of the manufacturing industry in the past, we need to move to a business model that combines technology integration and services to create additional value. In the face of rapid changes in the external market and industrial environment, we must keep up with the trend and constantly improve our technology and management standards. In order to maintain steady growth and achieve business goals, we need to strengthen reforms in the market, customers, products, process technology, and management.

IDC predicts that by 2027, global technology spending on AI solutions will exceed US\$500 billion, and AI (AI Everywhere) will become a key turning point in the development of the technology industry. In the future, enterprises will pay more attention to AI technology investment and AI-driven development of products and services. Embracing the "ubiquitous AI" way of thinking is no longer an option but an inevitable one. In the future, Ji-Haw Industrial, Co., Ltd.'s product lines will also integrate AI technology, focusing on three main themes: automotive AI, generative AI, semiconductor automation, and industrial quality inspection. The strategy aims to integrate Taiwan's AI ecosystem and achieve the application of AI across various industries, providing customers with comprehensive technical services tailored to their needs.

In the next few years, following the global trend is inevitable. Transmission line assemblies will develop in the direction of maturity, uniformity, ultra-high frequency, aesthetics and user-friendliness. At the same time, the industry will undergo further consolidation and explosive growth is inevitable. We will continue to promote technological solutions to bring more possibilities to technology and consumer life. Ji-Haw will actively collaborate with partners from various industry backgrounds to deepen the products and services in relevant fields, fulfilling corporate social responsibility and contributing to the improvement of living and lifestyle quality.

Although the external environment is still challenging, the competitive pressure also reminds us of the inadequacy of our operations. Ji-Haw is confident that with its professional technology, agile response, and continuous enhancement of management capabilities, it can sustain the value created in the past and achieve higher investment returns.

I. 2023 Business results

(I) Business Plan and Budget Execution

1. Operating Income: The operating income for the year 2023 was NTD 1,150,689,000, which is a decrease of NTD 346,789,000 from the operating income of NTD 1,497,478,000 in 2022.
2. Net Loss After Tax: The net loss after tax for the year 2023 was NTD 131,396,000, an increase of NTD 117,910,000 from the net loss after tax of NTD 13,486,000 in 2022.

The budget execution for the year 2023 met expectations.

As of December 31, 2023, the cumulative loss amounted to NTD 626,001,000, exceeding half of the paid-in capital.

(II) Analysis of financial income, expenses and profitability

Unit: NT\$ thousand

Item	2023	2022
Net cash inflow (outflow) from operating activities	(20,394)	112,079
Net cash inflow (outflow) from investing activities	(288,323)	79,838
Net cash inflow (outflow) from financing activities	197,450	(180,309)
Return on assets	(8.11)	(0.92)
Return on equity	(13.84)	(1.33)
Net yield	(11.42)	(0.9)
Earnings per share (NT\$)	(1.17)	(0.12)

(III) Research and development status

Major R&D results for the year and up to the publication date of the annual report:

1. Improvement and enhancement of modular production of Type C, HDMI 2.1 and USB 4.1 transmission line assemblies
2. Production and modular production of special wire assemblies for electric vehicles
3. Development of the transmission line assembly for the ultra-soft elastic wire assembly completed
4. Continuous development of autonomous vehicle sensing line assemblies
5. Electronic small products - used in various interface adaptors and automotive panels
6. Improvement of ultra-high frequency and high conductance wire, adding functions and reducing costs to increase profits

7. Unmanned Warehouse Monitoring System
8. Automatic driving system and assistance system for low-speed traffic electric vehicles
9. Bicycle sensor device
10. Truck Defender human detection system

II. Summary of 2024 Business Plan

(I) Business Policy

1. Operations: Strengthen management information systems and improve business management information integration efficiency; reinforce talent recruitment and training; enhance global operations management; and refine cost and expense control.

In terms of AI, the focus is mainly on providing one-stop services from design, manufacturing/production to sales.

"AI software support ➡ modular production ➡ shipment of complete machine ➡ AI solutions for all field operations." Expand the layout of AI business projects; and use Heph AI as the platform to develop the three major business directions of automotive AI, generative AI, semiconductor automation and industrial quality inspection.

2. Products: PC/NB/tablet PC/monitors/servers and connection cables for peripheral equipment; connection cables for online gaming consoles; connection cables for LCD TVs and LCD screens; connection cables for communications/office equipment/network systems; active components for optical communication products; automotive connection cable sets; automotive circuit assembly generation and automotive cable sets; production and sales of eco-friendly equipment and components; and eco-friendly material introduction. In terms of AI, by leveraging resources from CHINTEK and other strategic partners, we are deploying AI applications across various scenarios including smart security, healthcare, retail, factories, automotive, and generative AI, establishing a group business model to enhance synergy.
3. Sales: Customer relationship management; new market customer development in sectors such as energy, healthcare, biotech, automotive, industrial, home appliances, office equipment, and cloud center applications. AI encompasses product sales and system services, targeting clients across various industries, enterprises, and organizations, such as manufacturing, automotive applications, healthcare, and retail. The group will integrate various resources to layout a comprehensive integration of software and hardware, providing customers with a one-stop AI solution from initial design to end application.
4. R&D: Continuously developing trend-based and niche products; combining external R&D resources for rapid product development for different applications; introduce automated equipment development processes; establishing early product development quality management procedures (APQC).

5. Production: Strengthen production capacity and supply chain in different regions, use industrial engineering methods to improve production efficiency and rationality; enhance the production and sales mechanism to balance capacity utilization; continue to promote automated production and testing processes for high-precision products; enhance the application capabilities of information tools for remote real-time monitoring to immediately improve efficiency and yield; manage the supply chain of outsourced and subcontracted processes.

(II) Expected sales volume and basis

The Company's main business is the manufacturing and sales of connecting cables for computers, peripheral products and communications products. The launch of electronic products was based on the Company's past experience with customers and the actual operation and order-taking status of 2022Q1, while taking into account the increasingly optimistic global economic situation and recovery of computer products. The estimated sales value of major products in 2024 is as follows:

Unit: Thousand pcs

	Actual Figures for 2023	Forecast for 2024
Connection cables	65,926	75,231
Others	0	0
Total	65,926	75,231

(III) Key Production and Sales Policies

1. Marketing strategy

- (1) Actively participate in domestic and foreign commercial exhibitions and seminars to enhance product visibility and enhance cooperation opportunities with peers.
- (2) Develop channel sales capabilities for niche markets.
- (3) Actively cultivate customers in diverse industry product areas to balance the sales differences between peak and off-peak seasons.
- (4) Focus on profit management to make efficient use of existing production capacity and avoid inventory backlogs.

2. Production policy

- (1) Enhance the management capabilities of external resources: Screen and counsel appropriate suppliers, effectively control the timeliness and quality yield of the supply chain and reduce material turnover in transit.
- (2) Strengthen production capacity forecasting and control capability: Improve the accuracy of production capacity forecasting and balance internal and external production capacity.
- (3) Enhancing Material Management Capability: Utilize management information systems to improve material timeliness, reduce material inventory backlog, monitor inventory levels, and handle issues in real-time.
- (4) Improvement of Process Equipment Precision and Automation: Continuously improve production equipment and fixtures to enhance production quality and

efficiency.

III. Future Company Development Strategy

With many years of experience in the connector cable industry, Ji-Haw has a strong R&D foundation and production management capability. The development strategy for the future will be further extended following this foundation:

1. Enhance the product and service quality with the Company's 30 years of R&D foundation, through approved suppliers recognized by internationally renowned brands and the laboratory in China with national certification.
2. Making good use of product research and development capabilities and its production base, Ji-Haw is integrating cross-industry cooperation opportunities, from components to components/systems, from computer peripherals to cloud center products/medical biotechnology/network communications/industrial control/medical care/energy/autonomous driving train systems, and other growing markets.
3. We cultivate strategic customers by actively engaging in cooperative development, cooperative design, and custom-order production tailored to their needs, establishing relationships with other major international manufacturers, and responding promptly to customer demands for time to market and time to volume, thus expanding business opportunities.
4. Using Heph A.I. as the platform, we develop three main business pillars: automotive AI, generative AI, and semiconductor automation and industrial quality inspection, providing customers with a one-stop AI solution that spans from initial design to end-use applications.

IV. The influence of external competitive environment, regulatory environment, and overall business environment.

Under the impact of COVID-19 and US-China Trade War, together with China's policy to adjust domestic and foreign demand and industrial structure, the growth momentum of China's economy has shifted from export sales to domestic demand. This has increased labor costs in the manufacturing industry, making it more difficult to acquire direct labor. As a result of policy-driven localization of procurement, the competitive pressure from peers in Mainland China and Southeast Asia will become a major factor in the cable business. However, as policies fully support automotive electronics, environmental protection and energy conservation fields, the Company will strive to enter the relevant fields and develop new products that are on par with market trends. Based on this, the Company is shifting from a manufacturing-oriented strategy to a technology integrated and service-oriented strategy. In doing this, we should be able to effectively strengthen future competitiveness, while opening up extensive and long-term marketing opportunities.

In the AI sector, Gartner predicts that by 2027, the productivity contributions from AI will be considered an important indicator of a country's economic strength. Therefore, companies must adopt a broader and more elevated perspective through AI in product and service offerings, organizational operations, and talent strategy to continue progressing steadily in the rapidly changing market.

Ji-Haw Industrial, Co., Ltd.

Chairman: Shi Hao Ji

Manager: Jess Lin

Accounting supervisor: Po-Rong Chen

Attachment II, 2023 Audit Committee's Review Report

Ji-Haw Industrial, Co., Ltd. Audit Committee's Review Report

The board of directors submitted the company's 2023 annual business report, consolidated financial statements, individual financial statements, and loss appropriation proposals for review. The consolidated and individual financial statements were audited and certified by accountants Huang Yao Lin and Chou Shih Chieh from Deloitte Taiwan, and an audit report was issued. The aforementioned business report, consolidated financial statements, individual financial statements, and loss appropriation proposals have been thoroughly reviewed by this Audit Committee and found to be compliant. Therefore, in accordance with Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act, a report has been prepared for review.

Sincerely,

Ji-Haw Industrial, Co., Ltd. 2024 General Meeting of Shareholders

Ji-Haw Industrial, Co., Ltd.

Audit Committee Convener:
Wang En Guo

May 13, 2024

Attachment III, 2023 Remuneration to Directors

Remuneration of directors and independent directors

Unit: NT\$ thousand

Title	Name	Remuneration to directors								The sum of A, B, C and D as a percentage of net loss after tax		Remuneration received as company part-time employee								The sum of A, B, C, D, E, F and G as a percentage of net profit after tax		Remuneration received from investors other than subsidiaries or parent company
		Remuneration (A)		Severance pay and pension (B)		Directors' Remuneration (C)		Business execution expenses (D)				Salaries, bonuses and allowances (E)		Severance pay and pension (F)		Remuneration to employees (G)						
		The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company		All companies included in the financial report				
Amount in cash	Amount in stock															Amount in cash	Amount in stock					
Chairman	Lin Wen Huang (Note 3)	0	0	0	0	0	0	0	0	0	0	115	115	49	49	834	0	834	0	998 0.76%	998 0.76%	None
Chairman	Shi Hao Ji (Note 4)	304	304	0	0	0	0	35	35	0.26	0.26	0	0	70	70	1,201	0-	1,201	0 -	1,610 1.23%	1,610 1.23%	None
Director	Lin Da-Sen (Note 1)	0	0	0	0	0	0	0	0	0.00	0.00	178	178	17	17	295	0	295	0	490 0.37%	490 0.37%	None
Director	Wu Chia-Shin (Note 2)	-	-	-	-	-	-	-	-	0.00	0.00	178	178	17	17	295	-	295	-	480 0.37%	480 0.37%	None
Director	Chen Po-Shou (Note 1)	0	0	0	0	0	0	0	0	0.00	0.00	117	117	20	20	343	0	343	0	0 0.00%	0 0.00%	None
Director	He Chao-Yang (Note 4)	304	304	0	0	0	0	35	35	0.26	0.26	0	0	0	0	0	0	0	0	339 0.26%	339 0.26%	None
Director	Zeng Bai Hu (Note 4)	0	0	0	0	0	0	0	0	0.00	0.00	0	0	0	0	0	0	0	0	339 0.26%	339 0.26%	None
Director	Kuo Chen (Note 4)	304	304	0	0	0	0	35	35	0.26	0.26	0	0	0	0	0	0	0	0	334 0.25%	334 0.25%	None
Independent director	Yeh Chi-Nan (Note 3)	75	75	0	0	0	0	0	0	0.06	0.06	0	0	0	0	0	0	0	0	75 0.06%	75 0.06%	None
Independent director	E Hsin-Chuan (Note 3)	75	75	0	0	0	0	0	0	0.06	0.06	0	0	0	0	0	0	0	0	75 0.06%	75 0.06%	None
Independent director	Wang Wei-Chi (Note 3)	75	75	0	0	0	0	0	0	0.06	0.06	0	0	0	0	0	0	0	0	75 0.06%	75 0.06%	None
Independent director	Wang En Guo (Note 4)	358	358	0	0	0	0	40	40	0.30	0.30	0	0	0	0	0	0	0	0	398 0.30%	398 0.30%	None
Independent director	Lu Guan Wen (Note 5)	304	304	0	0	0	0	40	40	0.26	0.25	0	0	0	0	0	0	0	0	344 0.26%	344 0.26%	None
Independent director	Gong Xin Jie (Note 4)	304	304	0	0	0	0	45	45	0.27	0.27	0	0	0	0	0	0	0	0	349 0.27%	349 0.27%	None
1.	Please describe the remuneration policies, systems, standards, and structures for independent directors, and their linkage to the amount of remuneration based on factors such as responsibilities, risks, and time invested: The Company's remuneration payment policy for directors is stipulated in the Articles of Incorporation. Remuneration to the president and vice president is handled according to the Company's Labor and Wage Cycle Rules According to Articles of Incorporation, the Company shall set aside 1% to 5% of the annual profit, if any, as remuneration to directors and supervisors. However, earning shall first be used to make up for accumulated losses. The performance evaluation and remuneration to directors and company officers shall be based on the usual standards of the industry, while taking into account the reasonableness of the linkage to the individuals performance, performance evaluation results and the Company's operating performance and future risks.																					
2.	Other than the disclosure in the above table, remunerations to the directors for providing services (such as serving as a consultant to the non-employees of the parent company/all companies listed in the financial statements/reinvested enterprises, etc.) in the most recent year: None.																					

Note 1: Directors Lin Da Sen and Chen Po Shou resigned on April 07, 2023.

Note 2: Director Wu Chia Shin resigned on April 11, 2023.

Note 3: Chairman Lin Wen Hwang, Independent Director, Yeh Chi Nan, and E Xin Chuan, Independent Director, and Wei Chi Wang were discharged after the full re-election at the shareholders' meeting on June 29, 2023.

Note 4: Chairman Shi Hao Ji, Directors He Chao Yang, Zeng Bai Hu, Kuo Chen, Independent Directors Wang En Guo, and Gong Xin Jie took office following the comprehensive reelection at the shareholders' general meeting on June 29, 2023.

Note 5: Independent Director Lu Guan Wen took office after the full re-election at the general shareholders' meeting on June 29, 2023, and resigned on December 29, 2023.

Attachment IV, 2023 Audit Report of Accountants, Financial Statements and Consolidated Financial Statements



勤業眾信

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Independent Auditor's Report

To Ji-Haw Industrial, Co., Ltd.

Opinions

We have duly audited the consolidated balance sheet of Ji-Haw Industrial Co., Ltd. and its subsidiaries as of December 31, 2023 and 2022, and the consolidated comprehensive income statement, consolidated statement of changes in equity and consolidated cash flow statement from January 1 to December 31, 2023 and 2022, as well as notes to the consolidated financial statements (including the summary of significant accounting policies)..

In our opinion, the aforementioned consolidated financial statements in all major respects are in compliance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretation, or SIC Interpretation endorsed by the Financial Supervisory Commission. They are sufficient to adequately express the consolidated financial status of the Ji-Haw Industrial Co., Ltd. and its subsidiaries as of December 31, 2023 and 2022 and its consolidated financial performance and consolidated cash flow from January 1 through December 31, 2023 and 2022.

Basis of Audit Opinion

We are entrusted to conduct the audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. 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 Ji-Haw Industrial, Co., Ltd. and its subsidiaries in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Issues

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of Ji-Haw Industrial, Co., Ltd. and its subsidiaries for the fiscal year 2023. 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.

The key audit matters for the consolidated financial statements of Ji-Haw Industrial, Co., Ltd. and its subsidiaries for the fiscal year 2023 are described as follows:

Recognition of sales revenue

Ji-Haw Industrial Co., Ltd. and its subsidiaries are mainly engaged in the manufacturing, processing and trading of precision electronic connectors and sockets, connectors, wires, cables and various electronic components, as well as other industrial and commercial services. However, the overall market demand has declined this year, but the revenue for the sales to certain customers grew against the trend. As the amount and proportion of such increase are considered significant, we include the recognition of sales revenue from the customer as a key audit matter for Ji-Haw Industrial Co., Ltd. and its subsidiaries. For the accounting policies related to the recognition of operating revenue and relevant disclosure information, please refer to Notes 4 and 24 to the consolidated financial statements.

The main audit procedures that we have performed with respect to the above-mentioned key audit matters are as follows:

1. Understand and test the effectiveness of the design and implementation of the main internal control related to the sales revenue recognition.
2. In order to confirm the authenticity of the sales transactions, we select appropriate samples from the transaction details of customers with significant increase in sales revenue, check transaction vouchers, and confirm the fund remittance recipient and collection process.
3. Send letters to the balance of accounts receivable at the end of the year to customers with significant increases in sales revenue, and implement alternative procedures for those who fail to receive a confirmation in a timely manner, including checking the transaction vouchers and observing the post-period collection status.

Other Matters

Ji-Haw Industrial Co., Ltd. has prepared the parent company only financial statements for 2023 and 2022, and the audit reports with unqualified opinions that we have issued are on file for reference.

Responsibilities of the Management and Governance Body to 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 ability of Ji-Haw Industrial, Co., Ltd. and its subsidiaries 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 Ji-Haw Industrial, Co., Ltd. and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

The governance bodies (including the Audit Committee) of Ji-Haw Industrial, Co., Ltd. and its subsidiaries are responsible for overseeing the financial reporting process.

Responsibilities of the Auditor When Auditing Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance. However, the audit conducted in accordance with the Standards on Auditing cannot guarantee that material misstatements in the consolidated financial statements will be detected. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of Ji-Haw Industrial, Co., Ltd. and its subsidiaries.
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 ability of Ji-Haw Industrial, Co., Ltd. and its subsidiaries to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Ji-Haw Industrial, Co., Ltd. and its subsidiaries 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 Ji-Haw Industrial, Co., Ltd. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Our decision on the key audit matters to be addressed in the audit of the consolidated financial statements of Ji-Haw Industrial, Co., Ltd. and its subsidiaries for the fiscal year 2023 was determined through communications with these governance bodies. 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.

Deloitte Taiwan
CPA Huang Yao Lin

CPA Chou Shih Chieh

Number of the approval letter from the
Financial Supervisory Commission
Jin-Guan-Zheng-Shen-Zi No. 1060004806

Number of the approval letter from the
Financial Supervisory Commission
Jin-Guan-Zheng-Shen-Zi No. 1110348898

March 15, 2024

Ji-Haw Industrial, Co., Ltd., and Subsidiaries
Consolidated Balance Sheets
December 31, 2023 and 2022

Unit: NT\$ thousand

Code	Assets	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 276,271	17	\$ 397,756	24
1110	Current financial assets at fair value through profit or loss (notes 4 and 7)	19,669	1	1,265	-
1136	Current financial assets at amortized cost (notes 4 and 9)	18,041	1	26,795	2
1140	Contract assets - current (Notes 4 and 24)	4,213	-	-	-
1170	Notes and accounts receivable (Notes 4, 10, and 24)	384,248	23	386,932	23
130X	Inventories (Notes 4 and 11)	253,748	15	324,255	19
1470	Other current assets (Notes 19 and 31)	26,803	2	18,436	1
11XX	Total current assets	<u>982,993</u>	<u>59</u>	<u>1,155,439</u>	<u>69</u>
	Non-current Assets				
1510	Non-current financial assets at fair value through profit or loss (notes 4 and 7)	-	-	336	-
1535	Financial assets at amortized cost - non-current (Notes 4 and 9)	9,017	-	-	-
1550	Investments accounted for using equity method (notes 4 and 13)	20,826	1	98,965	6
1600	Property, plant and equipment (Notes 4, 14 and 32)	299,794	18	264,115	16
1755	Right-of-use assets (notes 4, 15 and 16)	61,106	4	39,044	2
1760	Investment property (Notes 4, 16, and 32)	84,930	5	86,927	5
1805	Goodwill (Notes 4 and 17)	97,188	6	-	-
1821	Intangible assets (Notes 4 and 18)	9,399	1	-	-
1840	Deferred income tax assets (Notes 4 and 26)	32,531	2	28,927	2
1990	Other non-current assets (Note 19)	64,288	4	4,001	-
15XX	Total non-current assets	<u>679,079</u>	<u>41</u>	<u>522,315</u>	<u>31</u>
1XXX	Total assets	<u>\$ 1,662,072</u>	<u>100</u>	<u>\$ 1,677,754</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	Current liabilities				
2100	Short-term borrowings (Notes 20 and 32)	\$ 310,500	19	\$ 100,000	6
2130	Contract liabilities - current (Note 24)	135	-	-	-
2170	Notes and Accounts Payable	306,859	18	309,023	18
2200	Other payables (Note 21)	39,387	2	41,760	3
2230	Current income tax liabilities (Notes 4 and 26)	89	-	8,944	1
2280	Current lease liabilities (note 4 and 15)	9,101	1	935	-
2320	Long-term borrowings due within one year (Note 20)	3,140	-	-	-
2399	Other current liabilities (Note 31)	11,146	1	87,541	5
21XX	Total current liabilities	<u>680,357</u>	<u>41</u>	<u>548,203</u>	<u>33</u>
	Non-current liabilities				
2540	Long-term borrowings (Note 20)	10,908	1	-	-
2570	Deferred income tax liabilities (Notes 4 and 26)	22,990	1	54,895	3
2580	Non-current lease liabilities (note 4 and 15)	59,520	4	45,371	3
2640	Net defined benefit liabilities (Note 4 and 22)	886	-	823	-
2645	Guarantee deposits received (Note 4)	2,209	-	2,203	-
2670	Other non-current liabilities	6,949	-	6,286	-
25XX	Total non-current liabilities	<u>103,462</u>	<u>6</u>	<u>109,578</u>	<u>6</u>
2XXX	Total liabilities	<u>783,819</u>	<u>47</u>	<u>657,781</u>	<u>39</u>
	Equity (Notes 4 and 23)				
3100	Common shares	<u>1,127,192</u>	<u>68</u>	<u>1,127,192</u>	<u>67</u>
3200	Capital surplus	<u>226,697</u>	<u>14</u>	<u>226,697</u>	<u>14</u>
	Accumulated losses				
3310	Appropriated as legal capital reserve	23,586	2	23,586	1
3320	Special reserve	218,029	13	218,029	13
3350	Losses to be offset	(626,001)	(38)	(494,359)	(29)
3300	Total accumulated losses	(384,386)	(23)	(252,744)	(15)
3400	Other equity	(91,250)	(6)	(81,172)	(5)
3XXX	Total equity	<u>878,253</u>	<u>53</u>	<u>1,019,973</u>	<u>61</u>
	Total liabilities and equities	<u>\$ 1,662,072</u>	<u>100</u>	<u>\$ 1,677,754</u>	<u>100</u>

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

Chairman: Shih Hao-Ji

General Manager: Lin Meng-Chieh

Accounting Manager: Chen Po-Rong

Ji-Haw Industrial, Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
January 1 to December 31, 2023 and 2022

Unit: NT\$1,000, NTD for Earnings (losses) are denoted in NTD.

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Note 4 and 24)	\$ 1,150,689	100	\$ 1,497,478	100
5000	Operating costs (Notes 11 and 25)	<u>1,007,204</u>	<u>87</u>	<u>1,306,737</u>	<u>87</u>
5950	Gross profit	<u>143,485</u>	<u>13</u>	<u>190,741</u>	<u>13</u>
	Operating expenses (Notes 10, 22, and 25)				
6100	Selling expenses	76,411	7	58,822	4
6200	Administrative expenses	151,484	13	113,840	8
6300	R&D expenses	60,855	5	50,610	3
6450	Impairment loss (reversal) of expected credit loss	<u>11,000</u>	<u>1</u>	(<u>4,485</u>)	<u>-</u>
6000	Total operating expenses	<u>299,750</u>	<u>26</u>	<u>218,787</u>	<u>15</u>
6900	Operating loss	(<u>156,265</u>)	(<u>13</u>)	(<u>28,046</u>)	(<u>2</u>)
	Non-operating income and expenses				
7100	Interest revenue (Notes 25 and 32)	4,500	-	2,933	-
7010	Other income (Notes 15 and 25)	18,370	2	24,411	2
7020	Other gains and losses (Note 25)	(19,864)	(2)	48,577	3
7050	Financial costs (Note 25)	(5,016)	-	(4,447)	-
7060	Share of the profit of associates accounted for using equity method (note 4 and 13)	(<u>17,719</u>)	(<u>2</u>)	<u>4</u>	<u>-</u>
7000	Total non-operating income and expenses	(<u>19,729</u>)	(<u>2</u>)	<u>71,478</u>	<u>5</u>

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Code		2023		2022	
		Amount	%	Amount	%
7900	Profit (loss) before tax	(\$ 175,994)	(15)	\$ 43,432	3
7950	Income tax income (expense) (Notes 4 and 26)	<u>44,598</u>	<u>4</u>	(<u>56,918</u>)	(<u>4</u>)
8200	Net loss for the year	(<u>131,396</u>)	(<u>11</u>)	(<u>13,486</u>)	(<u>1</u>)
	Other comprehensive income				
	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plan (Note 4 and 22)	(308)	-	2,573	-
8349	Income tax related to items not reclassified into profit or loss (Notes 4 and 26)	<u>62</u>	<u>-</u>	(<u>515</u>)	<u>-</u>
8310		(<u>246</u>)	<u>-</u>	<u>2,058</u>	<u>-</u>
	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences from the translation of financial statements of foreign operations (note 4)	(<u>10,078</u>)	(<u>1</u>)	<u>21,111</u>	<u>2</u>
8360		(<u>10,078</u>)	(<u>1</u>)	<u>21,111</u>	<u>2</u>
8300	Other comprehensive income (after tax)	(<u>10,324</u>)	(<u>1</u>)	<u>23,169</u>	<u>2</u>
8500	Total comprehensive income for the year	(\$ <u>141,720</u>)	(<u>12</u>)	\$ <u>9,683</u>	<u>1</u>
	Loss per share (Note 27)				
9710	Basic	(\$ <u>1.17</u>)		(\$ <u>0.12</u>)	

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

Chairman: Shih Hao-Ji

General Manager: Lin
Meng-Chieh

Accounting Manager:
Chen Po-Rong

Ji-Haw Industrial, Co., Ltd., and Subsidiaries
Consolidated Statements of Changes in Equity
January 1 to December 31, 2023 and 2022

Unit: NT\$ thousand

Code		Share capital – Ordinary shares	Capital surplus	Appropriated as legal capital reserve	Special reserve	Accumulated losses		Other equity		Total	Total equity
						Losses to be offset	Total	Exchange differences from the translation of financial statements of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income		
A1	Balance as of January 1, 2022	\$ 1,127,192	\$ 226,697	\$ 23,586	\$ 218,029	(\$ 482,931)	(\$ 241,316)	(\$ 88,283)	(\$ 14,000)	(\$ 102,283)	\$ 1,010,290
D1	Net loss in 2022	-	-	-	-	(13,486)	(13,486)	-	-	-	(13,486)
D3	Other comprehensive income after tax in 2022	-	-	-	-	2,058	2,058	21,111	-	21,111	23,169
D5	Total comprehensive income in 2022	-	-	-	-	(11,428)	(11,428)	21,111	-	21,111	9,683
Z1	Balance as of December 31, 2022	<u>1,127,192</u>	<u>226,697</u>	<u>23,586</u>	<u>218,029</u>	(494,359)	(252,744)	(67,172)	(14,000)	(81,172)	<u>1,019,973</u>
D1	Net loss in 2023	-	-	-	-	(131,396)	(131,396)	-	-	-	(131,396)
D3	Other comprehensive income after tax in 2023	-	-	-	-	(246)	(246)	(10,078)	-	(10,078)	(10,324)
D5	Total comprehensive income in 2023	-	-	-	-	(131,642)	(131,642)	(10,078)	-	(10,078)	(141,720)
Z1	Balance as of December 31, 2023	<u>\$ 1,127,192</u>	<u>\$ 226,697</u>	<u>\$ 23,586</u>	<u>\$ 218,029</u>	(\$ 626,001)	(\$ 384,386)	(\$ 77,250)	(\$ 14,000)	(\$ 91,250)	<u>\$ 878,253</u>

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

Chairman: Shih Hao-Ji

General Manager: Lin Meng-Chieh

Accounting Manager: Chen Po-Rong

Ji-Haw Industrial, Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
January 1 to December 31, 2023 and 2022

		Unit: NT\$ thousand	
Code		2023	2022
	Cash flows from operating activities		
A00010	Profit (loss) before tax	(\$ 175,994)	\$ 43,432
A20010	Adjustments:		
A20100	Depreciation Expense	35,942	35,171
A20200	Amortization Expense	89	-
A20300	Impairment loss (reversal) of expected credit loss	11,000	(4,485)
A20900	Finance costs	5,016	4,447
A21200	Interest income	(4,500)	(2,933)
A20400	Loss (gain) on financial assets at FVTPL	(425)	1,021
A22300	Share of profit or loss of affiliated companies using the equity method	17,719	(4)
A22500	Loss (gain) on disposal of property, plants, and equipment	33,063	(1,257)
A23700	Reversal of write-down of inventories	(3,224)	(12,983)
A24100	Unrealized foreign currency exchange loss (gain)	(8,882)	4,015
	Changes in operating assets and liabilities		
A31125	Contract assets	(628)	-
A31150	Notes and Accounts Receivable	16,155	241,377
A31200	Inventories	77,406	26,948
A31240	Other current assets	(8,054)	14,287
A31250	Refundable deposits	(4,548)	1,520
A32125	Contract Liabilities	128	-
A32150	Notes and Accounts Payable	(7,446)	(197,238)
A32180	Other payables	(3,489)	(12,676)
A32240	Net defined benefit liabilities	(245)	(463)
A32230	Other current liabilities	2,316	25,684
A32990	Other operating liabilities	663	1,255
A33000	Cash generated from operations	(17,938)	167,118
A33300	Interest paid	(2,807)	(4,447)
A33500	Income tax received (paid)	351	(50,592)
AAAA	Net cash inflow (outflow) from operating activities	(20,394)	112,079

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Code		2023	2022
	Cash flows from investing activities		
B00040	Acquisition of financial assets at amortized cost	(\$ 36,387)	(\$ 836)
B00050	Proceeds from the disposal of financial assets at amortized cost	36,352	65,232
B00100	Acquisition of financial assets at fair value through profit or loss	(40,615)	(962)
B00200	Proceeds from disposal of financial assets at fair value through profit or loss	23,551	-
B01800	Acquisition of long-term equity investment under equity method	(20,000)	-
B02200	Acquisition of subsidiaries	(90,480)	-
B02300	Proceeds from the disposal of subsidiaries	-	25,489
B02700	Acquisition of property, plants, and equipment	(108,429)	(13,560)
B02800	Proceeds from disposal of property, plants, and equipment	8,548	1,553
B04500	Acquisition of intangible assets	(9,452)	-
B05350	Acquisition of right-of-use assets	(964)	-
B06700	Increase in other non-current assets	(54,947)	(11)
B07500	Interest received	<u>4,500</u>	<u>2,933</u>
BBBB	Net Cash Inflow (outflow) From Investing Activities	(<u>288,323</u>)	<u>79,838</u>
	Cash flows from financing activities		
C00100	Increase (decrease) in short-term borrowings	200,000	(179,345)
C01700	Repayment of long-term borrowings	(240)	-
C03000	Decrease (increase) in guarantee deposits received	6	(68)
C04020	Repayment of principal of lease liabilities	(<u>2,316</u>)	(<u>896</u>)
CCCC	Net cash inflow (outflow) from financing activities	<u>197,450</u>	(<u>180,309</u>)
DDDD	Effect of exchange rate changes on cash and cash equivalents	(<u>10,218</u>)	<u>3,517</u>
EEEE	Net increase (decrease) in cash and cash equivalents	(121,485)	15,125
E00100	Cash and cash equivalents at beginning of period	<u>397,756</u>	<u>382,631</u>
E00200	Cash and cash equivalents at end of period	<u>\$ 276,271</u>	<u>\$ 397,756</u>

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

Chairman: Shih Hao-Ji	General Manager: Lin Meng-Chieh	Accounting Manager: Chen Po-Rong
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Independent Auditor's Report

To Whom It May Concern at Ji-Haw Industrial, Co., Ltd.:

Opinions

We have audited the accompanying parent company only balance sheets of Ji-Haw Industrial Co., Ltd. as of December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, of changes in equity and of cash flow from January 1 to December 31, 2023 and 2022, as well as notes to the parent company only financial statements (including the summary of significant accounting policies).

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of the Ji-Haw Industrial Co., Ltd. as of December 31, 2023 and 2022, and the parent company only financial performance and the parent company only cash flows from January 1 through December 31, 2023 and 2022, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis of Audit Opinion

We are entrusted to conduct the audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. Our responsibilities as an auditor under the abovementioned standards will be explained in the Responsibilities paragraph. We are independent of Ji-Haw Industrial, Co., Ltd. in accordance with the Certified Public Accountants Code of Professional Ethics in the Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Issues

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 of Ji-Haw Industrial Co., Ltd. for the year 2023. These issues have already been addressed when we audited and formed our opinions on the Standalone Financial Statements. Therefore we do not provide opinions separately for individual issues.

Key audit matters for the parent company only financial statements of Ji-Haw Industrial Co., Ltd. for the year 2023 are stated as follows:

Recognition of sales revenue

Ji-Haw Industrial Co., Ltd. are mainly engaged in the manufacturing, processing and trading of precision electronic connectors and sockets, connectors, wires, cables and various electronic components, as well as other industrial and commercial services. However, the overall market demand has declined this year, but the revenue for the sales to certain customers grew against the trend. As the amount and proportion of such increase are considered significant, we include the recognition of sales revenue from the customer as a key audit matter for Ji-Haw Industrial Co., Ltd. For the relevant accounting policies and relevant disclosure information for the occurrence of operating revenue recognition, please refer to Notes 4 and 19 to the parent company only financial statements.

The main audit procedures that we have performed with respect to the above-mentioned key audit matters are as follows:

1. Understand and test the effectiveness of the design and implementation of the main internal control related to the sales revenue recognition.
2. In order to confirm the authenticity of the sales transactions, we select appropriate samples from the transaction details of customers with significant increase in sales revenue, check transaction vouchers, and confirm the fund remittance recipient and collection process.
3. Send letters to the balance of accounts receivable at the end of the year to customers with significant increases in sales revenue, and implement alternative procedures for those who fail to receive a confirmation in a timely manner, including checking the transaction vouchers and observing the post-period collection status.

Responsibilities of the Management and Governance Body to the Standalone Financial Statements

Responsibilities of the management were to prepare and ensure fair presentation of the Standalone Financial Statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and to exercise proper internal control practices that are relevant to the preparation of Standalone Financial Statements so that the Standalone Financial Statements are free of material misstatements, whether caused by fraud or error.

In preparing the parent company only financial statements, the management's responsibilities also include assessing the ability of the Ji-Haw Industrial Co., Ltd. to continue as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting, unless the management intends to liquidate Ji-Haw Industrial Co., Ltd. or cease operations, or has no other viable alternative but to liquidate or suspend business.

The governing body of Ji-Haw Industrial Co., Ltd. (including the Audit Committee) are responsible for supervising the financial reporting process.

Responsibilities of the Auditor When Auditing Standalone Financial Statements

The purposes of our audit were to obtain reasonable assurance of whether the Standalone Financial Statements were prone to material misstatements, whether due to fraud or error, and to issue a report of our audit opinions. Reasonable assurance is a high level of assurance. However, an audit conducted in accordance with the Standards on Auditing cannot guarantee that material misstatements in the parent company's financial statements will be detected. Misstatements can arise from fraud or error. Misstatements are considered material if the individual amount or

aggregate total is reasonably expected to affect economic decisions of the Standalone Financial Statement user.

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

1. Identify and assess the risks of material misstatement of the parent company's only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence 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 internal control of Ji-Haw Industrial, Co., Ltd..
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 ability of Ji-Haw Industrial, Co., Ltd. to continue as a going concern. We are bound to remind users of Standalone Financial Statements and make related disclosures if uncertainties exist in regards to the abovementioned events or circumstances, and amend audit opinions when the disclosures are no longer appropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Ji-Haw Industrial, Co., Ltd. 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 related notes, 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 Ji-Haw Industrial, Co., Ltd. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion of Ji-Haw Industrial, Co., Ltd.

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 of Ji-Haw Industrial, Co., Ltd. for the year 2023. 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.

Deloitte Taiwan
Huang Yao-Lin, CPA

Chou Shih-Chieh, CPA

Approval reference number of Financial
Supervisory Commission
Jin-Guan-Zheng-Shen-Zi No. 1060004806

Approval reference number of Financial
Supervisory Commission
Jin-Guan-Zheng-Shen-Zi No. 1110348898

March 15, 2024

Ji-Haw Industrial, Co., Ltd.
Balance Sheets
December 31, 2023 and 2022

Unit: NT\$ thousand

Code	Assets	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	Current assets				
1100	Cash (Note 4 and 6)	\$ 37,171	2	\$ 166,521	11
1170	Accounts receivable (Notes 4, 8 and 19)	184,396	12	192,762	13
1210	Other receivables - Related parties (Note 26)	10,900	1	-	-
130X	Inventories (Notes 4 and 9)	60,229	4	51,889	4
1470	Other current assets (Note 4 and 21)	10,386	1	1,794	-
11XX	Total current assets	<u>303,082</u>	<u>20</u>	<u>412,966</u>	<u>28</u>
	Non-current Assets				
1550	Investments accounted for using equity method (Notes 4, 10, 22, and 29)	898,908	59	863,845	59
1600	Property, plant and equipment (Notes 4, 11 and 27)	196,751	13	108,738	8
1755	Right-of-use assets (Notes 4 and 12)	18,544	1	-	-
1760	Investment property (Notes 4, 13, and 27)	65,061	4	66,374	5
1780	Intangible assets (Notes 4 and 14)	9,381	1	-	-
1840	Deferred income tax assets (Notes 4 and 21)	6,130	-	6,607	-
1990	Other non-current assets (Note 4)	23,278	2	75	-
15XX	Total non-current assets	<u>1,218,053</u>	<u>80</u>	<u>1,045,639</u>	<u>72</u>
1XXX	Total assets	<u>\$ 1,521,135</u>	<u>100</u>	<u>\$ 1,458,605</u>	<u>100</u>
Code	LIABILITIES AND EQUITY				
	Current liabilities				
2100	Short-term borrowings (Notes 15 and 27)	\$ 300,000	20	\$ 100,000	7
2170	Notes and Accounts Payable	10,870	1	17,144	1
2180	Accounts payable - Related parties (Note 26)	273,827	18	242,380	17
2200	Other payables (Note 16)	13,723	1	21,623	1
2280	Lease liabilities - current (Notes 4 and 12)	6,751	-	-	-
2300	Other current liabilities	371	-	205	-
21XX	Total current liabilities	<u>605,542</u>	<u>40</u>	<u>381,352</u>	<u>26</u>
	Non-current liabilities				
2570	Deferred income tax liabilities (Notes 4 and 21)	22,990	1	54,895	4
2580	Lease liabilities - non-current (Notes 4 and 13)	11,902	1	-	-
2640	Net defined benefit liabilities (Notes 4 and 17)	886	-	823	-
2670	Guarantee deposits received (Note 4)	1,562	-	1,562	-
25XX	Total non-current liabilities	<u>37,340</u>	<u>2</u>	<u>57,280</u>	<u>4</u>
2XXX	Total liabilities	<u>642,882</u>	<u>42</u>	<u>438,632</u>	<u>30</u>
	Equity (Notes 4 and 18)				
3100	Common stock	1,127,192	74	1,127,192	77
3200	Capital surplus	226,697	15	226,697	16
	Accumulated losses				
3310	Appropriated as legal capital reserve	23,586	2	23,586	2
3320	Special reserve	218,029	14	218,029	15
3350	Losses to be offset	(626,001)	(41)	(494,359)	(34)
3300	Total accumulated losses	(384,386)	(25)	(252,744)	(17)
3400	Other equity	(91,250)	(6)	(81,172)	(6)
3XXX	Total equity	<u>878,253</u>	<u>58</u>	<u>1,019,973</u>	<u>70</u>
	Total liabilities and equities	<u>\$ 1,521,135</u>	<u>100</u>	<u>\$ 1,458,605</u>	<u>100</u>

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

Chairman: Shih Hao-Ji

General Manager: Lin Meng-Chieh

Accounting Manager: Chen Po-Jung

Ji-Haw Industrial, Co., Ltd.
Statements of Comprehensive Income
January 1 to December 31, 2023 and 2022

Unit: NTD Thousand, but NTD for the loss per share

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenues (Notes 4, 19, and 26)	\$ 533,710	100	\$ 698,712	100
5000	Operating cost (Notes 9 and 26)	<u>512,040</u>	<u>96</u>	<u>655,692</u>	<u>94</u>
5900	Gross profit	<u>21,670</u>	<u>4</u>	<u>43,020</u>	<u>6</u>
	Operating expenses (Notes 8, 17, and 20)				
6100	Selling expenses	47,364	9	36,195	5
6200	Administrative expenses	61,847	12	47,925	7
6300	R&D expenses	7,682	1	7,374	1
6450	Reversal of Impairment loss of expected credit loss	(<u>8</u>)	<u>-</u>	(<u>28</u>)	<u>-</u>
6000	Total operating expenses	<u>116,885</u>	<u>22</u>	<u>91,466</u>	<u>13</u>
6900	Operating loss	(<u>95,215</u>)	(<u>18</u>)	(<u>48,446</u>)	(<u>7</u>)
	Non-operating income and expenses				
7100	Interest income	1,742	-	510	-
7010	Other income (Notes 19 and 20)	9,440	2	11,380	2
7020	Other gains and losses (Notes 20 and 29)	93	-	9,321	1
7050	Financial costs (Note 20)	(2,804)	(1)	(2,460)	-
7060	Share of the profit or loss of subsidiaries and associates accounted for using equity method (Notes 4 and 10)	(<u>76,018</u>)	(<u>14</u>)	<u>20,328</u>	<u>3</u>
7000	Total non-operating income and expenses	(<u>67,547</u>)	(<u>13</u>)	<u>39,079</u>	<u>6</u>

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Code		2023		2022	
		Amount	%	Amount	%
7900	Loss before tax	(\$ 162,762)	(31)	(\$ 9,367)	(1)
7950	Income tax gains (expenses) (Notes 4 and 21)	<u>31,366</u>	<u>6</u>	<u>(4,119)</u>	<u>(1)</u>
8200	Net loss for the year	<u>(131,396)</u>	<u>(25)</u>	<u>(13,486)</u>	<u>(2)</u>
	Other comprehensive income				
	Items Not Reclassified				
	Into Profit or Loss				
8311	Remeasurement of defined benefit plan (Notes 4 and 17)	(308)	-	2,573	-
8349	Income tax related to items not reclassified into profit or loss (Notes 4 and 21)	<u>62</u>	<u>-</u>	<u>(515)</u>	<u>-</u>
8310		<u>(246)</u>	<u>-</u>	<u>2,058</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences from the translation of financial statements of foreign operations (note 4)	<u>(10,078)</u>	<u>(2)</u>	<u>21,111</u>	<u>3</u>
8300	Other comprehensive income (after tax)	<u>(10,324)</u>	<u>(2)</u>	<u>23,169</u>	<u>3</u>
8500	Total comprehensive income for the year	<u>(\$ 141,720)</u>	<u>(27)</u>	<u>\$ 9,683</u>	<u>1</u>
	Loss per share (Note 22)				
9750	Basic	<u>(\$ 1.17)</u>		<u>(\$ 0.12)</u>	

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

Chairman: Shih Hao-Ji

General Manager: Lin
Meng-Chieh

Accounting Manager:
Chen Po-Rong



Ji-Haw Industrial, Co., Ltd.
Statements of Changes in Equity
January 1 to December 31, 2023 and 2022

Unit: thousands of New Taiwan Dollar unless otherwise specified

Code		Common shares	Capital surplus	Accumulated losses			Total	Other equity		Total	Total equity
				Appropriated as legal capital reserve	Special reserve	Losses to be offset		Exchange differences from the translation of financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income		
A1	Balance as of January 1, 2022	<u>\$ 1,127,192</u>	<u>\$ 226,697</u>	<u>\$ 23,586</u>	<u>\$ 218,029</u>	<u>(\$ 482,931)</u>	<u>(\$ 241,316)</u>	<u>(\$ 88,283)</u>	<u>(\$ 14,000)</u>	<u>(\$ 102,283)</u>	<u>\$ 1,010,290</u>
D1	Net loss in 2022	-	-	-	-	(13,486)	(13,486)	-	-	-	(13,486)
D3	Other comprehensive income after tax in 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,058</u>	<u>2,058</u>	<u>21,111</u>	<u>-</u>	<u>21,111</u>	<u>23,169</u>
D5	Total comprehensive income in 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(11,428)</u>	<u>(11,428)</u>	<u>21,111</u>	<u>-</u>	<u>21,111</u>	<u>9,683</u>
Z1	Balance as of December 31, 2022	<u>1,127,192</u>	<u>226,697</u>	<u>23,586</u>	<u>218,029</u>	<u>(494,359)</u>	<u>(252,744)</u>	<u>(67,172)</u>	<u>(14,000)</u>	<u>(81,172)</u>	<u>1,019,973</u>
D1	Net loss in 2023	-	-	-	-	(131,396)	(131,396)	-	-	-	(131,396)
D3	Other comprehensive income after tax in 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(246)</u>	<u>(246)</u>	<u>(10,078)</u>	<u>-</u>	<u>(10,078)</u>	<u>(10,324)</u>
D5	Total comprehensive income in 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(131,642)</u>	<u>(131,642)</u>	<u>(10,078)</u>	<u>-</u>	<u>(10,078)</u>	<u>(141,720)</u>
Z1	Balance as of December 31, 2023	<u>\$ 1,127,192</u>	<u>\$ 226,697</u>	<u>\$ 23,586</u>	<u>\$ 218,029</u>	<u>(\$ 626,001)</u>	<u>(\$ 384,386)</u>	<u>(\$ 77,250)</u>	<u>(\$ 14,000)</u>	<u>(\$ 91,250)</u>	<u>\$ 878,253</u>

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

Chairman: Shih Hao-Ji

General Manager: Lin Meng-Chieh

Accounting Manager: Chen Po-Rong

Ji-Haw Industrial, Co., Ltd.
Statements of Cash Flows
January 1 to December 31, 2023 and 2022

Unit: NT\$ thousand

Code		2023	2022
	Cash flows from operating activities		
A00010	Net loss before tax for the current year	(\$ 162,762)	(\$ 9,367)
A20010	Adjustments:		
A20100	Depreciation Expense	8,508	7,338
A20200	Amortization Expense	71	-
A20300	Reversal of Impairment loss of expected credit loss	(8)	(28)
A20900	Finance costs	2,804	2,460
A21200	Interest income	(1,742)	(510)
A22500	Losses from disposal of property, plant and equipment	2,609	-
A22300	Share of profit or loss of subsidiaries and associates using the equity method	76,018	(20,328)
A23700	Write-down of inventories	2,835	353
A24100	Unrealized foreign currency exchange gain or loss	(1,306)	2,967
A30000	Changes in operating assets and liabilities		
A31190	Other receivables — related parties	(10,900)	-
A31150	Accounts receivable	2,220	155,159
A31200	Inventories	(11,175)	14,813
A31240	Other current assets	(8,592)	2,603
A32150	Notes and Accounts Payable	32,633	(78,917)
A32180	Other payables	(7,900)	2,521
A32230	Other current liabilities	166	(468)
A32240	Net defined benefit liabilities	(245)	(463)
A33000	Cash generated from operations	(76,766)	78,133
A33300	Interest paid	(2,751)	(2,460)
AAAA	Net cash inflow (outflow) from operating activities	(79,517)	75,673
	Cash flows from investing activities		
B01800	Acquisition of long-term equity investment under equity method	(121,159)	-
B02300	Proceeds from the disposal of subsidiaries	-	25,489
B02700	Acquisition of property, plants, and equipment	(96,458)	(329)
B04500	Purchase of intangible assets	(9,452)	-
B05350	Acquisition of right-of-use assets	(356)	-
B07200	Increase in other non-current assets	(23,203)	(41)

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Code		2023	2022
B07500	Interest received	\$ 1,742	\$ 510
B07600	Receipt of dividends from subsidiaries	-	92,748
BBBB	Net Cash Inflow (outflow) From Investing Activities	(248,886)	118,377
	Cash flows from financing activities		
C00100	Increase (decrease) in short-term borrowings	200,000	(135,000)
C03000	Decrease in guarantee deposits	-	(111)
C04020	Repayment of principal of lease liabilities	(947)	-
CCCC	Net cash flows from (used in) financing activities	199,053	(135,111)
EEEE	Net increase (decrease) in cash	(129,350)	58,939
E00100	Cash at the beginning of the year	166,521	107,582
E00200	Cash at the end of the year	\$ 37,171	\$ 166,521

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

Chairman: Shih Hao-Ji

General Manager: Lin
Meng-Chieh

Accounting Manager:
Chen Po-Rong

Attachment V, 2023 Loss Appropriation Table

Ji-Haw Industrial, Co., Ltd. 2023 Loss Appropriation Table

Unit: NT\$

Item	Amount	Note
Losses to be made up at opening	(494,358,603)	
Re-measurement of defined benefit plans	(246,133)	
Losses to be made up after adjustment	(494,604,736)	
Add: Current period net loss	(131,395,981)	
Current period deficit to be covered	(626,000,717)	
Add: Legal reserve used to cover deficit	23,585,836	
Add: Special reserve used to cover deficit	218,028,573	
Add: Capital reserve - premium on stock issuance used to cover deficit	200,024,009	
Add: Capital reserve - transactions of treasury shares used to cover deficit	25,914,870	
Losses to be made up at closing	(158,447,429)	

Distribution of remuneration for employees and directors and supervisors:

Unit: NT\$

Item	Amount	Note
Operating income	533,710,511	
Operating costs	(512,040,136)	
Gross profit	21,670,375	
Operating expenses	(116,884,909)	
Operating loss	(95,214,534)	
Non-operating income and expenses	(67,547,147)	
Loss before tax	(162,761,681)	
Income tax expenses	31,365,700	
Net loss for the year	(131,395,981)	

***According to the company's articles of association, as this period is a pre-tax net loss, it is not proposed to distribute remuneration to employees and directors and supervisors.**

Chairman: Shih Hao-Ji

General Manager: Lin
Meng-Chieh

Accounting Manager:
Chen Po-Rong

Attachment VI, "Procedures for Acquisition or Disposal of Assets," comparison table of the articles before and after Amendment.

Ji-Haw Industrial, Co., Ltd.

"Procedures for Acquisition or Disposal of Assets," comparison table of the articles before and after Amendment.

Approved by the Board of Directors on November 8, 2023

Article	Clause after amendment	Clause before amendment	Explanation of amendment
II.	Original basis: These Procedures are established in accordance with Article 36-1 of the Securities and Exchange Act.	Original basis: This procedure is established in accordance with Article 36-1 of the Securities Exchange Act <u>and the letter from the Securities and Futures Commission of the Ministry of Finance dated December 10, 2002 (2002) Tai-Cai-Zheng-Yi No. 0910006105, "Guidelines for Public Companies Acquiring or Disposing of Assets."</u>	Text revisions.
V	Limits on investments in non-operating real estate <u>and right-of-use assets or securities</u> The limits for acquiring the aforementioned assets by the company are set as follows: In addition to acquiring assets for operational use, the company may also invest in purchasing non-operating real estate and <u>right-of-use assets</u> or securities, with the net amount not exceeding one hundred and fifty percent of the net asset value in the most recent financial report audited and certified by accountants. Individual investment limits are specified as follows: 1. The total investment in non-operating real estate <u>and right-of-use assets</u> shall not exceed fifty percent of the net value of the aforementioned company. 2. The individual limit for investments in securities shall not exceed one hundred percent of the net value of the aforementioned company. 3. <u>The total investment in securities shall not exceed one hundred percent of the net value of the aforementioned company.</u> The limits for the subsidiaries of this company acquiring the aforementioned assets are set as follows: In addition to acquiring assets for operational use, subsidiaries may also invest in purchasing non-operating real estate and <u>right-of-use assets</u> or securities, with the net amount not exceeding one hundred and fifty percent of the net asset value in the most recent financial report audited and certified by accountants. Individual investment limits	Investment limits for non-operational real estate <u>and</u> securities. The limits for acquiring the aforementioned assets by the company are set as follows: In addition to acquiring assets for operational use, our company plans to invest in purchasing non-operating real estate and securities. The net amount shall not exceed one hundred and fifty percent of the net asset value of the most recent financial report audited and certified by accountants. The individual investment limits are specified as follows: 1. The total investment in non-operating real estate shall not exceed fifty percent of the aforementioned company's net value. 2. The individual limit for investments in securities shall not exceed one hundred percent of the net value of the aforementioned company. The limits for the subsidiaries of this company acquiring the aforementioned assets are set as follows: Subsidiaries, besides acquiring assets for operational use, are also poised to invest in purchasing non-operating real estate and securities. The net amount shall not exceed one hundred and fifty percent of the net asset value of the most recent financial report audited and certified by accountants. The individual investment limits are specified as follows: 1. The total investment in non-operating real estate shall not exceed fifty percent of the aforementioned company's net value.	Pursuant to the Financial Supervisory Commission's Jin-Guan-Zheng-Fa-Zi Order No. 1110380465 dated January 28, 2022, and amended in accordance with the Company's operational needs.

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	are specified as follows: 1. The total investment in non-operating real estate and <u>right-of-use assets</u> shall not exceed fifty percent of the net value of the aforementioned company. 2. The individual limit for investments in securities shall not exceed one hundred percent of the net value of the aforementioned company. 3. The total investment in securities shall not exceed <u>one hundred percent</u> of the net value of the aforementioned company.	2. The individual limit for investments in securities shall not exceed one hundred percent of the net value of the aforementioned company.	
6	(Omitted) When issuing valuation reports or opinions, the relevant personnel <u>must adhere to the self-regulation standards of their respective industry associations</u> and the following procedures: 1. Before accepting a case, they should carefully assess their professional capabilities, practical experience, and independence. 2. During the <u>execution</u> of a case, they should properly plan and execute appropriate operational processes to form conclusions and issue reports or opinions; and record the executed procedures, collected data, and conclusions in detail in the case working papers. 3. The appropriateness and reasonableness of the data sources, parameters, and information used must be evaluated item by item to serve as the basis for issuing valuation reports or opinions. 4. The declaration must include that the involved personnel possess professionalism and independence, have evaluated the information used as <u>appropriate and</u> reasonable, and have complied with relevant laws.	(Omitted) When issuing valuation reports or opinions, the following procedures should be adhered to: 1. Before accepting a case, they should carefully assess their professional capabilities, practical experience, and independence. 2. During the <u>audit</u> of a case, they should properly plan and execute appropriate operational processes to form conclusions and issue reports or opinions; and record the executed procedures, collected data, and conclusions in detail in the case working papers. 3. The appropriateness and reasonableness of the data sources, parameters, and information used must be evaluated item by item to serve as the basis for issuing valuation reports or opinions. 4. The declaration must include that the involved personnel possess professionalism and independence, have evaluated the information used as <u>appropriate and</u> reasonable, and have complied with relevant laws.	Same as above
7	(Omitted) 4. Valuation report of real property or other fixed assets When the company acquires or disposes of real estate, equipment, or their right-of-use assets, except for transactions with domestic government agencies, self-developed properties, or leased developments, or when acquiring or disposing of equipment or their right-of-use assets for operational use, if the transaction amount reaches 20% of the company's paid-in capital or exceeds 300 million New Taiwan Dollars, a valuation report issued by a professional appraiser must be obtained prior to the occurrence of the transaction, and must comply with the	(Omitted) 4. Valuation report of real property or other fixed assets When the company acquires or disposes of real estate, equipment, or their right-of-use assets, except for transactions with domestic government agencies, self-developed properties, or leased developments, or when acquiring or disposing of equipment or their right-of-use assets for operational use, if the transaction amount reaches 20% of the company's paid-in capital or exceeds 300 million New Taiwan Dollars, a valuation report issued by a professional appraiser must be obtained prior to the occurrence of the transaction, and must comply with the	Same as above

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>following regulations:</p> <p>(I) When the transaction must reference a limited price, <u>specific price</u>, or special price due to special reasons, such transaction must first be approved by the board of directors. Any future changes in the transaction conditions should also follow the same procedure.</p> <p>(II) For transactions exceeding one billion New Taiwan Dollars, valuations must be obtained from at least two professional appraisers.</p> <p>(III) If one of the following situations occurs in the appraisal results provided by the professional appraisers, unless the appraisal results for acquired assets are all higher than the transaction amount, or the appraisal results for disposed assets are all lower than the transaction amount, an accountant must be consulted to provide concrete opinions on the reasons for the differences and the appropriateness of the transaction price:</p> <p>A. If the gap between the appraisal results and the transaction amount reaches 20% or more of the transaction amount.</p> <p>B. If the gap between the appraisal results of two or more professional appraisers reaches 10% or more of the transaction amount.</p> <p>(IV) The date of the appraisal report issued by the professional appraiser must not be more than three months from the date the contract was established. However, if the same period's current value is applied and it does not exceed six months, an opinion may be issued by the original professional appraiser.</p> <p>(V) If our company acquires or disposes of assets through a court auction process, documents issued by the court may replace the valuation report or accountant's opinion.</p>	<p>following regulations:</p> <p>(I) When a transaction must use a limited price <u>or</u> specific price as the reference for the transaction price due to special reasons, such transaction must first be approved by the board of directors. Any future changes in the <u>transaction</u> conditions should also follow the same procedure.</p> <p>(II) For transactions exceeding one billion New Taiwan Dollars, valuations must be obtained from at least two professional appraisers.</p> <p>(III) If one of the following situations occurs in the appraisal results provided by the professional appraisers, unless the appraisal results for acquired assets are all higher than the transaction amount or the appraisal results for disposed assets are all lower than the transaction amount, an accountant must be consulted. <u>The accountant should handle this according to the auditing standards bulletin No. 20 issued by the Accounting Research and Development Foundation of the Republic of China and provide concrete opinions on the reasons for the differences</u> and the appropriateness of the transaction price.</p> <p>A. If the gap between the appraisal results and the transaction amount reaches 20% or more of the transaction amount.</p> <p>B. If the gap between the appraisal results of two or more professional appraisers reaches 10% or more of the transaction amount.</p> <p>(IV) The date of the appraisal report issued by the professional appraiser must not be more than three months from the date the contract was established. However, if the same period's current value is applied and it does not exceed six months, an opinion may be issued by the original professional appraiser.</p> <p>(V) If our company acquires or disposes of assets through a court auction process, documents issued by the court may replace the valuation report or accountant's</p>	

Article	Clause after amendment	Clause before amendment	Explanation of amendment
		opinion.	
8	<p>1. Evaluation and Operation Procedures The purchase and sale of long-term and short-term securities by our company are conducted according to our internal control system and investment procedures.</p> <p>2. Decision-Making Process for Transaction Conditions and Authorization Limits</p> <p>(I) For securities transactions conducted in centralized trading markets or at securities brokers' offices, the finance unit will decide based on market conditions. <u>For each investment amount, or if the cumulative amount acquired or disposed of the same security within a year is below fifty million New Taiwan Dollars, it shall be executed after review by the General Manager.</u> For amounts below three hundred million New Taiwan Dollars, approval by the Chairman is required and must be reported at the nearest subsequent board meeting. If the amount exceeds three hundred million New Taiwan Dollars, it must be approved by the board of directors before proceeding.</p> <p>(II) For securities transactions not conducted in centralized trading markets or at securities brokers' offices, it is required to first obtain the most recent financial statements audited or reviewed by an accountant of the target company before the date of the transaction as a reference for assessing the transaction price, considering factors such as per share net asset value, profitability, and potential for future development. Transactions can only be executed <u>after approval as per the specified authority and responsibility.</u></p> <p>(III) If the acquisition or disposal of assets by our company is according to established procedures or other legal requirements that require board approval through the audit committee, and if any director expresses dissent which is recorded or stated in writing, the company must also present the dissenting director's information</p>	<p>1. Evaluation and Operation Procedures The purchase and sale of long-term and short-term securities by our company are conducted according to our internal control system and investment procedures.</p> <p>2. Decision-Making Process for Transaction Conditions and Authorization Limits</p> <p>(I) For securities transactions conducted in centralized trading markets or at securities brokers' offices, decisions should be made by the finance unit based on market conditions, <u>with</u> transactions under three hundred million New Taiwan Dollars approved by the Chairman and reported at the subsequent board meeting. Transactions exceeding three hundred million New Taiwan Dollars require board approval before proceeding.</p> <p><u>The approval authority for these securities transactions is governed by our company's "Short-term Investment Procedures" and "Short-term Investment Disposal Procedures."</u></p> <p>(II) For securities transactions not conducted in centralized trading markets or at securities brokers' offices, recent financial statements of the target company, audited or reviewed by an accountant, must be obtained as a reference for assessing the transaction price before the event occurs, considering factors such as per-share net asset value, profitability, and potential for future development. <u>These transactions require board approval before proceeding.</u></p> <p>(III) If the acquisition or disposal of assets by our company is according to established procedures or other legal requirements that require board approval through the audit committee, and if any director expresses dissent which is recorded or stated in writing, the company must also present the dissenting director's information for discussion at the shareholders' meeting, the same applies when amendments are made.</p>	Same as above

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>for discussion at the shareholders' meeting, the same applies when amendments are made.</p> <p>Our company has legally appointed independent directors. When submitting asset acquisition or disposal procedures for discussion by the board of directors, as per the aforementioned regulations, the opinions of all independent directors should be fully considered. If any independent director opposes or has reservations, these should be recorded in the minutes of the board meeting.</p> <p>3. Executing Unit When investing in long-term and short-term securities, our company must follow the decision-making authority outlined previously, <u>with the proposal unit or finance unit responsible</u> for execution.</p> <p>4. Obtaining Expert Opinions (I) When acquiring or disposing of securities, <u>our company must obtain the most recent financial statements of the target company, audited or reviewed by an accountant, to serve as a reference for assessing the transaction price before the date of the event. Additionally, if the amount of each investment acquired or disposed, or the cumulative amount of the same securities acquired or disposed of within a year exceeds one hundred million New Taiwan Dollars, a valuation report from a professional appraiser must be obtained and reviewed by the Chairman before proceeding, and it should be reported at the upcoming board meeting. For transactions reaching 20% of the company's paid-in capital or exceeding three hundred million New Taiwan Dollars, an accountant's opinion on the reasonableness of the transaction price must be sought before the date of the event.</u> However, this requirement does not apply if the securities have an active market with public quotations or if the Financial Supervisory Commission has specific regulations.</p>	<p>Our company has legally appointed independent directors. When submitting asset acquisition or disposal procedures for discussion by the board of directors, as per the aforementioned regulations, the opinions of all independent directors should be fully considered. If any independent director opposes or has reservations, these should be recorded in the minutes of the board meeting.</p> <p>3. Executing Unit When investing in long-term and short-term securities, our company must follow the previously outlined decision-making authority, with the <u>Finance and Management Department</u> responsible for execution.</p> <p>4. Obtaining Expert Opinions (I) If the company acquires or disposes of securities <u>under one of the following circumstances</u>, and the transaction amount reaches 20% of the company's paid-in capital or exceeds three hundred million New Taiwan Dollars, an accountant's opinion on the reasonableness of the transaction price must be sought before the event. However, this requirement does not apply if the securities have an active market with public quotations or if the Financial Supervisory Commission (referred to as this Commission) has specific regulations. (II) If our company acquires or disposes of assets through a court auction process, documents issued by the court may substitute for the valuation report or accountant's opinion.</p>	

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	(II) If our company acquires or disposes of assets through a court auction process, documents issued by the court may substitute for the valuation report or accountant's opinion.		
9	<p>1. When our company and related parties acquire or dispose of assets, in addition to following the procedures outlined in Article 7 for acquiring real estate and assessing the reasonableness of the transaction conditions as per the following regulations, if the transaction amount reaches 10% or more of the company's total assets, a valuation report from a professional appraiser or an accountant's opinion must also be obtained according to the aforementioned provisions. The calculation of the transaction amount in the preceding paragraph shall be done in accordance with the regulations. In addition, when judging whether a transaction counterparty is a related party, in addition to the legal form, the substantive relationship shall also be considered.</p> <p>2. Evaluation and Operation Procedures</p> <p>(Omitted).</p> <p>(VII) The restrictions and other important covenants of the transaction. The calculation of the transaction amount in the preceding paragraph shall be in accordance with the following provisions</p> <p>A. The amount of each transaction.</p> <p>B. The accumulated transaction amount of the acquisition or disposal of the subject matter of the same nature with the same counterparty within one year.</p> <p>C. The accumulated amount of the acquisition or disposition (accumulated separately) of the same development project in one year.</p> <p>D. The accumulated amount of acquisition or disposition (accumulated separately for acquisition and disposal) of the same security in one year.</p> <p>Also, the alleged "within one year" means for the period from the date of occurrence moving backward for one year in retrospect. The portion that has</p>	<p>1. When our company and related parties acquire or dispose of assets, in addition to following the procedures outlined in Article 7 for acquiring real estate and assessing the reasonableness of the transaction conditions as per the following regulations, if the transaction amount reaches 10% or more of the company's total assets, a valuation report from a professional appraiser or an accountant's opinion must also be obtained according to the aforementioned provisions. The amount of the transaction referred to in the preceding paragraph shall be calculated in accordance with <u>Article 8-I</u>. In addition, when judging whether a transaction counterparty is a related party, in addition to the legal form, the substantive relationship shall also be considered.</p> <p>2. Evaluation and Operation Procedures (Omitted).</p> <p>(VII) The restrictions and other important covenants of the transaction. The calculation of the transaction amount in the preceding paragraph shall be in accordance with the following provisions</p> <p>A. The amount of each transaction.</p> <p>B. The accumulated transaction amount of the acquisition or disposal of the subject matter of the same nature with the same counterparty within one year.</p> <p>C. The accumulated amount of the acquisition or disposition (accumulated separately) of the same development project in one year.</p> <p>D. The accumulated amount of acquisition or disposition (accumulated separately for acquisition and disposal) of the same security in one year.</p> <p>Also, the alleged "within one year" means for the one year prior to the date of occurrence, excluding the part that has been approved by the Board of Directors and recognized by the</p>	

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>been approved by the <u>shareholders' meeting</u>, the board of directors, and the supervisors may be excluded from the calculation in accordance with the Regulations.</p> <p>If a public company engages in the following transactions with its parent company or subsidiaries, or its subsidiaries in which the public company holds, directly or indirectly, 100% of its issued shares or capital, the board of directors may authorize the chairperson in accordance with <u>Article 7 Section 2 Paragraph 1</u> to and then reported to the most recent board meeting for ratification:</p> <p>A. Acquisition or disposal of business equipment or its right-of-use assets.</p> <p>B. Acquisition or disposal of the right-of-use assets for business purposes.</p> <p>In accordance with the first paragraph, it shall be submitted to the Audit Committee for approval, and submitted to the Board of Directors for resolution. <u>When the motion is submitted to the board of directors for discussion, the opinions of each independent director shall be considered sufficiently. If the independent directors have adverse opinions or reservations, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>Where the Company or a subsidiary that is not a public company of the Republic of China engages in the transaction referred to in paragraph 1, and the transaction amount reaches 10% or more of the total assets of the company, the company shall submit the information listed in paragraph 1 to the shareholders' meeting for approval, may enter into a transaction contract and make a payment. However, this does not apply to transactions between the Company and its parent company or subsidiaries, or between subsidiaries.</u></p>	<p>Supervisors in accordance with the Regulations.</p> <p>If a public company is engaged in the following transactions with its parent company or subsidiaries, or its subsidiaries in which the public company holds 100% of its issued shares or total capital directly or indirectly, the board of directors may authorize the Chairman in accordance with <u>Article 7 Section 1 Paragraph 3</u> to and then reported to the most recent board meeting for ratification:</p> <p>A. Acquisition or disposal of business equipment or its right-of-use assets.</p> <p>B. Acquisition or disposal of the right-of-use assets for business purposes.</p> <p>In accordance with the first paragraph, it shall be submitted to the Audit Committee for approval, and submitted to the Board of Directors for resolution.</p>	
	<p>3. Assessment of the reasonableness of transaction costs</p> <p>(I) - (IV): Omitted.</p> <p>(V) Where the Company acquires real</p>	<p>3. Assessment of the reasonableness of transaction costs</p> <p>(I) - (IV): Omitted.</p> <p>(V) If the real property or the right-of-use assets thereof acquired by the Company <u>and the public company evaluated by the equity method</u> from a related party in accordance with the provisions of Subparagraphs 1 and 2, Paragraph 3 of this article are all lower than the transaction price, the following shall be done:</p> <p>A~B: (Omitted)</p> <p>C. The handling of items 1 and 2, subparagraph (5), paragraph 3 shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and the prospectus.</p> <p>Where the Company has set aside a special reserve in accordance with the preceding paragraph, or has recognized a loss on falling price of an asset that should have been acquired or leased at a high price, or has been disposed of, or has been leased for termination of a lease, or as appropriate compensation or restoration to the original state, or when there is other evidence to determine</p>	

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>property or right-of-use assets thereof from a related party and the result of evaluation under Subparagraphs 1 and 2, Paragraph 3 of this article is lower than the transaction price, the following shall be taken:</p> <p>A~B: (Omitted)</p> <p>C. The handling of items 1 and 2, subparagraph (5), paragraph 3 shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and the prospectus.</p> <p>Where the Company has set aside a special reserve in accordance with the preceding paragraph, or has recognized a loss on falling price of an asset that should have been acquired or leased at a high price, or has been disposed of, or has been leased for termination of a lease, or as appropriate compensation or restoration to the original state, or when there is other evidence to determine whether it is unreasonable, The special reserve may only be used with the approval of the Securities and Futures Commission, Ministry of Finance.</p> <p>(VI) - (VII): Omitted.</p>	<p>whether it is unreasonable, The special reserve may only be used with the approval of the Securities and Futures Commission, Ministry of Finance.</p> <p>(VI) - (VII): Omitted.</p>	
11	<p>Procedures for acquisition or disposal of intangible assets or their right-of-use assets 1-3: Omitted.</p> <p>4. Expert opinion report on intangible assets</p> <p>Where the Company's acquisition or disposal of intangible assets <u>or right-of-use assets thereof, or membership card</u> transaction amount exceeds 20% of <u>the</u> Company's paid-in capital or NTD 300 million, CPAs were invited to express an opinion on the reasonableness of the transaction price.</p>	<p>Procedures for acquisition or disposal of intangible assets or their right-of-use assets 1-3: Omitted.</p> <p>4. Expert opinion report on intangible assets</p> <p>When our company acquires or disposes <u>of</u> intangible assets, rights to use assets, or memberships, and the transaction amount reaches 20% of the company's paid-in capital or exceeds NTD 300 million, except for transactions with domestic government agencies, an accountant must be consulted for an opinion <u>on the reasonableness of the transaction price before the event occurs.</u></p>	Same as above
13	<p>Procedures for merger, spinoff, acquisition, or transfer of shares</p> <p>1. Evaluation and Operation Procedures</p> <p>(I) When our company acquires or disposes of intangible assets and the transaction amount reaches 20% of the company's paid-in capital or exceeds NTD 300 million, except for transactions with government agencies, an</p>	<p>Procedures for merger, spinoff, acquisition, or transfer of shares</p> <p>1. Evaluation and Operation Procedures</p> <p>(I) When the Company conducts a merger, demerger, acquisition or share transfer <u>, it is advisable to engage lawyers, accountants and underwriters to jointly discuss the expected timetable for legal procedures, and organize a special</u></p>	

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>accountant must be consulted for an opinion on the reasonableness of the transaction price before the event occurs. The accountant should also handle this according to the auditing standards bulletin No. 20 issued by the Accounting Research and Development Foundation. However, when our company merges with its subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital, or when such subsidiaries, in which 100% of the issued shares or total capital is held directly or indirectly, merge with each other, obtaining an expert opinion on the reasonableness as previously described is not required.</p> <p>(II) Omitted.</p> <p>2. Other precautionary measures</p> <p>(I) - (II): Omitted.</p> <p>(III) Principles for setting and changing the exchange ratio or acquisition price: Companies involved in mergers, splits, acquisitions, or share transfers should request opinions from accountants, lawyers, or securities underwriters regarding the reasonableness of the exchange ratio, acquisition price, or distribution of cash or other assets to shareholders before the boards of both parties. These should be reported to the shareholders' meeting. The exchange ratio or acquisition price should not be arbitrarily changed except under the following circumstances, and conditions for possible changes should be stipulated in the contract for the merger, division, acquisition, or <u>share transfer</u>:</p> <p>A - E: Omitted.</p> <p>(IV) - (VII): Omitted.</p>	<p><u>team to carry out the procedures in accordance with the legal procedures.</u> Before convening a board meeting to resolve, hire a certified public accountant, lawyer, or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price, or allotment of cash or other property to shareholders, and submit it to the board of directors for discussion and approval. However, when our company merges with its subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital, or when such subsidiaries, in which 100% of the issued shares or total capital is held directly or indirectly, merge with each other, it is not required to obtain an expert opinion on the reasonableness as previously described.</p> <p>(II) Omitted.</p> <p>2. Other precautionary measures</p> <p>(I) - (II): Omitted.</p> <p>(III) Principles for setting and changing the exchange ratio or acquisition price: Companies involved in mergers, splits, acquisitions, or share transfers should engage accountants, lawyers, or securities underwriters to provide opinions on the reasonableness of the exchange ratio, acquisition price, or the distribution of cash or other assets to shareholders before the boards of both parties and report these to the <u>shareholders' meeting</u>. <u>In principle, the exchange ratio or acquisition price should not be arbitrarily changed, except under conditions stipulated in the contract that allow for changes and have been publicly disclosed. The conditions for the change of the share exchange ratio or acquisition price are as follows:</u></p> <p>A - E: Omitted.</p> <p>(IV) - (VII): Omitted.</p>	
14	<p>Information disclosure procedures</p> <p>1. Items to be Announced and Reported and Standards of Announcement and Report</p> <p>(I) - (VI): Omitted.</p> <p>(VII) Other than the previous six items, transactions involving asset trades, financial institutions</p>	<p>Information disclosure procedures</p> <p>1. Items to be Announced and Reported and Standards of Announcement and Report</p> <p>(I) - (VI): Omitted.</p> <p>(VII) Other than the previous six items, transactions involving asset trades, financial institutions</p>	Same as above

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>disposing of claims, or engaging in investments in mainland China, where the transaction amount reaches 20% of the company's paid-in capital or exceeds NTD 300 million. However, the following are not subject to this restriction:</p> <p>A. Trading of domestic government bonds <u>or foreign government bonds with a credit rating not lower than Taiwan's sovereign rating.</u></p> <p>B. For professionals in investment, transactions of securities conducted at stock exchanges or securities brokers' offices, or subscriptions in the primary market for <u>foreign government bonds</u> or general corporate bonds and general financial bonds that do not involve equity (excluding subordinated bonds), or subscriptions or buybacks of securities investment trust funds or futures trust funds, or redemptions of index investment securities, or securities subscribed due to the underwriting needs of securities brokers, who act as advisors and recommend securities brokers according to the regulations of the Securities OTC Trading Center of the Republic of China Foundation.</p> <p>C. R/P and reverse R/P bonds, subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(VIII): Omitted. 2-3: Omitted.</p>	<p>disposing of claims, or engaging in investments in mainland China, where the transaction amount reaches 20% of the company's paid-in capital or exceeds NTD 300 million. However, the following are not subject to this restriction:</p> <p>A. Trading of domestic government bonds.</p> <p>B. For professionals in investment, trading securities at stock exchanges or securities brokers' offices, or subscribing to newly issued ordinary corporate bonds and general financial bonds that do not involve equity (excluding subordinated bonds) in the primary market, or subscribing to or redeeming securities investment trust funds or futures trust funds, or securities purchased due to the underwriting needs of securities brokers who act as advisors and recommend securities brokers in accordance with the regulations of the Taiwan Securities OTC Trading Center.</p> <p>C. R/P and reverse R/P bonds, subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(VIII): Omitted. 2-3: Omitted.</p>	
18	<p>These Procedures were enacted on August 11, 1989.</p> <p>These Procedures were amended for the first time on September 30, 1991.</p> <p>These Procedures were amended for the second time on June 26, 1995.</p> <p>These Procedures were amended for the third time on April 28, 1997.</p> <p>These Procedures were amended for the fourth time on October 28, 1999.</p> <p>These Procedures were amended for the 5th instance <u>on June 27, 2003</u>.</p> <p>These Procedures were amended for the</p>	<p>These Procedures were enacted on August 11, 1989.</p> <p>These Procedures were amended for the first time on September 30, 1991.</p> <p>These Procedures were amended for the second time on June 26, 1995.</p> <p>These Procedures were amended for the third time on April 28, 1997.</p> <p>These Procedures were amended for the fourth time on October 28, 1999.</p> <p>These Procedures were amended for the fifth time <u>on March 3, 2003</u>.</p> <p>These Procedures were amended for the</p>	<p>Partially revised, from the date of approval by the Board of Directors to the date of approval by the shareholders' meeting.</p>

Article	Clause after amendment	Clause before amendment	Explanation of amendment
	<p>sixth time <u>on June 15, 2012</u> .</p> <p>These Procedures were amended for the 7th instance <u>on June 14, 2013</u> .</p> <p>These Procedures were amended for the eighth time <u>on June 17, 2014</u> .</p> <p>These Procedures were amended for the 9th instance <u>on June 14, 2017</u> .</p> <p>These Procedures were amended for the 10th time <u>on June 14, 2019</u>.</p> <p>These Procedures were amended for the eleventh time <u>on June 20, 2022</u>.</p> <p>These Procedures were amended for the twelfth time <u>on June 28, 2024</u>.</p>	<p>sixth time <u>on March 27, 2012</u> .</p> <p>These Procedures were amended for the 7th instance <u>on March 26</u> , 2013.</p> <p>These Procedures were amended for the eighth time <u>on March 27, 2014</u> .</p> <p>These Procedures were amended for the 9th instance <u>on March 22, 2017</u> .</p> <p>These Procedures were amended for the 10th time <u>on March 22, 2019</u>.</p> <p>These Procedures were amended for the eleventh time <u>on March 29, 2022</u>.</p>	

Appendix I, "Procedures for the Acquisition or Disposal of Assets" before Amendment

Ji-Haw Industrial, Co., Ltd.

Procedures for the Acquisition or Disposal of Assets

Approved by the shareholders' meeting: June 20, 2022

I. Purpose

The procedures are established to protect assets and implement information disclosure.

II. Original basis:

This procedure is established in accordance with Article 36-1 of the Securities Exchange Act and the letter from the Securities and Futures Commission of the Ministry of Finance dated December 10, 2002 (2002) Tai-Cai-Zheng-Yi No. 0910006105, "Guidelines for Public Companies Acquiring or Disposing of Assets."

III. Scope of application:

1. Securities: including investments in stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depository receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Property (including land, buildings and structures, investment property, and inventories of construction companies) and equipment.
3. Membership card.
4. Patents, copyrights, trademarks, franchises and other intangible assets.
5. Right-of-use assets.
6. Financial institutions' claims (including receivables, foreign exchange discount and loans, nonperforming loans).
7. Derivative products
8. Assets acquired or disposed of through merger, demerger, acquisition, or transfer of shares in accordance with the law.
9. Other important assets.

IV. Definition of terms:

1. Derivative products: Refer to forward contracts, options contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or structured products containing embedded derivatives. Their values are derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or fee indices, credit ratings or credit indices, or other variables. The term "forward contract" does not include insurance contracts, performance contracts,

post-sale service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.

2. Assets acquired or disposed of through legal mergers, divisions, acquisitions, or share transfers: Refers to assets acquired or disposed of through mergers, divisions, or acquisitions conducted under the Corporate Merger and Acquisition Act, Financial Holding Company Act, Financial Institution Merger Act, or other laws, or shares of another company acquired by issuing new shares as prescribed under Article 156-3 of the Company Act (hereinafter referred to as share transfers).
3. Related parties, subsidiaries: Shall be determined in accordance with the regulations for the preparation of financial reports by securities issuers.
4. Professional appraisers: Refer to real estate appraisers or others legally engaged in the appraisal of real estate and equipment.
5. Date of event: Refers to the date of contract signing, payment, commission fulfillment, transfer of ownership, board resolution, or any other date that sufficiently determines the transaction parties and amount, whichever comes first. However, for investments requiring approval from the competent authority, the aforementioned dates or the date of receiving approval from the competent authority, whichever comes first, shall apply.
6. Investments in mainland China: Refer to investments or technical cooperation conducted in mainland China as permitted under the regulations of the Investment Review Committee of the Ministry of Economic Affairs.
7. The term "within one year" is based on the date of acquiring or disposing of the assets, retrospectively calculated for one year, excluding any parts that have already been announced.
8. The term "most recent financial statements" refers to the company's financial statements that have been legally published and audited or reviewed by an accountant prior to acquiring or disposing of assets.

V. Investment limits for non-operational real estate and securities.

The limits for acquiring the aforementioned assets by the company are set as follows:

In addition to acquiring assets for operational use, our company plans to invest in purchasing non-operating real estate and securities. The net amount shall not exceed one hundred and fifty percent of the net asset value of the most recent financial report audited and certified by accountants. The individual investment limits are specified as follows:

1. The total investment in non-operating real estate shall not exceed fifty percent of the aforementioned company's net value.
2. The individual limit for investments in securities shall not exceed one hundred percent of the net value of the aforementioned company.
3. The limits for the subsidiaries of this company acquiring the aforementioned assets are set as follows:

Subsidiaries, besides acquiring assets for operational use, are also poised to invest in purchasing non-operating real estate and securities. The net amount shall not exceed one

hundred and fifty percent of the net asset value of the most recent financial report audited and certified by accountants. The individual investment limits are specified as follows:

1. The total investment in non-operating real estate shall not exceed fifty percent of the aforementioned company's net value.
2. The individual limit for investments in securities shall not exceed one hundred percent of the net value of the aforementioned company.

VI. The professional appraisers and their appraisers, certified public accountants, attorneys, or securities underwriters that provide the Company with appraisal reports or professional opinions shall meet the following requirements:

1. The person has not been declared to be sentenced to fixed-term imprisonment of more than one year for violating this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Accounting Act, or for committing fraud, breach of trust, embezzlement, falsification of documents, or criminal conducts in business. However, three years after completion of service, expiration of probation, or pardon, are not subject to this restriction.
2. No transaction counterparty that is a related party or has a substantive relationship.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the professional appraisers or appraisers shall not be related parties or have substantive relationships with each other.

When issuing valuation reports or opinions, the following procedures should be adhered to:

1. Before accepting a case, they should carefully assess their professional capabilities, practical experience, and independence.
2. When auditing a case, appropriate operating procedures shall be properly planned and implemented to form a conclusion and issue a report or opinion statement accordingly; and document the implemented procedure, collected information, and conclusion in the case working paper.
3. Assess the appropriateness and reasonableness of the data sources, parameters and information used item by item as the basis for issuing the appraisal report or opinion.
4. The declaration should include that the relevant personnel are professional and independent, have assessed that the information used is reasonable and correct, and complied with relevant laws and regulations.

VII. Procedures for acquisition or disposal of real property or other fixed assets

1. Evaluation and Operation Procedures

The Company's acquisition or disposal of real estate and other fixed assets shall be handled in accordance with the Company's internal control system - fixed asset cycle operation.

2. Decision-Making Process for Transaction Conditions and Authorization Limits

(I) When acquiring or disposing of real estate, reference should be made to the

announced present value, assessed value, and actual transaction prices of nearby properties to determine the transaction conditions and price. Transactions amounting to less than NTD 50 million should be approved by the General Manager. Transactions between NTD 50 million and NTD 100 million should be approved by the Chairman and reported at the subsequent board meeting; for amounts exceeding NTD 100 million, approval from the board of directors is required before proceeding.

- (II) For the acquisition or disposal of other fixed assets, the process should involve obtaining quotations, comparing prices, negotiating, or tendering, as appropriate. The approval authority for these transactions should be handled in accordance with the "Position Authority Table" summarized in the company's regulations.
- (III) When our company acquires or disposes of assets, and such transactions require approval by the board of directors as per established procedures or other legal provisions, if any director expresses dissent and it is recorded or documented in writing, the company must provide the dissenting director's information to each supervisor.

Our company has legally appointed independent directors. When submitting asset acquisition or disposal procedures for discussion by the board of directors, as per the aforementioned regulations, the opinions of all independent directors should be fully considered. If any independent director opposes or has reservations, these should be recorded in the minutes of the board meeting.

3. Executing Unit

When our company acquires or disposes of real estate or other fixed assets, the transaction should be executed by the user department and the Finance and Management Department after approval based on the decision-making authority specified in the previous item.

4. Valuation report of real property or other fixed assets

When the company acquires or disposes of real estate, equipment, or their right-of-use assets, except for transactions with domestic government agencies, self-developed properties, or leased developments, or when acquiring or disposing of equipment or their right-of-use assets for operational use, if the transaction amount reaches 20% of the company's paid-in capital or exceeds 300 million New Taiwan Dollars, a valuation report issued by a professional appraiser must be obtained prior to the occurrence of the transaction, and must comply with the following regulations:

- (I) When a transaction must use a limited price or specific price as the reference for the transaction price due to special reasons, such transaction must first be approved by the board of directors. Any future changes in the transaction conditions should also follow the same procedure.
- (II) For transactions exceeding one billion New Taiwan Dollars, valuations must be obtained from at least two professional appraisers.
- (III) If one of the following situations occurs in the appraisal results provided by the professional appraisers, unless the appraisal results for acquired assets are all higher than the transaction amount, or the appraisal results for disposed assets are all lower than the transaction amount, an accountant must be consulted to provide concrete opinions on the reasons for the differences and the appropriateness of the transaction

price:

- A. If the gap between the appraisal results and the transaction amount reaches 20% or more of the transaction amount.
 - B. If the gap between the appraisal results of two or more professional appraisers reaches 10% or more of the transaction amount.
- (IV) The date of the appraisal report issued by the professional appraiser must not be more than three months from the date the contract was established. However, if the same period's current value is applied and it does not exceed six months, an opinion may be issued by the original professional appraiser.
- (V) If our company acquires or disposes of assets through a court auction process, documents issued by the court may replace the valuation report or accountant's opinion.

VIII. Procedures for acquisition or disposal of securities investment

1. Evaluation and Operation Procedures

The purchase and sale of long-term and short-term securities by our company are conducted according to our internal control system and investment procedures.

2. Decision-Making Process for Transaction Conditions and Authorization Limits

- (I) For securities transactions conducted in centralized trading markets or at securities brokers' offices, decisions should be made by the finance unit based on market conditions, with transactions under three hundred million New Taiwan Dollars approved by the Chairman and reported at the subsequent board meeting. Transactions exceeding three hundred million New Taiwan Dollars require board approval before proceeding.
The approval authority for these securities transactions is governed by our company's "Short-term Investment Procedures" and "Short-term Investment Disposal Procedures."
- (II) For securities transactions not conducted in centralized trading markets or at securities brokers' offices, recent financial statements of the target company, audited or reviewed by an accountant, must be obtained as a reference for assessing the transaction price before the event occurs, considering factors such as per-share net asset value, profitability, and potential for future development. These transactions require board approval before proceeding.
- (III) When the Company acquires or disposes of assets according to established procedures or other legal requirements that must be approved by the audit committee and the board of directors, if any director expresses dissent and it is recorded or declared in writing, the company must also submit the dissenting director's information for discussion at the shareholders' meeting, and the same applies to any amendments.

Our company has legally appointed independent directors. When submitting asset acquisition or disposal procedures for discussion by the board of directors, as per the aforementioned regulations, the opinions of all independent directors should be fully considered. If any independent director opposes or has reservations, these should be

recorded in the minutes of the board meeting.

3. Executing Unit

When the Company makes long-term or short-term investments in securities, it should follow the decision-making authority as stated in the previous clause, and the execution should be managed by the Finance and Management Department.

4. Obtaining Expert Opinions

- (I) If the Company acquires or disposes of securities under any of the following conditions, and the transaction amount reaches 20% of the company's paid-in capital or exceeds NTD 300 million, an accountant should be consulted prior to the date of the transaction to provide an opinion on the reasonableness of the transaction price. **However, this does not apply if the securities have an active market public quote or if otherwise specified by the Financial Supervisory Commission.**
- (II) If our company acquires or disposes of assets through a court auction process, documents issued by the court may substitute for the valuation report or accountant's opinion.

IX. Procedures for Transactions with Related Parties

- 1. When our company and related parties acquire or dispose of assets, in addition to following the procedures outlined in Article 7 for acquiring real estate and assessing the reasonableness of the transaction conditions as per the following regulations, if the transaction amount reaches 10% or more of the company's total assets, a valuation report from a professional appraiser or an accountant's opinion must also be obtained according to the aforementioned provisions. The calculation of the transaction amount shall be conducted according to the provisions of Article 8-1.

In addition, when judging whether a transaction counterparty is a related party, in addition to the legal form, the substantive relationship shall also be considered.

2. Evaluation and Operation Procedures

When the Company acquires or disposes of real estate or rights to use assets from related parties, or acquires or disposes of other assets from related parties where the transaction amount reaches 20% of the company's paid-in capital, 10% of total assets, or exceeds NTD 300 million, except for transactions involving the purchase or sale of domestic government bonds, bonds with repurchase or resale conditions, or subscriptions to or buybacks of money market funds issued by domestic securities investment trust enterprises, the following information must be submitted to the Audit Committee and approved by the Board of Directors before signing the transaction contract and making payments:

- (I) The purpose, necessity, and expected benefits of acquiring or disposing of the assets.
- (II) The reasons for selecting the related party as the counterparty.
- (III) When acquiring real estate or the right-of-use assets thereof from a related party, the reasonableness of the scheduled transaction conditions shall be assessed in accordance with Subparagraphs (I) and (IV), Paragraph 3 of this article.

- (IV) The original date and price of the acquisition by the related party, the counterparty of the transaction and its relationship with the Company and the related party.
- (V) A forecast statement of cash receipts and payments for each month of the next year from the month in which the contract is expected to be entered into, and an assessment of the necessity of the transaction and the rationality of the use of funds.
- (VI) The appraisal report issued by the professional appraiser obtained in accordance with the first paragraph, or the CPA's opinion.
- (VII) Restrictions and other significant terms agreed upon in this transaction.

The calculation of the transaction amount in the preceding paragraph shall be in accordance with the following provisions

- A. The amount of each transaction.
- B. The accumulated transaction amount of the acquisition or disposal of the subject matter of the same nature with the same counterparty within one year.
- C. The accumulated amount of the acquisition or disposition (accumulated separately) of the same development project in one year.
- D. The accumulated amount of acquisition or disposition (accumulated separately for acquisition and disposal) of the same security in one year.

Also, the alleged "within one year" means for the one year prior to the date of occurrence, excluding the part that has been approved by the Board of Directors and recognized by the Supervisors in accordance with the Regulations.

Publicly listed companies and their parent companies, subsidiaries, or subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, can engage in the following transactions among themselves. The board of directors may authorize the chairman to proceed with these transactions within a certain limit in advance, and then seek retrospective approval at the nearest board meeting:

- A. Acquisition or disposal of business equipment or its right-of-use assets.
- B. Acquisition or disposal of the right-of-use assets for business purposes.

In accordance with the first paragraph, it shall be submitted to the Audit Committee for approval, and submitted to the Board of Directors for resolution.

3. Assessment of the reasonableness of transaction costs

- (I) When the Company acquires real estate or rights to use assets from related parties, the transaction costs should be assessed for reasonableness in the following manner:
 - A. Add the transaction price with the related party to the necessary funding interest and costs that the buyer is legally obligated to bear. The so-called necessary funding interest cost should be calculated based on the weighted average interest rate of the loans taken by the company in the year of purchasing the asset, provided that it does not exceed the maximum loan interest rate for non-financial businesses published by the Ministry of Finance.

- B. If the related party had previously mortgaged the asset to a financial institution, the total valuation of the asset for loan purposes by the financial institution should be considered. However, the actual cumulative loan amount provided by the financial institution should be at least 70% of the total assessed loan value and the loan period should have exceeded one year. However, this does not apply if the financial institution and one of the parties in the transaction are related parties.
- (II) For the combined purchase or lease of the same land and buildings, the transaction cost of the land and the building may be separately appraised by any of the methods listed in the preceding paragraph.
- (III) The Company that acquires real property or right-of-use assets thereof from a related party, appraises the cost of the real property or right-of-use assets thereof in accordance with the provisions of Subparagraphs 1 and 2, Paragraph 3 of this article, and shall consult a certified public accountant for a review and a specific opinion.
- (IV) When the Company acquires real estate or rights to use assets from related parties, and the assessed results according to clauses 1 and 2 of the third paragraph of this Article are lower than the transaction price, it should be handled according to clause 5 of the third paragraph of this Article. However, exceptions apply if there are the following circumstances and objective evidence is provided, along with specific and reasonable opinions from real estate appraisers and accountants:
- A. If the related party acquires bare land or leases land for construction, they can prove compliance with one of the following conditions:
- (1) For bare land assessed by the method prescribed in the previous clause, and for buildings, the construction costs of the related party plus a reasonable construction profit exceed the actual transaction price. The so-called reasonable construction profit should be based on the lower of the average gross profit margin of the related party's construction department over the last three years or the most recent gross profit rate for the construction industry published by the Ministry of Finance.
 - (2) Other floors of the same building or other non-related party transactions in the nearby area within the past year, with similar areas and transaction conditions, assessed after reasonable floor or regional price differences according to real estate sales or leasing conventions.
- B. The Company can demonstrate that the real estate it purchases from a related party or the rights to use assets it leases have transaction conditions comparable to those of other non-related party transactions in the nearby area within the past year and with similar areas.

The aforementioned nearby area transaction examples should follow the principle of being in the same or adjacent block and within a radius of no more than 500 meters from the transaction object or having a similar official announced current value; the principle for similar area means that the area of other non-related party transactions should not be less than 50% of the area of the transaction object; the term "within one year" is based on the date of the acquisition of the real estate or rights to use assets, traced back one year from this date.

(V) When the Company acquires real estate or rights to use assets from related parties, and the assessment results based on clauses 1 and 2 of the third paragraph of this Article are lower than the transaction price, the following actions should be taken:

- A. The difference between the transaction price and the assessed cost of the real estate or rights to use assets should be appropriated as a special reserve for earnings according to Article 41, paragraph 1 of the Securities and Exchange Act, and must not be distributed or used for capital stock increase. If the investor in the company uses the equity method and is a publicly traded company, they must also appropriate the amount as a special reserve for earnings in proportion to their shareholding according to Article 41, paragraph 1 of the Securities and Exchange Act.
- B. The **Audit Committee** should handle this according to Article 218 of the Company Act.
- C. The details of items 1 and 2 of clause 5, paragraph 3 should be reported to the shareholders' meeting, and the transaction details should be disclosed in the annual report and prospectus.

If the Company and the publicly traded company that evaluates the Company's investments using the equity method have appropriated a special reserve for earnings as prescribed above, they may only utilize this special reserve after the overpriced purchased or leased assets have been recognized for impairment loss, disposed of, lease terminated, adequately compensated, restored to original condition, or if other evidence confirms the reasonableness and with the agreement of the Securities and Futures Bureau of the Ministry of Finance.

(VI) In cases where the Company acquires real estate or rights to use assets from related parties under the following conditions, it should be processed according to the assessment and operational procedures stipulated in clauses 1 and 2 of this Article, and the provisions of clauses 1, 2, and 3 of paragraph 3 regarding the assessment of transaction cost reasonableness do not apply:

- A. If the related party has acquired the real estate or rights to use assets through inheritance or as a gift.
- B. If the related party contracted to acquire the real estate or rights to use assets more than five years before the contract date of this transaction.
- C. If a joint construction contract is signed with a related party, or real estate is acquired by commissioning a related party for construction on owned or leased land.
- D. Publicly traded companies and their parent or subsidiary companies, or subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, acquiring assets for business use.

(VII) If there is other evidence indicating that the transaction with the related party deviates from normal business practices, it should also be handled according to clause 5, paragraph 3 of this Article.

X. Procedures for Acquiring or Disposing of Membership Certificates

In principle, the Company does not engage in transactions to acquire or dispose of membership certificates. If it plans to engage in such transactions in the future, they will be submitted for approval by the board of directors, and then the assessment and operational procedures will be established.

XI. Procedures for acquisition or disposal of intangible assets or their right-of-use assets

1. Evaluation and Operation Procedures

The Company's acquisition or disposal of intangible assets or rights to use assets are processed in accordance with the Company's internal control system for fixed assets.

2. Decision-Making Process for Transaction Conditions and Authorization Limits

A. When acquiring or disposing of intangible assets or rights to use such assets, reference should be made to expert appraisal reports or fair market values to determine the transaction conditions and prices. For transactions involving intangible assets or their use rights valued at less than NTD 30 million, the General Manager's approval is required to proceed. For amounts between NTD 30 million and NTD 60 million, the Chairman's approval is required, and these must be reported to the board of directors at the subsequent meeting. Transactions exceeding NTD 60 million must be approved by the board of directors before proceeding.

B. If the Company acquires or disposes of assets in accordance with prescribed procedures or other legal requirements that must be approved by the audit committee and the board of directors, and if any director expresses dissent and it is recorded or declared in writing, the company must submit the director's dissent information for discussion at the shareholders' meeting, and the same applies to any amendments. Furthermore, if the Company has appointed independent directors, when submitting asset acquisition or disposal transactions for board discussion, it should fully consider the opinions of each independent director and include their consent or dissent and reasons in the meeting records.

3. Executing Unit

When the Company acquires or disposes of intangible assets or rights to use assets, it should follow the decision-making authority as described above, and the department using the assets or the Finance and Management Department is responsible for execution.

4. Expert Opinion Report on Intangible Assets

If the transaction amount for the acquisition or disposal of intangible assets reaches 20% of the company's paid-in capital or exceeds NTD 300 million, except for transactions with government **entities**, an accountant should be consulted prior to the occurrence of the fact to provide an opinion on the reasonableness of the transaction price, and the accountant should proceed according to the auditing standard bulletin No. 20 issued by the Accounting Research and Development Foundation.

XII. Procedures for Acquiring or Disposing of Financial Institution Debt

Principally, the Company does not engage in transactions to acquire or dispose of debts of financial institutions. If in the future the Company wishes to engage in such transactions, these will be submitted for approval by the board of directors before establishing their assessment and operational procedures.

XIII. Procedures for merger, spinoff, acquisition, or transfer of shares

1. Evaluation and Operation Procedures

- (I) When handling mergers, splits, acquisitions, or share transfers, the Company should appoint lawyers, accountants, and underwriters to discuss the statutory procedures and expected timelines and organize a project team to execute according to legal procedures. Before convening a board meeting to resolve, hire a certified public accountant, lawyer, or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price, or allotment of cash or other property to shareholders, and submit it to the board of directors for discussion and approval. However, when our company merges with its subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital, or when such subsidiaries, in which 100% of the issued shares or total capital is held directly or indirectly, merge with each other, obtaining an expert opinion on the reasonableness as previously described is not required.
- (II) The Company should prepare public documents for shareholders regarding the significant agreed contents and related matters of mergers, splits, or acquisitions before the shareholders' meeting, along with the expert opinion from item 1 of the first paragraph and the notice of the shareholders' meeting to be delivered to the shareholders, to serve as a reference for whether to agree to the merger, split, or acquisition. However, if other legal provisions allow for the exemption from holding a shareholders' meeting to decide on mergers, splits, or acquisitions, this does not apply.

Furthermore, in companies participating in mergers, splits, or acquisitions, if any party's shareholders' meeting is unable to be held or resolved due to insufficient attendance or voting rights, or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the participating companies should immediately publicly disclose the reasons for occurrence, subsequent handling operations, and the expected date of the next shareholders' meeting.

2. Other precautionary measures

- (I) Board meeting date: Except where other legal provisions apply or special factors have been pre-approved by this Commission, companies participating in mergers, splits, or acquisitions should hold the board and shareholders' meetings on the same day to resolve matters related to mergers, splits, or acquisitions.

Companies participating in share transfers, except where other legal provisions apply or special factors have been pre-approved by this Commission, should hold the board meeting on the same day.

Companies listed or trading in securities firm business locations participating in mergers, splits, acquisitions, or share transfers should maintain complete written records of the following information for five years, available for audit:

- A. Basic information of personnel: including the titles, names, ID card numbers (passport numbers of foreign nationals) of all persons participating in the plan or implementation of the merger, spinoff, acquisition or acceptance of assigned shares before the disclosure of the information.
- B. Date of important matters: including the date of signing the letter of intent or

memorandum, entrusting financial or legal consultants, signing contracts, and board meetings.

- C. Important documents and minutes: including plans for merger, division, acquisition or share transfer, letter of intent or memorandum, important contracts and board meeting minutes.

A listed company or a company whose shares are traded on the business premises of securities dealers that participates in the merger, demerger, acquisition or share transfer shall, within two days from the date of the resolution of the board meeting, upload the information in the first and second paragraphs of the preceding paragraph in the prescribed format to the Internet Online information system to report to the Commission for reference.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not listed on the stock exchange or with stocks traded on the OTC market, the listed company or the OTC company shall enter into an agreement with to be processed.

- (II) Prior commitment to confidentiality: All persons involved in or aware of the company's merger, division, acquisition or share transfer plan shall issue a written confidentiality commitment. Before the information is made public, they shall not divulge the content of the plan, and shall not use their own or use the name of another person Trading of the stocks and other equity securities of all companies related to the merger, spinoff, acquisition or share transfer.
- (III) Principles for Determining and Changing the Stock Exchange Ratio or Acquisition Price: Companies participating in mergers, splits, acquisitions, or share transfers should, before the respective board meetings, appoint accountants, lawyers, or securities underwriters to provide opinions on the reasonableness of the stock exchange ratio, acquisition price, or the distribution of cash or other assets to shareholders, and then report to the shareholders' meeting. The stock exchange ratio or acquisition price should not be arbitrarily changed in principle, but this does not apply if conditions allowing changes have been stipulated in the contract and have been publicly disclosed. Conditions under which the stock exchange ratio or acquisition price may be changed are as follows:
 - A. Conducting cash capital increases, issuing convertible bonds, bonus shares, bonds with warrants, special shares with warrants, subscription rights certificates, and other securities with equity characteristics.
 - B. Disposing of significant company assets or other actions affecting the company's financial operations.
 - C. Occurrences of major disasters or significant technological changes affecting the shareholders' equity or securities prices.
 - D. Adjustments made by either party involved in mergers, splits, acquisitions, or share transfers according to the law for the repurchase of treasury stocks.
 - E. Changes in the number of entities or families participating in mergers, splits, acquisitions, or share transfers.
 - F. Other conditions stipulated in the contract allowing changes that have been

publicly disclosed.

- (IV) The contract should include the rights and obligations of the companies involved in mergers, splits, acquisitions, or share transfers and should specify the following:
 - A. Handling of breaches of contract.
 - B. The company to be eliminated in the merger or spin-off company has issued equity securities or repurchased treasury shares.
 - C. The quantity of treasury shares that the participating companies could repurchase pursuant to laws after the day of calculation of the ratio of share swap and the principle of its handling.
 - D. The response to the increase or decrease in the number of participants.
 - E. Estimated progress of plan implementation and expected date of completion.
 - F. If the plan is not completed after the deadline, the scheduled date of the shareholders' meeting to be convened according to laws and related procedures.
- (V) Changes in the number of companies participating in the merger, spinoff, acquisition, or transfer of shares: If any of the companies participating in the merger, spinoff, acquisition, or transfer of shares intends to merge, spinoff, acquire In the transfer of shares, except for the number of companies participating in the transfer, and the shareholders' meeting has resolved and authorized the board of directors to change the authority, the participating companies will not be required to convene a shareholders' meeting to re-apply for the resolution, and the original merger, division, acquisition or transfer of shares has been completed All participating companies should abide by the procedures or legal actions.
- (VI) The Company shall enter into an agreement with any of the companies participating in a merger, demerger, acquisition, or transfer of shares that is not a public company to describe the date of the board meeting, the prior confidentiality undertaking, and the requirements specified in Subparagraph 5, Paragraph 2 of this article. Handles changes in the number of companies participating in a merger, demerger, acquisition, or share transfer.
- (VII) For the calculation of 10% of total assets under these Regulations, the amount of total assets in the most recent parent company only financial report or individual financial statements specified in the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used for calculation. For companies whose stocks have no par value or whose par value per share is not NTD 10, the transaction amount regulation related to 20% of the paid-in capital according to these standards is calculated as 10% of the amount attributable to the parent company's owners.

XIV. Information disclosure procedures

1. Items to be Announced and Reported and Standards of Announcement and Report

- (I) Acquiring or disposing of real estate or rights to use assets from related parties, or acquiring or disposing of other assets from related parties where the transaction amount reaches 20% of the company's paid-in capital, 10% of total assets, or exceeds

NTD 300 million. However, this does not apply to transactions involving the purchase or sale of domestic government bonds, bonds with repurchase or resale conditions, or subscriptions to or repurchases of money market funds issued by domestic securities investment trust enterprises.

- (II) Engaging in mergers, splits, acquisitions, or share transfers.
- (III) Incurring losses in derivative transactions that reach the total or individual contract loss limit set by the prescribed procedures.
- (IV) Acquiring or disposing of equipment or rights to use assets for business operations, where the transaction counterpart is not a related party and the transaction amount meets one of the following criteria:
 - A. For publicly traded companies with a paid-in capital of less than NTD 10 billion, the transaction amount exceeds NTD 500 million.
 - B. For publicly traded companies with a paid-in capital of NTD 10 billion or more, the transaction amount exceeds NTD 1 billion.
- (V) Publicly traded companies engaged in the construction industry acquiring or disposing of real estate or rights to use assets for construction purposes where the transaction counterpart is not a related party, and the transaction amount exceeds NTD 500 million; this includes publicly traded companies with a paid-in capital of NTD 10 billion or more, disposing of properties they have constructed and completed, where the transaction counterpart is not a related party, with a transaction amount exceeding NTD 1 billion.
- (VI) Acquiring real estate through methods such as commissioning construction on owned land, leasing land for construction, joint construction for separate housing, joint construction profit sharing, or joint construction sales, where the transaction counterpart is not a related party, with a transaction amount anticipated by the company to exceed NTD 500 million.
- (VII) In addition to the above six items, asset transactions, financial institutions disposing of debts, or investments in Mainland China where the transaction amount reaches 20% of the company's paid-in capital or exceeds NTD 300 million. However, the following are not subject to this restriction:
 - A. Trading of domestic government bonds.
 - B. For professionals in investment, trading securities at stock exchanges or securities brokers' offices, or subscribing to newly issued ordinary corporate bonds and general financial bonds that do not involve equity (excluding subordinated bonds) in the primary market, or subscribing to or redeeming securities investment trust funds or futures trust funds, or securities purchased due to the underwriting needs of securities brokers who act as advisors and recommend securities brokers in accordance with the regulations of the Taiwan Securities OTC Trading Center.
 - C. R/P and reverse R/P bonds, subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (VIII) The amount of the preceding transaction is calculated in accordance with the

following methods:

- A. The amount of each transaction.
- B. The accumulated transaction amount of the acquisition or disposal of the subject matter of the same nature with the same counterparty within one year.
- C. Amount accumulated within one year for acquiring or disposing of (acquisitions and disposals accumulated separately) real estate or rights to use assets from the same development project.
- D. Amount accumulated within one year for acquiring or disposing of (acquisitions and disposals accumulated separately) the same securities.

The term "within one year" mentioned in the previous clause is based on the date the transaction occurs, retrospectively calculated for one year. Amounts already announced according to the procedures are exempted from being counted again.

2. Time Limit for Announcements and Declarations

If the Company acquires or disposes of assets under the first clause, it must, depending on the nature of the transaction, announce and report the relevant information on the website designated by the Commission within two days from the date the facts occur.

3. Announcement and Reporting Procedures

- (I) The Company should announce and report the relevant information on the website designated by the Securities and Futures Commission.
- (II) The Company must, by the 10th of each month, enter the details of derivative transactions conducted by the Company and its non-domestic subsidiaries up to the end of the previous month into the information reporting website designated by the Commission, following the prescribed format.
- (III) If there are errors or omissions in the announcement items that need to be corrected, the Company must re-announce and report all items within two days of becoming aware of such issues.
- (IV) The Company, when acquiring or disposing of assets, should keep related contracts, minutes, inspection books, appraisal reports, and opinions from accountants, lawyers, or securities underwriters at the Company for a minimum of five years, unless otherwise stipulated by other laws.
- (V) After transactions that have been announced and reported according to the previous clause, if any of the following circumstances occur, the Company should announce and report the relevant information on the website designated by the Commission within two days of the event:
 - A. Any changes, terminations, or cancellations in the contracts related to the original transaction.
 - B. Mergers, splits, acquisitions, or share transfers not completed according to the scheduled timeline of the contract.

C. Changes in the contents of the original announcement and report.

XV. The Company should ensure that its subsidiaries adhere to the following:

1. Subsidiaries of the Company should establish "Procedures for Acquiring or Disposing of Assets" in accordance with the "Regulations for Publicly Traded Companies Acquiring or Disposing of Assets."
2. For subsidiaries that are not publicly traded, if the acquisition or disposal of assets meets the announcement and reporting standards set in Article 14, Clause 1, the Company should also handle the announcement and reporting on behalf of that subsidiary.
3. In the announcement and reporting standards of the Company's subsidiaries, "reaching 20% of the Company's paid-in capital" or 10% of total assets is based on the paid-in capital or total assets of the Company.

XVI. Penal Provision

If the Company's employee undertakes the acquisition or disposal of assets in violation of the provisions of this Procedure, the Company shall follow the Company's Employee Appraisal Procedures, and penalties shall be imposed according to the severity of the violation.

XVII. Implementation and amendment

The Company shall establish the Procedures for Acquisition or Disposal of Assets, which shall be submitted to the Audit Committee for approval by the Board of Directors and then submitted to the Shareholders' Meeting for approval. The same procedure is applicable to any amendment thereto. If any director expresses a dissenting opinion and there is a record or written statement, the Company shall submit the dissenting opinion of the director to the shareholders' meeting for discussion, and shall be amended in the same manner.

Our company has legally appointed independent directors. When submitting asset acquisition or disposal procedures for discussion by the board of directors, as per the aforementioned regulations, the opinions of all independent directors should be fully considered. If any independent director opposes or has reservations, these should be recorded in the minutes of the board meeting.

XVIII. These Procedures were enacted on August 11, 1989.

These Procedures were amended for the first time on September 30, 1991.

These Procedures were amended for the second time on June 26, 1995.

These Procedures were amended for the third time on April 28, 1997.

These Procedures were amended for the fourth time on October 28, 1999.

These Procedures were amended for the fifth time on March 3, 2003 .

These Procedures were amended for the sixth time on March 27, 2012.

These Procedures were amended for the 7th instance on March 26, 2013.

These Procedures were amended for the eighth time on March 27, 2014.

These Procedures were amended for the 9th instance on March 22, 2017.

These Handling Procedures were amended for the 10th time on March 22, 2019.

These Procedures were amended for the eleventh time on March 29, 2022.

Appendix II - Articles of Incorporation

Ji-Haw Industrial, Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company has been duly incorporated in accordance with the provisions of the Company Act,

The English name of the Company is JI-HAW INDUSTRIAL CO., LTD.

Article 2: The Company's business shall include the following:

- I. B202010 Non-metallic Mining.
- II. C801110 Fertilizer Manufacturing.
- III. C802070 Pesticide manufacturing.
- IV. C802100 Cosmetics Manufacturing.
- V. C802990 Other Chemical Products Manufacturing.
- VI. C901010 Ceramics and Ceramic Products Manufacturing.
- VII. CC01020 Electric Wires and Cables Manufacturing.
- VIII. CC01080 Electronic Components Manufacturing.
- IX. CC01110 Computer and Peripheral Equipment Manufacturing.
- X. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing.
- XI. F106030 Wholesale of Molds.
- XII. F107050 Wholesale of Fertilizers.
- XIII. F108011 Wholesale of Traditional Chinese Medicine.
- XIV. F108021 Wholesale of Western Medicines.
- XV. F108031 Wholesale of Medical Devices.
- XVI. F108040 Wholesale of Cosmetics.
- XVII. F199990 Other Wholesale.
- XVIII. F207050 Retail Sale of Fertilizer.
- XIX. F208040 Retail Sale of Cosmetics.
- XX. F299990 Other Retail Sale.

- XXI. F119010 Wholesale of Electronic Materials.
- XXII. F206030 Retail Sale of Molds.
- XXIII. F219010 Retail Sale of Electronic Materials.
- XXIV. F118010 Wholesale of Information Software.
- XXV. F218010 Retail Sale of Information Software.
- XXVI. F213030 Retail sale of Computers and Business Machines.
- XXVII. F113050 Wholesale of Computers and Clerical Machinery Equipment.
- XXVIII. F399040 Retail trade without storefront.
- XXIX. F401010 International Trade.
- XXX. I301010 Information Software Services.
- XXXI. I301020 Data Processing Services.
- XXXII. I301030 Electronic Information Supply Services.
- XXXIII. I199990 Other Consulting Services.
- XXXIV. IG01010 Biotechnology Services.
- XXXV. IZ99990 Other Industrial and Commercial Services.
- XXXVI. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The total amount of the Company's investment may exceed 40% of the paid-in capital and may provide endorsements and guarantees externally for business.

Article 4: The Company's head office is located in New Taipei City. Where necessary, an overseas branch may be set up by resolution of the Board of Directors.

Chapter II Shares

Article 5: The total capital of the Company is set at NTD 1.8 billion, divided into 180 million shares, with each share priced at NTD 10. The board of directors is authorized to issue shares in phases as business needs arise.

Within the total capital, NTD 270 million, equivalent to 27 million shares, is reserved for the issuance of employee stock options. The board of directors is authorized to decide on the phased issuance of these shares within the reserved capital of NTD 270 million, totaling 27 million shares.

Regarding the aforementioned

If the Company plans to issue employee stock options at a subscription price lower than the closing price of the Company's common stock on the issue date, it must be approved by a shareholders' meeting attended by shareholders representing

more than half of the total issued shares, with at least two-thirds of the voting rights of the attending shareholders agreeing before issuance.

If the Company intends to transfer shares it has repurchased to employees at a price lower than the average price of the actually repurchased shares, it must be preceded by approval at the most recent shareholders' meeting attended by shareholders representing more than half of the total issued shares, with at least two-thirds of the voting rights of the attending shareholders in agreement.

The Company may issue restricted employee right shares to employees of controlling or subsidiary companies who meet certain conditions.

Article 6: The shares of the Company shall be registered. Their certificates shall bear the signatures or seals of the directors representing the Company and may only be issued after they have been legally certified.

Article 7: The shares issued by the Company are exempted from printing, any such certificates, provided that such new shares are kept in custody by or registered with a securities depository body, and shall be handled in accordance with the requirements of such depository body.

Article 8: There shall be no change to the name of any shareholder or transfer of any share within 60 days before an annual general meeting is convened or 30 days before a special shareholders' meeting is convened, or within 5 days before the record date on which the Company has decided to distribute dividends and bonuses or other benefits.

Chapter III Shareholders' Meeting

Article 9: Shareholders' meetings are divided into general meetings and special meetings. A general meeting shall be convened once a year within 6 months after the end of fiscal year, while a special meeting shall be convened when necessary in accordance with the relevant laws. The Company's shareholders' meetings may be conducted via video conferencing or other methods announced by the central regulatory authority.

A notice to convene a general meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date and no later than 15 days prior to the scheduled meeting date for a special meeting, with the date and place of meeting and cause for the meeting included in the notice.

With the consent of the addressee, the meeting notice may be given in electronic form. The notice of the preceding paragraph may be effected by means of public announcement for shareholders holding less than 1,000 registered shares.

Article 10: For shareholders who cannot attend shareholders' meeting for any reason, he/she may issue a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. In addition to the provisions set forth in Article 177 of the Company Act, proxies for attendance at shareholders' meetings are handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

- Article 11: Unless otherwise provided in the Company Act, shareholders of the Company are entitled to one vote per share.
- Article 12: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, and are handled in accordance with the provisions set forth in Article 183 of the Company Act.
- Article 13: When convening shareholders' meetings, the Company may allow shareholders to exercise their voting rights in writing or electronically. Shareholders who vote in this manner are considered to be personally present at the meeting. However, for any spontaneous motions and amendments to the original proposals at that meeting, they are considered to have abstained. Their expression of intent shall be handled in accordance with Article 177-2 of the Company Law.

Chapter IV Directors

- Article 14: The Company shall have 7-9 directors, each with a term of three years, and they are eligible for re-election. The election of directors shall adopt the candidate nomination system stipulated by Article 192-1 of the Company Law. Shareholders shall elect directors from the list of director candidates. The total shareholding percentage of all directors shall comply with the regulations set by the securities regulatory authority.

In accordance with Article 14-4 of the Securities Exchange Act, the Company has established an Audit Committee, which consists of all independent directors. The exercise of powers and related matters of the Audit Committee shall be handled in accordance with relevant legal provisions.

- Article 14-1: Of the aforementioned number of directors in the Company, at least three must be independent directors. Regarding the professional qualifications, shareholding, restrictions on holding concurrent positions, nomination and election methods, and other compliance matters of independent directors, they shall be in accordance with the regulations of the securities regulatory authority. In the election of directors, each share has voting rights equal to the number of directors to be elected. Votes can be concentrated to elect one person or distributed to elect several. The election of directors is determined by those receiving the most votes representing the highest number of voting rights. Independent directors and non-independent directors should be elected together, with separate calculations for the number of positions won.
- Article 14-2: The Company has established special committees for audit, remuneration or other functions in accordance with the law. The Audit Committee is composed of all independent directors and is responsible for carrying out the duties of a supervisor in accordance with the Company Act, the Securities and Exchange Act, other relevant laws and regulations, and the Company's relevant regulations.
- Article 15: The Board of Directors shall consist of the Company's directors. The Chairman shall be elected by a majority of the directors attending a meeting of the Board of Directors at which at least two-thirds of directors are present. The Vice Chairman is elected in the same manner. The Chairman shall represent the Company externally.

- Article 15-1: The remuneration of all directors is authorized to be determined by the board of directors based on the extent of the directors' involvement in the company's operations and the value of their contributions, taking into account the usual levels in the same industry. The Company may purchase liability insurance for directors to cover the legal liabilities they may incur in the execution of their duties during their term.
- Article 16: If the Chairman is on leave or unable to perform his/her duties for whatever reason, his/her proxy shall be handled pursuant to the provisions of Article 208 of the Company Act.
- Article 16-1: When the board of directors meets, it is convened by the chairman or his/her representative, who also acts as the chair. Decisions, unless otherwise specified by the Company Law, require the consent of a majority of the directors. When a director is not able to attend a Board meeting for any reason, he/she shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting, and the appointed proxy is subject to only one person.
- Article 16-2: The board of directors shall meet once every quarter. Directors should be notified of the agenda seven days in advance of the meeting; however, meetings may be convened at any time in case of emergencies. The Board shall notify the directors and supervisors for convention by written notice, fax or electronic mean.

Chapter V Managers

- Article 17: The Company may appoint a company officer, whose appointment, discharge and compensation shall be subject to the provisions of Article 29 of the Company Act.

Chapter VI Accounting

- Article 18: At the close of each fiscal year, the Board of Directors shall prepare (1) business report (2) financial statements and (3) a proposal of earnings distribution or recovery of losses, and they shall be submitted to the general meeting of shareholders for ratification.
- Article 19: If the Company is profitable for the year, it should allocate 3% to 15% for employee remuneration and 1% to 5% for director remuneration. However, if there are accumulated losses, funds should be reserved first to offset these losses.
- The remuneration for employees mentioned in the previous clause may be in the form of stocks or cash, and may include employees of controlling or subsidiary companies who meet certain conditions. The conditions and distribution methods are authorized to be decided by the board of directors.
- Article 19-1: If there is a profit for the year, the Company shall first pay taxes and cover previous losses, then 10% of the net profit after tax shall be set aside as legal reserve, except for when the accumulated legal reserve has reached the Company's total paid-in capital. Special reserve may be set aside or reversed as required by the Company's operating needs or the law or regulations. Any balance thereof still available shall, the Board of Directors shall allocate 10% to 100% of the undistributed earnings and prepare an earnings distribution proposal to be submitted to the shareholders' meeting for ratification.

The cash dividends may not be less than 30% of the total dividends; however, if the cash dividends are less than NT\$0.1 per share, dividends may be distributed in the form of shares. The rates for earnings distribution are adjusted by resolution of the shareholders meeting depending on the actual profit of the year, capital budget and the Company's state of capital.

When the said earnings distribution is made in the form of cash dividends, the Board of Directors is authorized to reach resolution and to report to the shareholders' meeting.

Article 19-2: If the Company distributes cash using statutory retained earnings reserve (limited to the portion of the reserve exceeding 25% of the paid-in capital) and all or part of the capital reserve that meets the requirements of the Company Law, the board of directors may be authorized to distribute it by special resolution and report to the shareholders' meeting.

Chapter VII Supplementary Provisions

Article 20: Matters not provided for in these Articles of Incorporation are handled in accordance with the Company Act and other applicable laws and regulations.

Article 21: These Articles of Incorporation were established on December 29, 1982.

The 1st amendment was made on August 10, 1983.

The 2nd amendment was made on October 11, 1984.

The 3rd amendment was made on November 13, 1984.

The 4th amendment was made on September 16, 1985.

The 5th amendment was made on June 15, 1986.

The 6th amendment was made on November 17, 1986.

The 7th amendment was made on December 7, 1988.

The 8th amendment was made on March 1, 1990.

The 9th amendment was made on January 15, 1995.

The 10th amendment was made on October 1, 1997.

The 11th amendment was made on December 10, 1997.

The 12th amendment was made on January 7, 1998.

The 13th amendment was made on April 13, 1998.

The 14th amendment was made on August 5, 1998.

The 15th amendment was made on September 15, 1998.

The 16th amendment was made on December 7, 1998.

The 17th amendment was made on June 15, 1999.

The 18th amendment was made on July 22, 1999.

The 19th amendment was made on June 30, 2000.

The 20th amendment was made on May 22, 2001.

The 21st amendment was made on May 31, 2002.

The 22nd amendment was made on May 31, 2002.

The 23rd amendment was made on June 27, 2003.

The 24th amendment was made on June 28, 2004.

The 25th amendment was made on June 14, 2006.

The 26th amendment was made on June 13, 2008.

The 27th amendment was made on June 17, 2010.

The 28th amendment was made on June 15, 2011.

The 29th amendment was made on June 15, 2012.

The 30th amendment was made on June 14, 2013.

The 31st amendment was made on June 17, 2014.

The 32nd amendment was made on June 15, 2015.

The 33rd amendment was made on June 13, 2016.

The 34th amendment was made on June 14, 2017.

The 35th amendment was made on June 14, 2019.

The 36th amendment was made on June 15, 2020.

The 37th amendment was made on June 20, 2022.

The 38th amendment was made on June 29, 2023.

Appendix III, Rules of Shareholders' Meeting

Ji-Haw Industrial, Co., Ltd.

Rules of Shareholders' Meeting

Approved by the board

- I. The rules for the Company's shareholders' meetings, unless otherwise specified by law or the articles of incorporation, shall be conducted in accordance with these rules.
- II. Shareholders or their proxies (hereinafter referred to as shareholders) must sign in upon attendance, and the signing-in process is replaced by an attendance card.

Attendance and voting at the shareholders' meeting shall be based on the number of shares.

The number of shares present is calculated based on the submitted attendance cards, plus the number of shares exercising voting rights in writing or electronically.

- III. Unless otherwise provided by law, the Company's shareholders' meeting is convened by the board of directors.

When the Company holds a shareholders' meeting via video conference, unless otherwise stipulated by the public company's stock affairs handling standards, it should be specified in the articles of incorporation, decided by the board of directors, and the video shareholders' meeting should be conducted with a resolution passed by at least two-thirds of the directors present and more than half of those directors agreeing.

Any changes to the method of convening the Company's shareholders' meeting must be resolved by the board of directors and completed at the latest before the notice of the meeting is sent to shareholders.

The Company must send electronic files of the shareholders' meeting notice, proxy forms, cases for acknowledgment, discussion items, and issues regarding the election or dismissal of directors, along with explanations of each agenda item to the public information observation station, 30 days before the annual general meeting or 15 days before a special meeting. Additionally, 21 days before the annual general meeting or 15 days before a special meeting, the shareholders' meeting handbook and supplementary meeting materials must be sent as electronic files to the public information observation station. 15 days before the shareholders' meeting, the current shareholders' meeting handbook and supplementary meeting materials should be readily available for shareholders to access at any time and displayed at the Company and the professional stock affairs agency appointed by the Company, and should also be distributed on-site at the meeting.

The meeting handbook and supplementary materials mentioned in the previous clause should be made available to shareholders on the day of the shareholders' meeting in the following ways:

- (I) When holding a physical shareholders' meeting, they should be distributed on-site at the meeting.
- (II) When holding a video-assisted shareholders' meeting, they should be distributed on-site at the meeting and sent as electronic files to the video conference platform.

(III) When holding a video shareholders' meeting, they should be sent as electronic files to the video conference platform.

The reasons for convening the meeting shall be specified in the notice and announcement; the notice may be given by electronic means with the consent of the addressee.

The election or dismissal of directors, amendment of the articles of incorporation, capital reduction, application to stop public offering, competition permission for directors, profit transfer to capital increase, reserve transfer to capital increase, dissolution of the company, mergers, splits, or matters under Article 185, paragraph 1 of the Company Law, should be listed and explained in detail in the call for the meeting and should not be introduced as last-minute motions; the main content can be made available on the securities regulatory authority's website or a website designated by the company, and the URL should be specified in the notice.

If the reasons for convening a shareholders' meeting include a complete re-election of directors with specified commencement dates, after the election at that shareholders' meeting, the commencement dates cannot be changed through last-minute motions or any other method.

Shareholders holding more than 1% of the total issued shares can submit a proposal for the annual general meeting, limited to one item. If more than one proposal is submitted, none will be included in the agenda. However, if a shareholder's proposal is to urge the company to enhance public interest or fulfill social responsibilities, the board may still include it in the agenda. Also, if a shareholder's proposal falls under one of the scenarios in Article 172-1, paragraph 4 of the Company Law, the board may choose not to include it in the agenda.

The company must announce the acceptance of shareholder proposals, the means of acceptance (written or electronic), the place of acceptance, and the period of acceptance, which must not be less than ten days before the record date for stopping the transfer of shares before the annual general meeting.

Proposals submitted by shareholders are limited to 300 words; proposals exceeding this limit will not be included in the agenda. The proposing shareholders must attend the annual general meeting in person or through a representative and participate in the discussion of that agenda item.

The company must notify the proposing shareholder of the handling results before the date of the shareholders' meeting notice and include the proposals that meet the regulations in the meeting notice. For shareholder proposals not included in the agenda, the board must explain the reasons at the shareholders' meeting.

IV. Shareholders may authorize a proxy to attend the shareholders' meeting using the proxy forms issued by the company, specifying the scope of authorization.

A shareholder may issue only one proxy form and appoint only one proxy, which should be delivered to the company five days before the meeting. If multiple proxy forms are submitted, the first one received will be valid unless a revocation of the previous proxy is declared. Except for a declaration to revoke the previous appointment.

After the proxy form is delivered to the company, if a shareholder wishes to attend the meeting in person or exercise voting rights in writing or electronically, they must notify the company in writing two days before the meeting to cancel the proxy; if the revocation is late, the proxy's voting rights as exercised by the proxy will stand.

If the proxy form has been delivered to the company and a shareholder wishes to attend via video conference, they must notify the company in writing to cancel the proxy two days before the meeting; if the revocation is late, the proxy's voting rights as exercised by the proxy will stand.

- V. The location of the shareholders' meeting should be at the company's location or a place that is convenient for shareholders and suitable for holding the meeting. The meeting should not start before 9 AM or after 3 PM. The location and time should consider the opinions of independent directors.

When the company holds a video conference shareholders' meeting, it is not restricted by the location requirements mentioned above.

- VI. When the government or a legal entity is a shareholder, more than one representative may attend the shareholders' meeting. When a legal entity attends a shareholders' meeting as a trustee, it may only appoint one representative to attend.

For shareholders' meetings held via video conference, shareholders wishing to attend via video must register with the company two days before the meeting.

For shareholders' meetings held via video conference, the company must upload the meeting handbook, annual report, and other relevant materials to the video conference platform at least thirty minutes before the meeting starts and keep them available until the end of the meeting.

- VI-1. When the Company holds a shareholders' meeting via video conference, the following shall be specified in the shareholders' meeting notice:

- (I) Shareholders' participation in video conference and methods for exercising their rights.
- (II) The handling of obstacles to the video conference platform or participants through video conference due to natural disasters, accidents or other force majeure events shall include at least the following:
 - 1. The duration of the preceding obstacles cannot be ruled out and the meeting shall be adjourned or adjourned, and if it is necessary to postpone or adjourn the meeting,
 - 2. Shareholders who participate in the original shareholders' meeting by video conference without registration shall not be allowed to participate in the adjourned or continued meeting.
 - 3. If the video conference cannot be continued, the shareholders' meeting shall proceed to the meeting when the total number of shares represented by the video conference after deducting the number of shares attending the video conference by way of the video conference. The number of shares in attendance shall be counted in the total number of shares held by the shareholders present, and it shall be deemed their abstention on all proposals at the shareholders' meeting.
 - 4. The way in which an extemporaneous motion has not been carried out after all the proposals have been announced.
- (III) Convening of the shareholders meeting by video conference, and shall specify the appropriate alternatives for shareholders who have difficulty in participating in the shareholder meeting by video. Except for the scenarios specified in Article 44-9,

Paragraph 6 of the Public Company Stock Affairs Handling Regulations, necessary assistance and connectivity equipment must be provided for shareholders. It should also specify the period during which shareholders can apply to the company and other relevant precautions.

- VII. If the shareholders' meeting is convened by the board of directors, the chairman of the board serves as the chair. If the chairman is absent or unable to perform their duties due to other reasons, the vice chairman will act as a substitute. If there is no vice chairman or the vice chairman is also absent or unable to perform their duties, a managing director designated by the chairman will substitute; if there is no managing director, one of the directors will be designated as a substitute. If the chairman does not designate a substitute, one of the managing directors or directors will be chosen by mutual agreement to act as the substitute.

When the chair is a managing director or a director acting as a substitute, it should be one who has held the position for over six months and who understands the company's financial and business conditions. The same shall apply to a representative who is a legal person director.

The shareholders' meetings convened by the board of directors should ideally be chaired personally by the chairman and should be attended personally by more than half of the directors, including at least one independent director, and at least one representative from each type of functional committee, with the attendance details recorded in the minutes of the shareholders' meeting.

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

The Company may appoint its appointed lawyers, certified public accountants or related personnel to attend the shareholders' meeting in a non-voting capacity.

- VIII. The Company shall keep the entire process of audio and video recording of the shareholders' meeting for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

If a shareholders' meeting is convened by videoconference, the Company shall keep records of shareholders' registration, registration, attendance, questioning, voting, and the Company's vote counting results, and the videoconference shall be audio and video recorded throughout the entire process.

The information and audio recordings referred to in the preceding paragraph shall be properly kept by the Company during the period of existence, and the audio and video recordings shall be provided to the entrusted person handling the video conference affairs for their preservation.

If the shareholders' meeting is convened by video conference, the Company shall record the audio and video of the back-end operation interface of the video conference platform.

- IX. If the time for the meeting has arrived, the chair should immediately announce the commencement of the meeting. However, if there are not shareholders representing more than half of the total issued shares present, the chair may announce a postponement of the meeting, limited to two times (the first postponement is for twenty minutes, the second for ten minutes).

If, after two postponements, there are still not enough shareholders present but there are shareholders representing more than one-third of the total issued shares, a provisional resolution may be made according to Article 175, paragraph 1 of the Company Law. This provisional resolution must be notified to all shareholders, and a shareholders' meeting must be reconvened within one month. If the shareholders' meeting is held via video conference, shareholders wishing to attend via video must re-register with the company according to Article 6.

If the number of shares represented by the attending shareholders reaches more than half of the total issued shares before the end of the meeting, the chair may resubmit the provisional resolution made for a vote at the shareholders' meeting in accordance with Article 174 of the Company Law.

- X. If the shareholders' meeting is convened by the board of directors, the agenda is set by the board. All related proposals (including last-minute motions and amendments to the original proposals) must be voted on individually. The meeting should proceed according to the scheduled agenda and 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 other than the board.

The chair should provide ample explanation and discussion opportunities for the proposals, amendments proposed by shareholders, or last-minute motions. When it is deemed that the discussion has reached a sufficient level to proceed to a vote, the chair may announce the end of discussion, move to a vote, and allocate adequate time for voting.

The chair should provide ample explanation and discussion opportunities for the proposals, amendments proposed by shareholders, or last-minute motions. When it is deemed that the discussion has reached a sufficient level to proceed to a vote, the chair may announce the end of discussion, move to a vote, and allocate adequate time for voting.

- XI. Before a shareholder speaks, they must fill out a speech slip indicating the main points of their speech, shareholder account number (or attendance certificate number), and account name. The chair will determine the order of speaking.

If a shareholder only submits a speech slip and does not speak, it is considered as no speech given. If the content of the speech differs from what is recorded on the speech slip, the actual speech content prevails.

For the same proposal, a shareholder may not speak more than twice without the chair's consent, and each speech may not exceed five minutes. However, with the chair's permission, the time may be extended by three minutes. If a shareholder's speech violates the regulations or goes beyond the scope of the topic, the chair may stop the speech.

When a shareholder is speaking, other shareholders may not interrupt without the consent of the chair and the speaking shareholder. If this rule is violated, the chair should intervene.

When a corporate shareholder appoints more than one representative to attend the shareholders' meeting, only one representative may speak for the same proposal.

After a shareholder speaks, the chair may respond personally or designate relevant personnel to reply.

For shareholders' meetings held via video conference, shareholders participating via video

may ask questions in text form on the video conference platform from the announcement of the meeting's commencement to the declaration of its adjournment. Each proposal may be questioned no more than twice, with each query limited to 200 characters. The provisions from the first to the fifth clauses do not apply in this case.

If the question asked in the preceding paragraph does not violate the regulations or does not exceed the scope of the proposal, it is advised to disclose the question on the shareholders' meeting video conference platform for everyone to know.

XII. For resolution of a shareholders' meeting, the number of shares held by shareholders without voting rights shall not be counted in the total number of issued shares.

Shareholders may not participate in the voting on matters that involve their own interests and may be detrimental to the interests of the Company, nor may they exercise voting rights on behalf of other shareholders.

The quantity of shares bearing no voting right is excluded from the quantity of shares represented by the attending shareholders.

Except for a trust enterprise or a stock affairs agency approved by the securities competent authority, when a person is concurrently appointed as proxy by two or more shareholders, the voting rights of the proxy shall not exceed 3% of the voting rights of the total number of shares issued. Not counted.

XIII. Shareholders are entitled to one vote for each share held, unless otherwise provided in the Company Act.

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence; when voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. Shareholders casting their votes by correspondence or electronic means shall be deemed to have attended the meeting in person. However, the shareholder shall be deemed a waiver of voting rights in respect of any extempore motion and amendment to the original proposal.

Shareholders who elect to cast their votes by correspondence or electronic means shall express their intentions to the Company at least two days before the scheduled date of the meeting. However, this does not apply to those who have declared a revocation of their previous intent.

After a shareholder has exercised voting rights in writing or electronically, if he/she intends to attend the shareholders' meeting in person or by videoconference, he/she shall express his/her intention to revoke the previous exercise of the voting right in the same manner as for the exercise of the voting rights two days before the meeting date; Voting rights cast in writing or by electronic means shall prevail. If the voting right is exercised in writing or by way of electronic transmission, and a proxy is appointed to attend the shareholders' meeting, the voting right exercised by the proxy attending the meeting shall prevail.

Except as otherwise provided by the Company Act and the Company's Articles of Incorporation, a proposal shall be passed by an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the chair or the person designated by the chair shall announce the total number of voting rights of the attending shareholders on each proposal, and then the shareholders shall vote on each proposal.

When there is an amendment or substitute to the same proposal, the Chairman shall determine the order of voting together with the original proposal. If any one of the proposals has been passed, the other proposals shall be deemed rejected and no further voting shall be required.

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

The votes for voting or election shall be counted in public at the venue of the shareholders' meeting, and the voting results, including the number of votes, shall be announced on the scene immediately after the completion of the counting and recorded as a record.

Shareholders attending the shareholders' meeting via video conference shall conduct the voting on various proposals and election proposals through the video conference platform after the chair has announced the meeting through video conference, and shall complete the voting on various proposals and election proposals before the chair announces the voting is closed. deemed a waiver.

If the shareholders' meeting is convened by video conference, the votes shall be counted in one lump sum and the voting and election results shall be announced after the chairperson announces the close of voting.

When the Company convenes a video-assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting by way of video in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall cancel the registration in the same manner as for the registration two days before the meeting; If the revocation is made after the time limit, the shareholder may only attend the shareholders' meeting by way of video conference.

When exercising voting rights in writing or electronically without revoking their intent, and participating in the shareholders' meeting via video, except for last-minute motions, shareholders may not exercise voting rights again on the original proposal, nor propose amendments or vote on amendments to the original proposal.

- XIV. When the shareholders' meeting involves the election of directors or independent directors, it should be conducted in accordance with the company's prescribed method for electing directors and independent directors, and the election results, including the list of elected directors and independent directors and the number of votes they received, should be announced on the spot.

The ballots for the election mentioned in the previous clause should be sealed and signed by the scrutineers, properly stored, and preserved for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

- XV. The decisions of the shareholders' meeting should be recorded in the minutes, which are to be signed or stamped by the chair and distributed to all shareholders within twenty days after the meeting. The production and distribution of the minutes can be done electronically.

The distribution of the minutes mentioned in the previous clause can be announced via the public information observation station by the company.

The minutes should accurately record the year, month, day, location, name of the chair, method of resolution, key points of the meeting proceedings, and voting results (including

the count of votes). When directors or supervisors are elected, the number of votes received by each candidate should be disclosed. During the lifetime of the company, these records should be permanently preserved.

If a shareholders' meeting is convened by videoconference, the minutes of the meeting shall record, in addition to the matters required by the preceding paragraph, the beginning and ending time of the shareholders' meeting, the method of convening the meeting, the name of the chairman and minutes of The method and state of handling in the event of failure of the Company to communicate with the Company or participants by way of video conferencing.

The Company shall comply with the preceding paragraph when convening a shareholder meeting via video conference, and specify in the minutes of the meeting the alternative measures offered to shareholders who are in difficulty for participating in the shareholders meeting via video conference.

- XVI. On the day of the shareholders' meeting, the Company shall prepare a statistical report in the prescribed format on the number of shares acquired by solicitors and the number of shares represented by proxies and the number of shares represented by shareholders in the meeting venue. of the Company.

For shareholders' meetings held via video conference, the company must upload the aforementioned information to the video conference platform at least thirty minutes before the meeting starts and keep it visible until the meeting concludes.

When the company convenes a video conference shareholders' meeting and announces the commencement, the total number of shares held by attending shareholders should be disclosed on the video conference platform. If, during the meeting, there is additional tallying of the total number of shares and voting rights held by attending shareholders, the same applies.

For resolutions at the shareholders' meeting that involve significant information as stipulated by laws or regulations of the Taiwan Stock Exchange Corporation, the company must transmit the details to the Public Information Observation Station within the specified timeframe.

- XVII. Staff handling the shareholders' meeting should wear identification badges or armbands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear armbands or identification cards bearing the word "Proctor."

If the meeting place is equipped with sound amplifying equipment, the chair may stop a shareholder from speaking if he/she uses anything other than the equipment provided by the Company.

If a shareholder violates the rules of procedure and refuses to obey the correction of the chairperson, thus obstructing the progress of the meeting and failing to comply after being stopped, the chairperson may direct the proctors or security personnel to escort the shareholder from the meeting place.

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

If the meeting venue is no longer available for further use before the completion of the agenda of the shareholders' meeting (including extraordinary motions), the shareholders' meeting may decide to continue the meeting at another venue.

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

- XIX. If a shareholders' meeting is convened by video conference, the Company shall disclose the voting results of each proposal and election results on the shareholders' meeting video conference platform in accordance with the regulations immediately after the close of poll. min.
- XX. When the Company holds a video conference, the chairperson and the person taking minutes shall be at the same place in Taiwan. The chairperson shall announce the address of such place at the time of the meeting.
- XXI. If a shareholders' meeting is convened by video conference, the Company may provide a simple connection test to the shareholders before the meeting, and provide related services immediately before and during the meeting to assist with the resolution of communication technical problems.

If a shareholders' meeting is convened by video conference, the chair shall, when announcing the meeting to order, make a separate announcement, Before the meeting is adjourned, natural disasters, accidents or other force majeure events hinder the participation in the video conference platform or by means of video conferencing for more than 30 minutes, the meeting shall be postponed or resumed within five days. Not applicable in compliance with the provisions of Article 182.

In the event of a postponement or continuation of a meeting as mentioned in the previous clause, shareholders who did not register to participate in the original shareholders' meeting via video cannot participate in the postponed or continued meeting.

According to the second clause, for a meeting that should be postponed or continued, shareholders who had registered to participate in the original shareholders' meeting via video and completed the check-in, but did not participate in the postponed or continued meeting, their shares, exercised voting rights, and election rights from the original shareholders' meeting should be counted towards the total number of shares, voting rights, and election rights at the postponed or continued meeting.

When handling the postponement or continuation of a shareholders' meeting as stipulated in the second clause, for proposals where voting and counting have been completed and the voting results or list of elected directors have been announced, there is no need to rediscuss or decide again.

If a video-assisted shareholders' meeting convened by the company cannot continue as per the second clause and the number of shares represented in attendance, excluding those attending via video, still meets the legal quorum required for the shareholders' meeting, the meeting should proceed without needing to postpone or continue as per the second clause.

In the event that the meeting should continue as mentioned above, the shares of shareholders who participated via video should be counted towards the total number of shares present. However, for all items on the agenda of that shareholders' meeting, they are considered to have abstained.

The Company's postponement or renewal of a general meeting in accordance with the provisions of paragraph 2 shall be in accordance with the provisions of paragraph 27 of Article 44 of the Regulations Governing the Administration of Shareholder Services of Public Stock Companies, the date of the original shareholders' meeting and the relevant matters set forth in that Article. Pre-requisites.

The latter paragraph and Paragraph 3, Article 13 of the Public Company Rules Governing the Use of Proxies for Attending Shareholder Meetings, Paragraph 2, Article 44-5, and Article 44-10 of the Regulations Governing the Administration of Shareholder Services of Public Stock Companies 5. The Company shall postpone or continue the date of the shareholders' meeting in accordance with the provisions of Paragraph 2 of Article 44-17, Paragraph 1.

- XXII. When the company holds a video conference shareholders' meeting, appropriate alternative measures should be provided for shareholders who have difficulty attending the meeting via video. Apart from the provisions specified in Article 44-9 of the Public Company Stock Affairs Handling Regulations, at least necessary connectivity equipment and assistance should be provided, and it should be specified when shareholders can apply to the company and other relevant precautions to take note of.
- XXIII. These rules shall be implemented after approval by the shareholders' meeting, and the same applies to any amendments.

Appendix IV. Director Election Procedures

Ji-Haw Industrial, Co., Ltd.

Director Election Procedures

Approved by the shareholders' meeting on June 20, 2021.

- I. The election of directors of the company, unless otherwise stipulated by law or the articles of incorporation, shall be conducted in accordance with these procedures.
- II. The Company adopts the single registered cumulative voting system for the election of directors. Each share has the same number of votes as the number of directors to be elected, and may be cast for the election of a single candidate or separately.

II-1. The composition of the board of directors shall take diversity into consideration, and shall formulate an appropriate

The policy of diversification should include but not limited to the following two aspects:

- 1. Basic conditions and values: gender, age, nationality and culture, etc.
- 2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills and industry experience. Members of the Board of Directors shall generally possess the necessary knowledge, skills, and attributes to perform their duties, and shall have the following abilities as a whole:
 - (1) Operational judgment.
 - (2) Accounting and financial analysis ability.
 - (3) Business management ability.
 - (4) Crisis management.
 - (5) Industry knowledge.
 - (6) An international market perspective.
 - (7) Leadership ability.
 - (8) Decision-making ability.

The board of directors of the company shall consider adjusting the composition of the board of directors based on the results of performance evaluation.

- III. The Board of Directors shall prepare the same number of ballots as the Directors to be elected, specify the number of voting rights on the ballots, and distribute them to the shareholders attending the Shareholders' Meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- IV. The number of directors of the Company shall be determined in accordance with the number of seats specified in the Articles of Incorporation of the Company. The persons receiving the

ballots representing a greater number of voting rights shall be elected as directors in order. If two or more directors receive the same number of votes and the number of votes for the seats is exceeded, they shall be drawn by lot from those receiving the same number of votes. The chair will draw lots on behalf of those who do not attend.

- V. Before the election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. All vote monitoring personnel shall be shareholders. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the scrutineers before voting commences.
- VI. In the election of directors, independent directors and non-independent directors shall be elected together, and the elected seats shall be calculated separately. The independent directors and non-independent directors shall be elected as those whose ballots represent a higher number of votes.
- VII. More than half of the seats of directors shall not have any of the following relationships:

- 1. Spouse
- 2. Relatives within the kinship of the company.

VIII. A ballot is invalid if one of the following occurs:

- 1. Ballots provided in these Regulations are not used.
- 2. A blank ballot is put into the ballot box.
- 3. The writing on the ballot is blurred that cannot be identified.
- 4. If the candidate is a shareholder, the candidate's account name or shareholder account number does not conform with the shareholders' register; if the candidate is a non-shareholder, the name and identity document number are verified to be inconsistent.
- 5. Other words or marks are entered in addition to the candidate's account name (name) or shareholder account number (identity document number) and the number of voting rights allotted.
- 6. The name of the candidate whose name is entered on the ballot is the same as that of other shareholders and the shareholder account number or identity document number is not provided for identification.

- IX. The ballot box shall be opened immediately after the end of the poll. The results of the voting shall be announced by the chair on the spot. The ballots for the election mentioned in the previous clause should be sealed and signed by the scrutineers, properly stored, and preserved for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.
- X. Shareholders may elect a candidate for the election electronically or onsite. The method of voting shall be governed by the Company Act and the competent authority. Shareholders who exercise their voting rights electronically shall exercise their voting rights on the electronic voting platform designated by the Company in accordance with the Company Act, the Securities and Exchange Act, and the Regulations Governing the Administration of Shareholder Services of Public Companies.

XI. These Regulations shall be implemented after the approval of the Shareholders' Meeting, and shall be amended in the same manner.

Appendix V. Shareholding of Directors

Ji-Haw Industrial, Co., Ltd.

Shareholding of Directors

1. The company's paid-in capital amount is NTD 1,127,192,510, with a total of 112,719,251 shares issued. According to Article 26 of the Securities Exchange Act, the minimum statutory shareholding for all directors is 8,000,000 shares.
2. As of the record date for stopping transfers before this annual general meeting (April 30, 2024), the shareholding status of individual and all directors as recorded in the shareholders' register is as follows:

Unit: number of shares

Title	Name	Date of election	Term of office	Shareholding when elected			Shareholding as of the book closure date		
				Type	No. of shares	Shareholding ratio	Type	No. of shares	Shareholding ratio
Chairman	Hao-Ji Shi	112.06.29	3 years	Common shares	0	0%	Common shares	0	0%
Director	He Chao-Yang	112.06.29	3 years	Common shares	0	0%	Common shares	60,000	0.05%
Director	Zeng Bai Hu	112.06.29	3 years	Common shares	0	0%	Common shares	0	0%
Director	Kuo Chen	112.06.29	3 years	Common shares	0	0%	Common shares	0	0%
Independent director	Wang En Guo	112.06.29	3 years	Common shares	2,000	0%	Common shares	0	0%
Independent director	Gong Xin Jie	112.06.29	3 years	Common shares	0	0%	Common shares	0	0%
Total number and ratio of shareholding by directors					2,000	0.00%		60,000	0.05%

Note: Pursuant to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if two or more independent directors have been elected under paragraph 2, the quantity of shares held by all directors and supervisors other than the independent directors shall be reduced to 80% of the above ratio.