

Gordon Auto Body Parts Co., LTD.

**Handbook for the 2025 Annual Meeting
Of Shareholders**

MEETING TIME: June 17, 2025

No 48, Nieh Hsi Road, Lu Chu Dist. Taoyuan City, Taiwan 33852

(Translation - In case of any difference between the Chinese and English versions, the Chinese version shall prevail.)

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I 、 Meeting Procedure

Gordon Auto Body Parts Co., LTD.

Procedure for the 2025 Annual Meeting of Shareholders

(I) 、 Call the Meeting to order and report attendance Shares

(II) 、 Chairperson Takes Chair

(III) 、 Chairperson Remarks

(IV) 、 Management Presentation (Company Reports)

(V) 、 Proposals

(VI) 、 Discussion

(VII) 、 Election Matter

(VIII) 、 Other Matters

(IV) 、 Questions and Motions

(X) 、 Adjournment

II 、 Meeting Agenda

Agenda of Annual Meeting of Gordon Auto Body Parts Co., LTD. Year 2025 Shareholders

(I) 、 Time:9:00 a.m. on June 17, 2025

(II) 、 Location: No. 48, Nieh Hsi Road, Lu Chu District, Taoyuan City, Taiwan

(III) 、 Convening method: Physical shareholders' meeting

(IV) 、 Chairperson Remarks

(V) 、 Management Presentation (Company Reports)

A 、 Report on the company's 2024 business report.

B 、 Audit Committee's review of the 2024 annual final
accounting books and statements.

C 、 Report on 2024 employees' and directors' remuneration.

D 、 Report on 2024 distribution of the cash dividend from profits.

(VI) 、 Proposals

A 、 Acknowledgment of the 2024 annual final accounting
books and statements.

B 、 Acknowledgment of the 2024 earnings distribution.

(VII) 、 Discussion

Amendment to the Company Corporate Charter.

(VIII) 、 Election Matter

Election of new directors.

(IV) 、 Other Matter

To release the prohibition on newly elected directors from participation in competitive business.

(X) 、 Questions and Motions

(XI) 、 Adjournment

Management Presentation (Company Reports)

(I) Report on the company's 2024 business report.

A Sales

The company's consolidated operating income in 2024 was NT\$3,015,605 thousand, an increase of 11.79% from NT\$2,697,553 thousand in 2023, of which auto parts revenue accounted for 99.14% of the consolidated revenue, and processing revenue accounted for 0.86% of the consolidated revenue.

The consolidated auto parts sales revenue in 2024 was NT\$2,989,642 thousand, an increase of 12.62%, compared to NT\$2,654,529 thousand in 2023. The growth mainly reflects the growth in demand for automotive after-sales maintenance (AM) parts.

B Production

(A) Production volume

In 2024, the company's output was 2,238,693 pieces, with an output value of NT\$1,772,282 thousand, an increase of 10.98%, and 12.31% compared with the output of 2,017,122 pieces, with an output value of NT\$1,577,965 thousand in 2023. The growth mainly reflects the after-sales of automobiles a growth in demand for maintenance (AM) parts.

(B) Research and development

The company developed 23 sets of molds in 2024 and completed the initial mass production, which not only continued to meet the market's demand for one-time diversified purchases, but also continued to improve the bargaining power for the company's product portfolio.

C Factors affecting the overall economic environment

The economic environment in 2024 was affected by the economic warming after the global epidemic was lifted, which showed favorable factors for the recovery and growth of the automobile industry. 2025 is expected to be a cautiously optimistic year compared with 2024. However, the global economy will still face market uncertainties such as geopolitical conflicts and the new US government taking office, which will reshape the US and global political and economic environment. However, major economies still have room for interest rate cuts, and the growth of terminal demand and economic recovery are expected to continue. The number of cars in the past few years has remained maintain a high level and the average vehicle age in the automotive aftermarket maintenance market will further increase, coupled with the expansion of the use of AM collision parts by major U.S. auto insurance companies, which will drive the demand for automotive aftermarket maintenance (AM) parts, and the utilization rate of automotive aftermarket maintenance (AM) parts will increase in the future. Regardless of the degree of economic impact, Gordon will continue to uphold the consistent concept of "quality, technology, innovation and customer service" and continue to provide customers with the best services and products. We believe that under the wise leadership of the management team, we can continue the past Innovative performance drives new growth and expands market share in the after-sales maintenance service market.

Chairman: Maoyuan Lee

General Manager: Maoyuan Lee

Accounting Supervisor: Jianrong Chen

(II) 、 Audit Committee's review of the 2024 annual final accounting books and statements.

Gordon Auto Body Parts Co., LTD.

Audit committee's review report

The board of directors submitted the company's 2024 individual financial statements, which have been audited by Chia-Yu Lai and Li-Chen Peng of Baker Tilly Clock & Co, and issue an audit report, together with the business report and the profit distribution proposal, approved by the audit committee After the inspection is completed, it is considered that there is no discrepancy. In accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, a report is hereby made.

To

Gordon Auto Body Parts Co., LTD. 2025 Annual General Meeting of Shareholders

Gordon Auto Body Parts Co., LTD

Audit Committee

Convener: Independent Director DECAI ZHENG

March 7, 2025

(III) › Report on 2024 employees' and directors' remuneration.

In accordance with Article 32 of the company's articles of association, and approved by the board of directors on March 7, 2025, according to the company's 2024 profits, 3% of the employee's remuneration was allocated, NT\$23,490,360, and the remuneration of directors 2 %, NT\$15,660,240 and totaling NT\$39,150,600, all issued in cash.

(IV) › Report on 2024 distribution of the cash dividend from profits.

1. In accordance with the provisions of Article 32-1 of the "Articles of Association" of the company.
2. Cash dividends of NT\$380,213,913 will be allocated from the distributable earnings in 2023, and NT\$2.3 per share will be allocated. The calculation is up to NT\$1, and rounds below NT\$1 belongs to other income of company.
3. After this profit distribution proposal was approved by the board of directors on March 7, 2025, the chairman has been authorized to set April 23, 2025 as the ex-dividend base date, and to distribute cash dividends on May 16, 2025.

Proposals

Proposal I: (Proposed by the Board of Directors)

Subject: Acknowledgment of the 2024 annual final accounting books and statements.

Explanation: The individual financial statements of the Company for the year ended 2013 have been approved by the Board of Directors of the Company and have been audited and certified by Chia-Yu Lai and Li-Chen Peng of Baker Tilly Clock & Co, (please refer to Appendix 1). It has been submitted to the Audit Committee for review together with the business report and are proposed to be submitted to the General Meeting of Shareholders for approval.

Resolution:

Proposal II: (Proposed by the Board of Directors)

Subject: Acknowledgment of the 2024 earnings distribution.

Explanation: 2024 annual profit distribution table (below) will be submitted to the supervisor for review and completion, and will be submitted to the regular meeting of shareholders for approval.

Gordon Auto Body Parts Co., LTD. PROFIT DISTRIBUTION TABLE

Year 2024

(Unit: NTD \$)

Item	Amount		Note
	Subtotal	Total	
Beginning retained earnings		\$ 542,126,271	Note: The amount of this surplus distribution is based on the 2024 after-tax net profit for priority distribution.
Add: net profit after tax	\$597,263,964		
2024 other comprehensive profit and loss (determined Actuarial gains and losses from benefit plans)	<u>385,407</u>		
The net profit after tax of the current period plus items other than the net profit after tax of the current period are included in the retained earnings of the current year.		597,649,371	
Less: 10% legal reserve		<u>(59,764,937)</u>	
Distributable net profit		1,080,010,705	
Distributable items			
Dividend to shareholders-cash(NT\$ 2.3 per share)		<u>(380,213,913)</u>	
Ending retained earnings		<u>\$ 699,796,792</u>	

Chairman: Maoyuan Li

Manager: Maoyuan Li

Accounting Supervisor: Jianrong Chen

Resolution:

Discussion

Proposal 1: (Proposed by the Board of Directors)

Subject: Amendment to the Company Corporate Charter. Please proceed to discuss.

Explanation:

1. In accordance with the Financial Supervisory Commission's letter No. 1130385442 dated November 8, 2024, and in accordance with Article 14, Paragraph 6 of the Securities and Exchange Act, supplementary provisions are hereby made regarding matters related to companies setting aside a certain percentage of their annual earnings to adjust salaries or distribute remuneration to grassroots employees.
2. Due to the above-mentioned laws and other relevant laws and regulations, the company's articles of association are amended. The comparison table of articles before and after the amendment is as follows:

Comparison table of articles before and after amendment of the Company Corporate Charter

Article	Amended Articles	Original Article	explanation
Article 19	<p>The company has 7 to 11 directors with a term of three years. The candidate nomination system is adopted. The shareholders' meeting selects and appoints the candidates from the list of candidates. The nomination method is in accordance with Article 192-1 of the Company Law. Provisions to handle, re-election can be re-elected. The total amount of shares held by all directors shall comply with the provisions of the "Regulations on the Shareholding Ratio of Directors and Supervisors of Publicly Issued Companies and the Implementation Rules for Inspection". Among the number of directors in the preceding paragraph, the number of independent directors shall not be less than three, and shall not be less than one-third of the number of directors. The professional qualifications, shareholding, part-time restrictions, nomination and selection methods, and other matters to be complied with for independent directors in the preceding paragraph shall be in accordance with the relevant regulations of the securities regulatory authority.</p> <p><u>Independent directors and non-independent directors should be elected together and the number of elected directors should be calculated separately.</u></p>	<p>The company has 7 to 11 directors with a term of three years. The candidate nomination system is adopted. The shareholders' meeting selects and appoints the candidates from the list of candidates. The nomination method is in accordance with Article 192-1 of the Company Law. Provisions to handle, re-election can be re-elected. The total amount of shares held by all directors shall comply with the provisions of the "Regulations on the Shareholding Ratio of Directors and Supervisors of Publicly Issued Companies and the Implementation Rules for Inspection". Among the number of directors in the preceding paragraph, the number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. The professional qualifications, shareholding, part-time restrictions, nomination and selection methods, and other matters to be complied with for independent directors in the preceding paragraph shall be in accordance with the relevant regulations of the securities regulatory authority.</p>	<p>Pursuant to the Ministry of Economic Affairs' letter No. 09502054290 dated April 28, 2006 and Article 24 of the "Code of Corporate Governance Practices for Listed Companies" amended in December 2021.</p>

Article	Amended Articles	Original Article	explanation
Article 32	<p>If the company has a profit in the year, it shall allocate no less than 1% as employee compensation, and no more than 3% as director compensation. However, when the company still has accumulated losses, it should reserve the amount in advance to make up for it.</p> <p><u>Of the employee remuneration amount referred to in the preceding paragraph, no less than thirty percent shall be allocated for distribution to grassroots employees.</u></p> <p><u>The first two items shall be implemented by resolution of the board of directors and reported to the shareholders' meeting.</u></p> <p><u>Employee compensation can be paid in stock or cash</u> includes employees of controlled or subordinate companies who meet certain conditions, and the conditions are authorized to be decided by the board of directors.</p>	<p>If the company has a profit in the year, it shall allocate no less than 1% as employee compensation, and no more than 3% as director compensation. However, when the company still has accumulated losses, it should reserve the amount in advance to make up for it.</p> <p><u>The object of the Company's distribution of employee remuneration</u> includes employees of controlled or subordinate companies who meet certain conditions, and the conditions are authorized to be decided by the board of directors.</p>	Cooperate with the Financial Supervisory Commission to revise the letter.
Article 32-1	<p>If there is a surplus in the company's annual final accounts, it shall first pay taxes, make up for accumulated losses, and then withdraw 10% of the statutory surplus reserve, <u>however, this limitation does not apply when the statutory surplus reserve has reached the paid-in capital</u>, and then allocate or reverse special funds in accordance with the Securities and Exchange Law and the regulations of the competent authority. After the surplus reserve, if there is still a balance, the balance should be added to the accumulated undistributed surplus of the previous year before distributing dividends to shareholders. 10% of the distributable surplus for the year.</p> <p>The above-mentioned earnings distribution shall be proposed by the Board of Directors with a distribution proposal. When it is made by way of new shares, it shall be submitted to the shareholders' meeting for resolution. The Company shall distribute all or part of dividends and bonuses in the form of cash, authorize the board of directors to do so with the presence of more than two-thirds of the directors, and with the approval of more than half of the directors present, and report to the general meeting of shareholders. When there is a reversal of the amount of the deduction of the shareholders' equity in the preceding paragraph, the</p>	<p>If there is a surplus in the company's annual final accounts, it shall first pay taxes, make up for accumulated losses, and then withdraw 10% of the statutory surplus reserve, and then allocate or reverse special funds in accordance with the Securities and Exchange Law and the regulations of the competent authority. After the surplus reserve, if there is still a balance, the balance should be added to the accumulated undistributed surplus of the previous year before distributing dividends to shareholders. 10% of the distributable surplus for the year.</p> <p>The above-mentioned earnings distribution shall be proposed by the Board of Directors with a distribution proposal. When it is made by way of new shares, it shall be submitted to the shareholders' meeting for resolution. The Company shall distribute all or part of dividends and bonuses in the form of cash, authorize the board of directors to do so with the presence of more than two-thirds of the directors, and with the approval of more than half of the directors present, and report to the general meeting of shareholders. When there is a reversal of the amount of the deduction of the shareholders' equity in the preceding paragraph, the surplus may be distributed according to the reversal</p>	Amended in accordance with Article 237 of the Company Law.

Article	Amended Articles	Original Article	explanation
	surplus may be distributed according to the reversal part. The company is in the business growth stage. In order to cope with the continuous expansion of the business scale, the cash dividend among the types of dividends shall not be less than 10% of the total number of shareholders' dividends.	part. The company is in the business growth stage. In order to cope with the continuous expansion of the business scale, the cash dividend among the types of dividends shall not be less than 10% of the total number of shareholders' dividends.	
Article 34	The Articles of Association shall be made on January 20, 1986..... The thirty-sixth amendment was made on June 14, 2022. <u>The thirty-seventh amendment was made on June 17, 2025.</u>	The Articles of Association shall be made on January 20, 1986..... The thirty-sixth amendment was made on June 14, 2022.	Add the revision number and date.

Resolution:

Election Matters

(Proposed by the Board of Directors)

Subject: Election of new directors. Please request election.

Explanation:

1. The term of office of the 15th board of directors of the Company will expire on June 13, 2025. It is planned to re-elect all directors at this regular shareholders' meeting. The term of office of the current directors will be extended until they step down after this re-election.
2. Pursuant to the Articles of Association of the Company, nine seats (including four independent directors) will be elected for the 16th Board of Directors. The candidate nomination system will be adopted. Shareholders shall elect candidates from the list of candidate directors and the single-name cumulative voting system will be adopted. The term of office will be from June 17, 2025 to June 16, 2028, for a total of three years. The Audit Committee will be composed of all independent directors.
3. The 12th session of the 15th Board of Directors passed the resolution "Nomination of Candidates for Election of Directors (Including Independent Directors) in 2025". For the list of candidates for directors and independent directors and related information, please refer to Attachment II.
4. Request for election.

Election Results:

Other Matter

(Proposed by the Board of Directors)

Subject: To release the prohibition on newly elected directors from participation in competitive business. Please proceed to discuss.

Explanation:

1. Pursuant to Article 209 of the Company Act, if a director performs an act for himself or others that is within the scope of the company's business, he or she shall explain the important details of the act to the shareholders' meeting and obtain their approval.
2. If the newly-appointed director of the Company invests in or operates other companies related to or similar to the business scope of the Company, the Company shall request the approval of the General Meeting of Shareholders in accordance with the law. If the newly-appointed director of the Company has the above circumstances, the Company shall agree to lift the non-competition restriction on the director.
3. Details of the proposed lifting of the non-compete restrictions on director candidates.

Director	Elimination of non-compete situation
Chiau Hui industrial co., ltd	Director of Uni-Tech Co., Ltd.
Hehan Investment Co., Ltd.	Chiau Hui industrial co., ltd

Resolution:

Questions and Motions

Adjournment

Attachment I

INDEPENDENT AUDITORS' REPORT

NO.14681130EA

To GORDON AUTO BODY PARTS CO., LTD.

Opinion

We have audited the individual financial statements of Gordon Auto Body Parts Co., Ltd. (the "Company"), which comprise the individual balance sheets as of December 31, 2024 and 2023, and the individual statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and the notes to the individual financial statements, including a summary of significant accounting policies.

In our opinion, the individual financial statements present fairly, in all material respects, the financial position of the Company, as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) were endorsed and issued into effect by the Financial Supervisory Commission (FSC).

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountant 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 for our opinion.

Key Audit Matters

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

The descriptions of the key audit matters of the individual financial statements for the year ended December 31, 2024 are as follows:

1. Measurement of impairment losses on inventory

Refer to Note 4(5) to the alone financial statements for the accounting policies for inventories; refer to Note 5(1) to the alone financial statements for the accounting

estimates and uncertainties in assumptions regarding the valuation of inventories; refer to Note 6(6) to the alone financial statements for a description of inventories.

Description of key audit matters

The Company's main business is manufacturing and selling auto parts, doors, fenders and molds for collision repair. The products are mainly sold to the repair market for vehicles in the existing market. In the collision repair market, product market life and sales cycle are based on the vehicle models sold. Therefore, the Company adjusts the production quantity of each product each year based on the market circulation status of each vehicle model.

The Company's production process involves cutting, pressing, sheet metal and baking paint (baking rust-proof paint). Under normal circumstances, such components are less susceptible to deterioration and damage. In the financial statements, inventories are measured at a lower cost or net realizable value. Although the sales prices are adjusted based on the cost of raw materials, the quoted price in U.S. dollars is susceptible to exchange rate fluctuations and competition, which may result in the risk that the carrying value of inventories may exceed the net realizable value, since the amount of inventories is significant and there are many items. Therefore, the Company's measurement of impairment losses on inventory is one of the most important matters to be audited.

Audit procedures in response

We perform the audit procedures regard to the above key audit matters included:

- Obtain an analysis the lower of the year ending inventory or net realizable value, and check the total number of each inventory item in the general ledger and the sub-ledger.
 - Compare the policies on the allowance to reduce inventory to market value in the current financial reporting period with those in the previous, and assess whether the policies are reasonable.
 - Sampling the estimated sale prices of finished goods and products are based on the last sale price before and after the reporting date of the financial statements, and evaluate the basis for calculating the selling expense ratio to confirm the reasonableness of the net realizable value.
 - Evaluate whether the analysis the lower of the year ending inventory or net realizable value provided by management has been compared on an item-by-item basis and calculated.
 - Evaluate whether management has adequately disclosed the allowance to reduce inventory to market value.
2. The assessment of financial assets at fair value through other comprehensive income.

For the accounting policies of financial assets at fair value through other comprehensive income, refer to Note 4(9) of the individual financial statements; for a

description of financial assets at fair value through other comprehensive income, refer to Note 6(3) of the individual financial statements.

Description of key audit matters

Financial assets at fair value through other comprehensive income are measured at fair value. The financial assets at fair value through other comprehensive income held by the Company are unlisted companies, whose fair value is not available in an active market, so they are valued with the market-based approach. The market-based approach requires a more subjective valuation technique, which significantly affects the fair value measurement results and affects the fair value recognition of financial assets at fair value through other comprehensive income. Therefore, the Company fair value assessment of financial assets at fair value through other comprehensive income is one of the most significant key audit matters.

Audit procedures in response

Our audit procedures regarding to the above key audit matters include:

- Obtain the opinion from external experts and inquire about their professional qualifications, experience and reputation to ensure the credibility of their skills and capabilities.
- Check the objectivity of the external experts to confirm whether their opinions can be reasonably adopted.
- Evaluate whether the values of the amount and ratio of the comparable subject matter used in the external expert opinion are unreasonable in relation to the information about the comparable company obtained from the Market Observation Post System.
- Check the parameters of the evaluation model and the settings of the calculation formula for inconsistencies or errors.

3. Measurement of impairment of property, plant and equipment

Refer to Note 4(8) of the individual financial statements for the accounting policy for impairment of tangible and intangible assets (exclude goodwill); refer to Note 5(2) of the individual financial statements for the accounting estimates and uncertainties of the assumptions used in assessing the impairment of tangible assets; refer to Note 6(8) of the individual financial statements for the description of property, plant and equipment.

Description of the key audit matters

The Company needs to continuously develop tooling in order to produce products for various vehicles in the market. Depreciation has been provided over the useful life of tooling in line with the average age of vehicles. However, due to competition and market conditions, the Company conducts an annual assessment of property, plant and equipment for impairment. The Company is a single cash-generating unit. Therefore, the company discounts the estimated future cash flows using an appropriate discount rate to measure the cash-generating unit's recoverable

amount as a basis for assessing whether the property, plant and equipment is impaired.

The Company uses estimated future cash flows as a measure of recoverable amounts of property, plant and equipment. The assumptions used in forecasting are prone to subjective judgments and are highly uncertain, resulting in a significant effect on the recoverable amount, which in turn affects whether the property, plant and equipment are impaired. Therefore, the measurement of the impairment of property, plant and equipment of the Company is one of the most significant audit matters.

Audit procedures in response

Our audit procedures regarding to the above key audit matters included:

- Obtain documents related to the Company's self-assessment of asset impairment and review whether there is any indication of impairment.
- Examine the expected future cash flows and estimate whether the average net cash inflows for the current year are materially different from the estimated annual net cash inflows adopted by the Company, based on its actual net earnings before interest, taxes, depreciation, and amortization (EBITDA) for the last five years.
- Review the projected growth rates to see if they are unreasonable compared to historical results, economic and industry forecasts.
- Review the discount rate used whether there is unreasonable when compared to the cash-generating unit's cost of capital assumptions.
- Check the parameters of the evaluation model and the settings of the calculation formula for inconsistencies or errors.

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

Management has the responsibility for the preparation and represents fairly of the individual financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) were endorsed and issued into effect by the Financial Supervisory Commission (FSC), and for such internal control as management determines necessary to enable the preparation of the individual financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Individual Financial Statements

Our objectives are to obtain reasonable assurance about whether the individual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, and they could reasonably be expected to influence the economic decisions of users taken on the basis of these individual financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we performed professional judgment and maintained professional skepticism throughout the audit. We also:

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

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

The engagement partners on the audit resulting in this independent auditors' report are Chia-Yu, Lai and Li-Chen, Peng.

Baker Tilly Clock & Co
March 7, 2025

Notice to Readers

The individual financial statements are intended only to present the individual financial position, financial performance and cash flow in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit (or review) such individual financial statements are those generally applied in the Republic of China. For the convenience of readers, the independent auditors' report and the financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and individual financial statements shall prevail.

GORDON AUTO BODY PARTS CO., LTD.
INDIVIDUAL BALANCE SHEETS
DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

Code	Assets	Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
11xx	Current assets					
1100	Cash and cash equivalents	4.6(1)	\$ 383,111	7	\$ 699,199	13
1110	Financial assets at fair value through profit or loss - current	4.6(2)	5,164	—	4,320	—
1150	Notes receivables	4.6(5)	23,894	1	25,552	1
1170	Accounts receivables	4.6(5)	580,085	11	485,060	9
1200	Other receivables		10,157	—	10,862	—
130x	Inventories, net	4.5.6(6)	678,026	13	634,214	12
1410	Prepayments	6(10)	87,756	2	92,343	2
11xx	Total current assets		1,768,193	34	1,951,550	37
15xx	Non-current assets					
1517	Financial assets at fair value through other comprehensive income – non-current	4.6(3)	123,165	3	105,112	2
1535	Financial assets at amortized cost - non-current	4.6(4).8	2,300	—	2,300	—
1600	Property, plant and equipment	4.5.6(8).8	3,048,020	58	3,026,076	57
1755	Right-of-use assets	4.5.6(9)	15,568	—	19,815	—
1840	Deferred tax assets	4.5.6(23)	5,203	—	10,514	—
1915	Prepayment for equipment	4.6(10)	267,171	5	216,189	4
1920	Guarantee deposits paid		546	—	546	—
15xx	Total non-current assets		3,461,973	66	3,380,552	63
	Total assets		\$ 5,230,166	100	\$ 5,332,102	100

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

(Continued)

GORDON AUTO BODY PARTS CO., LTD.

INDIVIDUAL BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

Code	Liabilities And Equity	Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
21xx	Current Liabilities					
2100	Current borrowings	6(11)	\$ —	—	\$ 210,000	4
2150	Notes payables	6(12)	8,298	—	36,965	1
2170	Accounts payables	6(12)	281,522	5	397,052	7
2219	Other payables		104,729	2	82,321	2
2213	Payables on equipment		99,321	2	95,589	2
2230	Current tax liabilities	4.6(23)	91,776	2	88,477	2
2280	Lease liabilities - current	4.6(9)	5,096	—	5,315	—
2399	Other current liabilities		14,229	—	21,463	—
2322	Current portion of long-term borrowings	6(13)	194,357	4	145,857	3
21xx	Total current liabilities		799,328	15	1,083,039	21
25xx	Non-Current liabilities					
2540	Long-term borrowings	6(13)	1,236,241	24	1,449,098	27
2571	Deferred tax liabilities — land value increment tax	4	74,336	2	74,336	1
2572	Deferred tax liabilities — income tax	4.6(23)	2,910	—	466	—
2580	Lease liabilities - non-current	4.6(9)	10,663	—	14,601	—
2640	Net defined benefit liabilities – non-current	4.6(14)	7,853	—	12,598	—
25xx	Total non-current liabilities		1,332,003	26	1,551,099	28
2xxx	Total liabilities		2,131,331	41	2,634,138	49
31xx	Equity	6(15)				
3100	Capital					
3110	Common stock		1,653,104	32	1,653,104	31
3200	Capital surplus		1,007	—	935	—
3300	Retained earnings					
3310	Legal reserve		148,852	3	113,766	2
3320	Special reserve		98,923	2	98,923	2
3350	Unappropriated earnings		1,139,776	21	792,116	15
3400	Other equity	6(15)	57,173	1	39,120	1
3xxx	Total equity		3,098,835	59	2,697,964	51
	Total liabilities and equity		\$ 5,230,166	100	\$ 5,332,102	100

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

GORDON AUTO BODY PARTS CO., LTD.
INDIVIDUAL STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, except for earnings per share)

Code	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	4.6(17)	\$ 3,015,605	100	\$ 2,697,553	100
5000	Operating costs	6(6)	(2,052,697)	(68)	(1,968,591)	(73)
5900	Gross profit		962,908	32	728,962	27
6000	Operating expenses					
6100	Selling and marketing expenses		(197,404)	(7)	(186,130)	(7)
6200	General and administrative expenses		(120,232)	(4)	(100,455)	(4)
6300	Research and development expenses		(5,653)	—	(4,833)	—
6450	Expected credit gains (losses)	6(5).6(22)	212	—	(1,834)	—
6000	Total operating expenses		(323,077)	(11)	(293,252)	(11)
6900	Net operating income		639,831	21	435,710	16
7000	Non-operating income and expenses					
7100	Interest income	6(18)	19,111	1	18,589	1
7010	Other income	4.6(19)	14,630	1	16,224	—
7020	Other gains and losses	6(20)	97,162	3	(4,851)	—
7050	Finance costs	6(21)	(26,873)	(1)	(29,878)	(1)
7070	Share of loss of subsidiaries	6(7)	—	—	(60)	—
7000	Total non-operating income and expenses		104,030	4	24	—
7900	Profit from continuing operations before income tax		743,861	25	435,734	16
7950	Income tax expenses	4.6(23)	(146,597)	(5)	(84,174)	(3)
8200	Net income		597,264	20	351,560	13
8300	Other comprehensive income					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefit plans	6(14)	482	—	(874)	—
8316	Unrealized gains (losses) on investments in equity instruments at fair value through other comprehensive income	6(15)	18,053	1	(13,713)	—
8349	Income tax relating to items that will not be reclassified subsequently to profit or (loss)	6(23)	(96)	—	175	—
8300	Other comprehensive income		18,439	1	(14,412)	—
8500	Total comprehensive income		\$ 615,703	21	\$ 337,148	13
	Earnings per share	6(16)				
9750	Basic		\$ 3.61		\$ 2.13	
9850	Diluted		\$ 3.60		\$ 2.12	

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

GORDON AUTO BODY PARTS CO., LTD.
INDIVIDUAL STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

Item	Share capital	Capital surplus	Retained earnings			Other equity	Total equity	
	Common stock		Legal reserve	Special reserve	Unappropriated earnings	Unrealized gain/(loss) on investments in equity instruments at fair value through other comprehensive income		
A1	Balance at January 1, 2023	\$ 1,653,104	\$ 850	\$ 80,137	\$ 98,923	\$ 640,194	\$ 52,833	\$ 2,526,041
B1	Legal reserve	—	—	33,629	—	(33,629)	—	—
B5	Cash dividends distributed by the Company	—	—	—	—	(165,310)	—	(165,310)
C17	Other changes in capital surplus	—	85	—	—	—	—	85
D1	Net income in 2023	—	—	—	—	351,560	—	351,560
D3	Other comprehensive income in 2023	—	—	—	—	(699)	(13,713)	(14,412)
D5	Comprehensive income in 2023	—	—	—	—	350,861	(13,713)	337,148
Z1	Balance at December 31, 2023	1,653,104	935	113,766	98,923	792,116	39,120	2,697,964
B1	Legal reserve	—	—	35,086	—	(35,086)	—	—
B5	Cash dividends distributed by the Company	—	—	—	—	(214,904)	—	(214,904)
C17	Other changes in capital surplus	—	72	—	—	—	—	72
D1	Net income in 2024	—	—	—	—	597,264	—	597,264
D3	Other comprehensive income in 2024	—	—	—	—	386	18,053	18,439
D5	Comprehensive income in 2024	—	—	—	—	597,650	18,053	615,703
Z1	Balance at December 31, 2024	\$ 1,653,104	\$ 1,007	\$ 148,852	\$ 98,923	\$ 1,139,776	\$ 57,173	\$ 3,098,835

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

GORDON AUTO BODY PARTS CO., LTD.
INDIVIDUAL STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

Code	Item	2024	2023
AAAA	Cash flows from (used in) operating activities		
A10000	Profit from continuing operations before income tax	\$ 743,861	\$ 435,734
A20010	Adjustments:		
A20100	Depreciation expense	342,072	340,276
A20300	Expected credit loss (gain)	(212)	1,834
A20400	Net loss (gain) on financial assets at fair value through profit or loss	(844)	(477)
A20900	Interest expense	26,873	29,878
A21200	Interest income	(19,111)	(18,589)
A21300	Dividend income	(9,311)	(12,570)
A22300	Share of loss of subsidiaries, associates, and joint ventures	—	60
A22500	Gain on disposal of property, plant and equipment	(26,380)	(5,713)
A23100	Loss (gain) on disposal of investment	—	(8)
A30000	Changes in operating assets and liabilities		
A31115	Decrease (increase) in financial assets mandatorily classified as at fair value through profit or loss	—	1,036
A31130	Notes receivables	1,658	64
A31150	Accounts receivables	(94,813)	(79,805)
A31180	Other receivables	186	(1,242)
A31200	Inventories	(43,812)	150,337
A31230	Prepayments	4,587	(4,353)
A32130	Notes payables	(28,667)	35,387
A32150	Accounts payables	(115,530)	133,057
A32180	Other payables	22,584	2,482
A32230	Other current liabilities	(7,234)	(4,769)
A32240	Net defined benefit liabilities	(4,263)	(5,815)
A33000	Cash inflow generated from operations	791,644	996,804
A33100	Interest received	19,630	19,825
A33300	Interest paid	(27,049)	(29,806)
A33500	Income taxes paid	(135,639)	(77,742)
AAAA	Net cash flows from operating activities	648,586	909,081
BBBB	Cash flows from (used in) investing activities:		
B02300	Disposal of subsidiaries	—	59
B02700	Acquisition of property, plant and equipment	(362,536)	(213,931)
B02800	Proceeds from disposal of property, plant and equipment	30,632	7,499
B03700	Increase in refundable deposits	—	(20)
B07100	Increase in prepayment of equipments	(47,250)	(72,427)
B07600	Dividends received	9,311	12,570
BBBB	Net cash flows used in investing activities	(369,843)	(266,250)
CCCC	Cash flows from (used in) financing activities:		
C00200	Decrease in short-term borrowings	(210,000)	(287,000)
C00600	Decrease in short-term bills payables	—	(39,982)
C01700	Decrease in long-term borrowings	(164,357)	(145,858)
C04020	Payment of lease liabilities	(5,642)	(5,162)
C04500	Cash dividends	(214,904)	(165,310)
C09900	The statute barred dividends for the shareholders	72	85
CCCC	Net cash flows used in financing activities	(594,831)	(643,227)
EEEE	Net increase (decrease) in cash and cash equivalents	(316,088)	(396)
E00100	Cash and cash equivalents at beginning of year	699,199	699,595
E00200	Cash and cash equivalents at end of year	\$ 383,111	\$ 699,199

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

Attachment II

List of candidates for directors and independent directors and related information (nominations by the board of directors)

Job title	Name	Education	Experience	Current position	Number of shares held	Reasons for nomination of independent director for three terms
Director	Maoyuan Li	Dacheng Senior Engineer Graduate	Chairman and General Manager of Gordon Enterprise Chairman and General Manager of Gordon Enterprise	Chairman and General Manager of Gordon.	12,235,873	Not applicable
Director	Jianchun Fang	Graduated from Taiping Elementary School	Directors of Gordon and the Production Department	Directors of Gordon and the Production Department	12,475,643	Not applicable
Director	Zhaohui Industrial Co., Ltd.	—	Director of Uni-Tech Co., Ltd. and Guanghua Holdings Co., Ltd.	Director of Uni-Tech Co., Ltd. and Gordon Enterprises	6,247,000	Not applicable
Director	Wang Xiuhui Li	Graduated from Jiuzhuang Elementary School	Director of Gordon Enterprise	Director of Gordon Enterprise	6,869,398	Not applicable
Director	Ho Han Investment Co., Ltd.	—	Director of Zhao Hui Industrial Co., Ltd.	Director of Zhao Hui Industrial Co., Ltd. and Director of Gordon	6,051,760	Not applicable
Independent Director	Decai Zheng	Graduated with a Master's degree in Business Administration from the University of the Cité, USA	Independent director of Geng Ding Enterprise and manager of Taiwan Business Bank branch, manager of corporate finance department of head office, manager of credit card department, director of domestic operations center, etc.	Independent director of Gordon Enterprise, chairman of Unfinished Fairy Tale Co., Ltd.	0	Independent director candidate Zheng Decai has served as an independent director for three consecutive terms. Considering his expertise and relevant work experience, he can provide important suggestions and bring obvious benefits to the company. When exercising his duties as an independent director, he can still use his expertise and provide professional advice to the board of directors. Therefore, he is proposed to continue to be nominated as the company's independent director in this election.
Independent Director	Dawei Wang	Graduated from the Department of Civil Engineering of National Chung Hsing University	Independent Director of Gordon Enterprise and General Manager of Wutai Engineering Co., Ltd.	Independent Director of Gordon Enterprise	0	Independent director candidate Zheng Decai has served as an independent director for three consecutive terms. Considering his expertise

Job title	Name	Education	Experience	Current position	Number of shares held	Reasons for nomination of independent director for three terms
						and relevant work experience, he can provide important suggestions and bring obvious benefits to the company. When exercising his duties as an independent director, he can still use his expertise and provide professional advice to the board of directors. Therefore, he is proposed to continue to be nominated as the company's independent director in this election.
Independent Director	Huode Chen	National Chengchi University's Air Transport Specialty Program	Independent Director of Gordon Enterprise and Manager of First Commercial Bank's Taipei Branch	Independent Director of Geng Ding Enterprise	0	None
Independent Director	Qingen Peng	graduated from the Department of Law and Business Economics of National Chung Hsing University and graduated from the Graduate School of Economics of Chinese Culture University.	Independent director of Gordon Enterprise and deputy manager, manager, and chief operating officer of the North Second District of Mega Bank, etc.	Independent Director of Geng Ding Enterprise	0	None

Appendix I

Articles of Incorporation of Gordon Auto Body Parts Co., Ltd. (Before revision)

Chapter 1 General Provisions

Article 1: The company is organized in accordance with the provisions of the Company Law and named as Gordon Auto Body Parts Co., Ltd. The English name is GORDON AUTO BODY PARTS CO., LTD.

Article 2: The business of the company is as follows:

1. CQ01010 Mold manufacturing.
2. CD01030 Automobile and its parts manufacturing.
3. CA02990 Other metal products manufacturing.
4. CB01010 Machinery and equipment manufacturing.
5. CD01060 aircraft and its parts manufacturing.
6. CA01050 steel secondary processing industry.
7. F401010 International trade industry.
8. In addition to the licensed business, ZZ99999 may operate businesses that are not prohibited or restricted by law.

Article 3: The company shall set up its head office in Taoyuan City and may establish branch offices at home and abroad upon the resolution of the board of directors when necessary.

Article 3-1: The company may re-invest as necessary for business operations, and the total amount of re-investment is not subject to the restriction that re-investment shall not exceed 40% of the paid-in share capital in Article 13 of the Company Law.

Article 4: (Deleted)

Chapter II Shares

Article 5: The capital of the company is rated at NT\$250 million, divided into 250 million shares, each with a face value of NT\$10, and the board of directors is authorized to issue them in installments.

Article 6: The company's shares are issued in registered form, signed or stamped by the directors representing the company, and issued after obtaining a visa in accordance with the law. The shares of the company may also be issued in the form of printing-free stock certificates, but registration should be made with the centralized securities custodian institution.

Article 7: (Deleted)

Article 8: (Deleted)

Article 9: (Deleted)

Article 10: The change of name and transfer of shares shall be suspended within 60 days before the ordinary shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, or within 5 days before the base day before the company decides to distribute dividends, bonuses or other benefits.

Chapter III Shareholders' Meeting

Article 11: The shareholders' meeting is divided into two types: regular meeting and temporary meeting. The regular meeting is held once a year, and the board of directors shall convene it according to law within six months after the end of each fiscal year. Temporary meetings are convened according to law when necessary.

Article 11-1: The company's shareholders' meeting may be held by video conference or other methods announced by the central competent authority.

The requirements, operating procedures, and other matters to be complied with for the adoption of video shareholders' meetings shall be governed by the regulations of the securities regulatory authority if otherwise stipulated.

Article 12: The general meeting of shareholders shall be convened 30 days before the meeting, and the extraordinary

meeting shall be convened 15 days before the meeting. Shareholders shall be notified of the date, venue and reasons for the meeting, and announced in accordance with the law.

Article 13: If the shareholders meeting is convened by the board of directors, its chairman shall be convened in accordance with the provisions of Paragraph 3 of Article 208 of the Company Law, and if it is convened by a person with the right to convene other than the board of directors, the chairman shall be the person with the right to convene. When there are more than two rights holders, one person shall be elected from each other.

Article 14: If a shareholder is unable to attend the shareholders' meeting for some reason, he must issue a power of attorney issued by the company stating the scope of authorization, and sign and seal to entrust an agent to attend. A shareholder is limited to issuing one power of attorney and entrusting one person. If there are duplicate powers of attorney, the one that is served first shall prevail, except for those who declare that the power of attorney was revoked; if one person is entrusted by two or more shareholders at the same time, The voting rights of its proxy shall not exceed 3% of the total voting rights of the issued shares, and the voting rights in excess of which shall not be counted.

Article 15: Unless otherwise stipulated by laws and regulations, the shareholders of the company shall have one vote per share.

Article 16: Unless otherwise provided by the Company Law, resolutions of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of issued shares, and shall be implemented with the consent of more than half of the voting rights of the shareholders present.

Article 17: When the shareholders' meeting elects directors, each share has the same voting rights as the directors to be elected. One person may be elected centrally, or several people may be allocated for election. The person with more votes represented by the votes obtained is elected.

Article 18: The resolution minutes of the shareholders' meeting shall record the date, venue, name of the chairman, the method of resolution and the proceedings and results of the meeting, which shall be signed or sealed by the chairman and distributed to all shareholders within 20 days after the meeting. The distribution of minutes of proceedings may be done by public announcement.

Chapter 4 Directors

Article 19: The company has 7 to 11 directors with a term of three years. The candidate nomination system is adopted. The shareholders' meeting selects and appoints the candidates from the list of candidates. The nomination method is in accordance with Article 192-1 of the Company Law. Provisions to handle, re-election can be re-elected. The total amount of shares held by all directors shall comply with the provisions of the "Regulations on the Shareholding Ratio of Directors and Supervisors of Publicly Issued Companies and the Implementation Rules for Inspection".

Among the number of directors in the preceding paragraph, the number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. The professional qualifications, shareholding, part-time restrictions, nomination and selection methods, and other matters to be complied with for independent directors in the preceding paragraph shall be in accordance with the relevant regulations of the securities regulatory authority.

Article 19-1: The company establishes an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee is composed of all independent directors. The exercise of the functions and powers of the audit committee and its members and related matters shall be handled in accordance with the relevant laws and regulations of the Securities and Exchange Act. .

Article 20: The board of directors shall be organized by the directors, and a chairman and a vice-chairman shall be elected by the attendance of more than two-thirds of the directors and the consent of more than half of the directors present. The chairman of the board shall represent the company externally and the shareholders' meeting internally Chairman of the Board of Directors.

Article 21: If the chairman asks for leave or is unable to exercise his powers for some reason, the vice chairman shall act as his agent. When the vice chairman is also absent, the chairman shall appoint a director to act as his

agent. If the chairman does not designate an agent, the directors shall recommend one person to each other agent.

Article 22: When the board of directors holds a meeting, the directors shall attend in person. If they cannot attend in person, they shall issue a power of attorney and entrust other directors to act as their representatives. The representative of directors in this paragraph is limited to the entrustment of one person. . Unless otherwise provided by the Company Law, resolutions of the board of directors shall be made with the attendance of more than half of the directors, and shall be implemented with the consent of more than half of the directors present.

Article 23: When the vacancy of directors reaches one-third, the board of directors shall convene a shareholders' meeting according to law to elect them. Directors elected by by-election shall hold office for the remainder of the previous term.

Article 24: If the company sells, purchases major assets, or borrows from external parties or provides external guarantees, unless otherwise stipulated by the company law, more than two-thirds of the directors shall be authorized to attend, and it shall be done with the consent of more than half of the directors present.

Article 24-1: When directors perform their duties in the company, regardless of the company's profit or loss, the company may pay remuneration, and the remuneration shall be determined according to the level of participation in the company's operations and the value of its contribution, taking into account the general level of the industry and authorizing the board of directors.

Article 25: (deleted)

Article 26: (Deleted)

Article 27: (Deleted)

Article 28: (Deleted)

Chapter 5 Managers

Article 29: The company may set up managers, whose appointment and dismissal shall be carried out with the consent of more than half of the directors.

Chapter 6 Accounting

Article 30: At the end of each fiscal year, the board of directors shall prepare (1) business reports, (2) financial statements, and (3) proposals for distribution of profits or making up for losses, etc., and submit them to the general meeting of shareholders in accordance with the law for approval.

Article 31: (Deleted)

Article 32: If the company has a profit in the year, it shall allocate no less than 1% as employee compensation, and no more than 3% as director compensation. However, when the company still has accumulated losses, it should reserve the amount in advance to make up for it.

The object of the Company's distribution of employee remuneration includes employees of controlled or subordinate companies who meet certain conditions, and the conditions are authorized to be decided by the board of directors.

Article 32-1: If there is a surplus in the company's annual final accounts, it shall first pay taxes, make up for accumulated losses, and then withdraw 10% of the statutory surplus reserve, and then allocate or reverse special funds in accordance with the Securities and Exchange Law and the regulations of the competent authority. After the surplus reserve, if there is still a balance, the balance should be added to the accumulated undistributed surplus of the previous year before distributing dividends to shareholders. 10% of the distributable surplus for the year.

The above-mentioned earnings distribution shall be proposed by the Board of Directors with a distribution proposal. When it is made by way of new shares, it shall be submitted to the shareholders' meeting for resolution. The Company shall distribute all or part of dividends and bonuses in the form of cash, authorize

the board of directors to do so with the presence of more than two-thirds of the directors, and with the approval of more than half of the directors present, and report to the general meeting of shareholders. When there is a reversal of the amount of the deduction of the shareholders' equity in the preceding paragraph, the surplus may be distributed according to the reversal part. The company is in the business growth stage. In order to cope with the continuous expansion of the business scale, the cash dividend among the types of dividends shall not be less than 10% of the total number of shareholders' dividends.

Article 32-2: The Company will issue all or a part of the statutory surplus reserve and capital reserve to new shares or cash in proportion to the shareholders' existing shares. In the case of cash distribution, the board of directors shall be authorized to use two-thirds of the the attendance of the above directors, and the resolutions of more than half of the directors present, shall be reported to the general meeting of shareholders.

Chapter 7 Supplementary Provisions

Article 33: Matters not stipulated in this Articles of Association shall be handled in accordance with the provisions of the Company Law.

Article 34: The Articles of Association shall be made on January 20, 1986.

The first amendment was made on December 6, 1986.

The second amendment was made on July 20, 1987.

The third amendment was made on January 15, 1988.

The fourth amendment was made on February 15, 1990.

The fifth amendment was made on March 3, 1990.

The sixth amendment was made on May 1, 1991.

The seventh amendment was made on April 9, 1992.

The eighth amendment was made on April 16, 1993.

The ninth amendment was made on April 25, 1994.

The tenth amendment was made on May 25, 1995.

The eleventh amendment was made on May 29, 1996.

The twelfth amendment was made on May 10, 1997.

The thirteenth amendment was made on April 16, 1998.

The fourteenth amendment was made on August 25, 1998.

The fifteenth amendment was made on May 6, 2000.

The sixteenth amendment was made on May 16, 2001.

The seventeenth amendment was made on May 16, 2001.

The eighteenth amendment was made on May 31, 2002.

The nineteenth amendment was made on May 31, 2002.

The twentieth amendment was made on June 18, 2003.

The twenty-first amendment was made on June 18, 2003.

The twenty-second amendment was made on June 11, 2004.

The twenty-third amendment was made on June 11, 2004.

The twenty-fourth amendment was made on June 3, 2005.

The twenty-fifth amendment was made on June 3, 2005.

The twenty-sixth amendment was made on June 16, 2006.

The twenty-seventh amendment was made on June 21, 2007.

The twenty-eighth amendment was made on June 13, 2008.

The twenty-ninth amendment was made on June 19, 2009.

The thirtieth amendment was made on June 12, 2012.

The thirty-first amendment was made on September 6, 2013.

The thirty-second amendment was made on June 11, 2015.

The thirty-third amendment was made on June 29, 2016.

The thirty-fourth amendment was made on June 13, 2019.

The thirty-fifth amendment was made on June 10, 2020.

The thirty-sixth amendment was made on June 14, 2022.

Appendix II

Rules and Procedures of Shareholder Meeting

Article 1: To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2: The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3: Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

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

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

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

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

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

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

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

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

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

Article 4: For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

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

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

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

Article 5: (Principles determining the time and place of a shareholders meeting)

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

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

Article 6 : (Preparation of documents such as the attendance book)

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel

assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

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

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

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

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

Article 6-1 : (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

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

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 7: (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are

no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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

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

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

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

Article 8: (Documentation of a shareholders meeting by audio or video)

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

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

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

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

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

Article 9:

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

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

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

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall

be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

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

Article 10: (Discussion of proposals)

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

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

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

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

Article 11: (Shareholder speech)

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

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

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

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

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

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

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

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

Article 12: (Calculation of voting shares and recusal system)

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

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

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

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

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

Article 13:

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

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

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

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

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

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

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

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

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

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

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

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

Article 14: (Election of directors and supervisors)

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

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

Article 15:

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

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

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

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

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

Article 16: (Public disclosure)

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

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

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

Article 17: (Maintaining order at the meeting place)

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

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

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

Article 18: (Recess and resumption of a shareholders meeting)

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

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

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

Article 19: (Disclosure of information at virtual meetings)

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

Article 20: (Location of the chair and secretary of virtual-only shareholders meeting)

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

Article 21: (Handling of disconnection)

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

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

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

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

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

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

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

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

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

Article 22: (Handling of digital divide)

When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 23:

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix III

Procedures for Election of Directors

Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4

The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5

Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corpor

ation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6

The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8

The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

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

Article 12

The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix IX

Current Shareholding of Directors

(I) Directors shareholding status table

The minimum number of shares held by all directors and the detailed list of the number of shares held by the shareholder register

Job title	Number of shares to be held	Number of shares registered in the register of shareholders
Director	9,918,623	43,879,674

Closing date of transfer of ownership: April 19, 2025

(II) Director's shareholding list

Job title	Name	Number of shares registered in the register of shareholders
Chairman	MAO YUAN LI	12,235,873
Director	JIAN CHUN FANG	12,475,643
Director	XIUHUI LI WANG	6,869,398
Director	Y.C.C. PARTS MFG. CO., LTD.	6,247,000
Director	HEHAN INVESTMENT CO., LTD.	6,051,760
Independent Director	DAWEI WANG	0
Independent Director	DECAI ZHENG	0
Independent Director	QING EN PENG	0
Independent Director	HOU DE CHEN	0

Closing date of transfer of ownership: April 19, 2025