

Stock Code:3226

TOPOWER Co., Ltd.
2024 Annual Shareholders' Meeting

Handbook

(Translation)

Meeting Time : **June 27, 2024(Thursday) 09:00 a.m.**

Meeting Ttpe : **Physical Shareholders' Meeting**

Venue : No. 422, Lonziding, Lunding Village, Xinhua Dist., Tainan City
(Community Center of Lunding Village, Xinhua District)

DISCLAIMER

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I. Meeting Procedure

TOPOWER CO., LTD.

Procedure for the 2024 Annual Meeting of Shareholders

- I. Call the Meeting to Order (when the attendance has reached the shares required by law)
- II. Chairman Remarks
- III. Report Items
- IV. Ratification Items
- V. Discussion Items
- VI. Questions and Motions
- VII. Adjournment

II. Meeting Agenda

TOPOWER CO., LTD.

Agenda of the 2024 Annual Meeting of Shareholders

Time : 09:00 a.m. on Thursday, June 27, 2024

Place : No. 422, Lonziding, Lunding Village, Xinhua Dist., Tainan City
(Community Center of Lunding Village, Xinhua District)

I. Report Items

1. 2023 Business Report
2. Audit Committee's Review Report on the 2023 Financial Statements
3. Report on the 2023 Employees, Directors, and Supervisors Bonus and Compensation
4. Report on the cash dividend of 2023 Earnings Distribution

II. Ratification Items

1. 2023 Final Accounting books and Financial Statements are submitted for ratification
2. Proposal for Earnings Distribution of 2023 is submitted for ratification

III. Discussion Items

Partial amendment to the "Articles of Incorporation"

IV. Questions and Motions

V. Adjournment

I. Report Items

Report No. 1

2023 Business Reports

Explanation : The 2023 Business Report is attached, please see Attachment 1, page 6 to 8

Report No. 2

Audit Committee's Review Report on the 2023 Financial Statements

Explanation : Audit Committee's Review Report on the 2023 Financial Statements is attached, please see Attachment 2, page 9.

Report No. 3

Report on the 2023 Employees, Directors Bonus and Compensation

Explanation : According to Article 27 of the Articles of Incorporation of Topower Co., LTD, in 2023, The Company set aside Employees Bonus at 1%, amounted to NT\$3,592,476, and Directors Compensation at 0.511%, amounted to NT\$1,835,000, all distributed in cash.

Report No. 4

Report on the 2023 Earnings Distribution

Explanation:

1. According to Article 28 of the Articles of Incorporation, the Company authorizes the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors and report of such distribution shall be listed as a report item to the shareholders' meeting.
2. Distribution of cash dividends at NT\$0.5 per share, amounted to NT\$32,215,287 is distributed to shareholders from the total amount of distributable retained earnings, rounded down to the nearest dollar. Fractional shares with values less than one dollar are accumulated and recognized as the Company's other income.
3. The Proposal has been resolved by the Board of Directors; the Chairman is also authorized to set the record date, the date for payout (distribution of cash), and other related matters.

II. Ratification Items

1. (Proposed by the Board)

Proposal : 2023 Final Accounting books and Financial Statements

Explanation : The Company's 2023 Financial Statements and Business Reports were audited and assured by the Audit Committee and resolved by the Board of Directors. The Financial Statements are as attached, please see Attachment 3, page 10 to 19.

Resolution:

2. (Proposed by the Board)

Proposal : Proposal for Earnings Distribution of 2023

Explanation : The 2023 Earnings Distribution Table has been audited and assured by the Audit Committee and passed as a resolution by the meeting of the Board of Directors. The Profit Distribution Table is as attached, please see Attachment 4, page 20.

Resolution:

III. Discussions

1. (Proposal by the Board)

Proposal : Partial amendment to the "Articles of Incorporation." Please proceed to discuss.

Explanation : To meet the future growth and development of the Company and to consider the funding needs of the investment environment, the amendment to the "Articles of Incorporation" is made. Comparison Table for Amendments to the Articles of Incorporation is as attached, please see Attachment 5, page 21 to 22.

Resolution:

Resolution:

IV. Questions and Motions

V. Adjournment

III. Attachments

【 Attachment 1 】 2023 Business Report

Dear ladies and gentlemen of beloved shareholders :

First, we would like to thank every shareholder's full support of the Company in the past year. On behalf of TOPOWER CO., LTD., I express our deepest respect and gratitude to every shareholder. The FY2023 stand-alone operating results and future prospect of the Company is as follows :

The operating revenues of 2023 are 2,159,806 thousand dollars, 84,146 thousand dollars less than in 2022. The operating income of 2023 is 442,900 thousand dollars, earning before tax is 353,820 thousand dollars, comprehensive income is 260,263 thousand dollars, and earnings per share is NT\$4.04, decreasing NT\$0.91 compared with 2022.

In 2023, the Company continued focusing on LED automotive lamps and other automotive electrical components in addition to reaching out to new customers, creating satisfying revenue and operating income results.

After evaluating the internal and external resources and changes in the economic environment, the Company plans its business strategy development as follows:

- I. Expanding business in Europe, the U.S., and emerging markets, enhancing exposure and marketing the value of our brand, providing the customer with more versatile and high-quality service by channel marketing and participating in international business commercial expos.
- II. Enlarging the production capacity of the automotive lamps, increasing the application of the types of automotive lamps and developing automotive-related products, integrating the advantage of the neighboring automotive and industrial clusters, providing the customer with versatile products, the high-quality and flexible production ability satisfying the customer and pushing the business of the Company to grow.
- III. Elevating the research and development ability, planning, and gradually establishing Industrialization 4.0 as the foundation of the Company's future growth.

Our Company holds the spirit and attitude of dedication, responsibility, pragmatism, and integrity, providing high-quality products and services and giving our best effort for a win-win situation for the Company and our customers. It's our mission to continuously develop new products and improve under a competitive industrial environment, and drive performance and profit growth in return of our shareholders' support. We sincerely thank all the shareholders for the support and love for the Company.

Best Wishes for good health and all the best,

TOPOWER CO., LTD. Chairman of Board of Directors : Lin, Chung-I

The operating principle, implementation overview, business plans result, budget control, profitability, and research and development status are as follows:

I. Operating Principle:

1. Continuously investing in competitive and market differentiation product lines such as LED automotive lamp modules and automotive electronic-related products.
2. Using the technical ability of electronics and optics of the Company as a foundation, elevating the integration ability of optoelectronics and mechanics to elevate high-end products

II. Implementation Overview :

The main sales product of the Company in 2023 is automotive LED modules, selling 621 thousand sets, and automotive lamps, selling 1,474 thousand sets. The automotive LED modules and automotive lamps products have turned to conservative in sales due to the overall consumer market slowdown.

III. Business Plan Result:

The operating revenues of 2023 are 2,159,806 thousand dollars, 84,146 thousand dollars less than in 2022. The operating income of 2023 is 442,900 thousand dollars, earnings before tax is 353,820 thousand dollars, comprehensive income is 260,263 thousand dollars, and earnings per share is NT\$4.04; the stand-alone operating results of 2022 and 2023 are listed as follows:

Unit : NT thousand dollars

Year Items	2023	2022	Increase (decrease) Amount	Increase and Decrease Proportion
Operating Revenues	2,159,806	2,243,952	(84,146)	(3.75%)
Operating Costs	1,619,717	1,733,310	(113,593)	(6.55%)
Operating Margin	540,089	510,642	29,447	5.77%
Operating Expenses	97,189	230,800	(133,611)	(57.89%)
Operatin Net Profit	442,900	279,842	163,058	58.27%
Non-operating income and expenses	(89,080)	117,886	(206,966)	(175.56%)
Net profit after tax	353,820	397,728	(43,908)	(11.04%)
Income tax expense	93,590	78,971	14,619	18.51%
Net Income	260,230	318,757	(58,527)	(18.36%)
Other comprehensive income	33	2,317	(2,284)	(98.58%)
Total comprehensive income	260,263	321,074	(60,811)	(18.94%)

IV. Budget Control : Not applicable, the Company has not published the financial forecast for 2023.

V. Profitability :

Items	2023	2022
Return on assets (%)	11.75	14.51
Return on equity of shareholders (%)	17.12	22.93
The Ratio of operating net income to paid-in capital (%)	68.74	43.43
The Ratio of earnings before tax to paid-in capital (%)	54.91	61.73
Net income ratio (%)	12.05	14.21
Earnings per share (dollars)	4.04	4.95

VI. Research and Development Status:

1. Research and Development Expense:

The ratio of stand-alone research and development expense to the operating expenses and operating revenues of the past two years are as follows:

Unit : NT\$ Thousand Dollar

Items	2023	2022
Research and development Expense	57,025	57,440
Ratio to operating expenses (%)	58.67	24.89
Ratio to operating revenues (%)	2.61	2.53

2. Research and Development Outcome :

The company launches high-quality automotive lamps that integrate aesthetic, energy-saving, environment-friendly, and safety standards, also developing new application techniques and automotive electronic products, integrating the market trends and providing high growth momentum for the Company's revenues.

VII. Future Developing Strategy of the Company:

To expand our business in Europe, America, and emerging markets, we will implement the sales channel deployment and participate in international trade shows to enhance our visibility and brand value. Enlarging the production capacity of the automotive lamps, increasing the application of the types of automotive lamps and developing automotive-related products, integrating the advantage of the neighboring automotive and industrial clusters, providing the customer with versatile products, the high-quality and flexible production ability satisfying the customer and pushing the business of the Company to grow. Elevating the research and development ability, planning, and gradually establishing Industrialization 4.0 as the foundation of the Company's future growth.

VIII. The impact of external competition, legislative environment, and overall operating environment :

As the global economy faces many uncertainties and risks, including: 1. The Federal Reserve System adopts a tightening monetary policy, raises interest rates and shrinks its balance sheet, and the funding environment becomes more stringent, which in turn affects the U.S. economy growth rate, causing the U.S. economy growth rate in 2023 declines compared with 2022, which will also suppress private consumption and corporate investment. 2. The Ukrainian Russian war is not over yet. 3. The ongoing disputes between the United States and China; and 4. The Arab Israeli war and other regional wars, the continued normal passage of routes in the Red Sea region has put pressure on global economy recovery.

In the coming year, the managing team commits to developing new products conforming to the market trends and continuously improving the internal operating efficiency. The Company will continue to reorganize and optimize the production lines, at the same time launching new products with more competitiveness, investing in R&D for new products in line with the developing trend of New Energy Vehicles, elevating our competitiveness as a whole, and giving back to the expectations of our shareholders and society with operating growth and profit. In the future, we plan to actively grasp the changes in the environment and stabilize the market through good interactions with our clients and supply chain manufacturers, maintaining a steady and stable attitude, seize industry opportunities, optimizing our operational capability, and continue moving forward to repay the love and support of our shareholder over the years.

Chairman:Lin, Chung-I

President:Lin, Chung-I

Chief Accountant:Kang, Chih-He

【Attachment 2】

Audit Committee's Review Report

I hereby state as follows:

This proposal is the presentation by the Board of Directors of the Company's 2023 Business Report, Financial Statements, and Earnings Distribution Proposal. Of these items, the Financial Statements have been entrusted and audited by Deloitte & Touche Taiwan, and an opinion and report have been issued on the Financial Statements.

The aforementioned proposal regarding Business Report, Financial Statements, and Earnings Distribution Proposal has been reviewed and determined to be correct and accurate by the Audit Committee. Per the regulations in Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To the 2024 Shareholder's Meeting of TOPOWER CO., LTD.

Convener of Audit Committee : Hui-Ling Fang

March 15, 2024

【 Attachment 3 】 Certified Public Auditors’ Report

INDEPENDENT AUDITOR’S REPORT

To Topower Co., LTD

Opinion

We have audited the accompanying financial statements of Topower Co., LTD (the “Company”), which comprise the balance sheets as of December 31, 2023 and 2022, and the statements of comprehensive income, changes in equity and cash flows for the whole year ended December 31, 2023 and 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and its financial performance and its cash flows for the whole year ended December 31, 2023 and 2022 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter for the Company’s financial statements for the year ended December 31, 2023 is as follows:

Authenticity of Sales Revenue Recognition

The Company’s main business is the manufacturing and sale of automotive components, electronic components, and high-end environmental power supplies. However, when comparing the gross profit margin of the top twelve sales customers between 2023 and 2022, some customers (hereinafter referred to as the key audit customers) had an increase in gross profit

margin in 2023, which had a significant impact on the overall financial statements. Therefore, the auditor has designated the authenticity of revenue recognition for these key audit customers as a key audit matter for this year.

Refer to Note 4(12) for the accounting policies regarding revenue recognition, and refer to Note 24 for the relevant disclosure of operating revenues.

The auditor has designed relevant internal control audit procedures to address the risks associated with revenue recognition based on an understanding of the internal control procedures related to sales. In addition, the auditor has obtained basic information and transaction details of the key audit customers from management and reviewed and analyzed their relevant industry background information. The auditor has also confirmed the existence of these customers by analyzing credit limits, credit conditions, actual sales, and accounts receivable turnover days. The auditor has also confirmed the completeness of transaction details, selected appropriate samples, and examined whether orders, export declarations, and payment recipients are consistent with the trading parties to understand whether there are any abnormalities in the transactions. The auditor has also investigated whether significant sales returns and allowances occurred after the period, and if so, the auditor has investigated the reasons and whether appropriate handling has been done to ensure that there is no significant misstatement in the recognition of revenue.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche
Taipei, Taiwan
Republic of China
CPA Chang, Keng-Hsi

CPA Chen, Chiang-Hsuan

Securities and Futures Bureau
No.Taiwan-Financial-Securities-VI-092012
3784

Financial Supervision Commission
No.Financial-Supervisory-Securities-Auditing
-1060023872

March 15, 2024

Topower Co., LTD
BALANCE SHEETS
December 31, 2023 and 2022

In Thousands of New Taiwan Dollars

Code	Asset	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
CURRENT ASSETS					
1100	Cash and cash equivalents (Note 4 and 6)	\$ 493,224	21	\$ 546,541	25
1110	Financial assets at fair value through profit or loss-current (Note 4 and 7)	2,646	-	4,965	-
1136	Financial assets at amortized cost-current (Note 4, 8 and 32)	112,918	5	83,752	4
1150	Notes receivable (Note 4, 10 and 24)	12,523	-	8,228	-
1160	Notes receivable-related parties (Note 4, 10, 24 and 31)	22,759	1	13,909	1
1170	Accounts-receivable (Note 4, 10 and 24)	512,357	22	466,816	21
1180	Accounts receivable-related parties (Note 4, 10, 24 and 31)	7,959	-	4,922	-
1200	Other receivables-related parties (Note 4 and 10)	2,346	-	798	-
1310	Inventories (Notes 4 and 11)	181,495	8	184,887	8
1410	Prepayments (Notes 12)	16,502	1	17,330	1
1479	Other current assets	7,344	-	4,159	-
11XX	Total current assets	<u>1,372,073</u>	<u>58</u>	<u>1,336,307</u>	<u>60</u>
NON-CURRENT ASSETS					
1517	Financial assets at fair value through other comprehensive income-noncurrent(Note 4 and 9)	2,924	-	2,924	-
1600	Property, plant and equipment (Notes 4 and 13)	596,681	25	528,801	24
1755	Right-of-use assets (Notes 4 and 14)	16,245	1	23,422	1
1760	Investments property (Notes 4 and 15)	52,156	2	52,785	2
1780	Other intangible assets (Notes 4 and 16)	1,296	-	2,356	-
1840	Deferred income tax assets (Notes 4 and 26)	15,720	1	24,787	1
1975	Net defined benefit assets (Notes 4 and 22)	9,422	-	9,232	1
1990	Other non-current assets (Notes 4, 17 and 31)	300,471	13	249,599	11
15XX	Total non-current assets	<u>994,915</u>	<u>42</u>	<u>893,906</u>	<u>40</u>
1XXX	TOTAL	<u>\$ 2,366,988</u>	<u>100</u>	<u>\$ 2,230,213</u>	<u>100</u>
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
2100	Short-term loans (Notes 18)	\$ 255,000	11	\$ 290,000	13
2130	Contract liabilities (Notes 4 and 24)	1,255	-	1,122	-
2150	Notes payable (Notes 19)	-	-	116	-
2170	Accounts payable (Notes 19)	209,219	9	163,248	7
2180	Accounts payable-related parties (Note 19 and 31)	185,315	8	134,831	6
2219	Other payables (Notes 20 and 31)	68,135	3	60,025	3
2250	Provisions for liabilities-current (Notes 4 and 21)	24,077	1	36,199	2
2280	Lease liabilities-current (Note 4, 14 and 31)	9,415	-	9,519	-
2230	Current income tax liabilities (Notes 4 and 26)	34,205	1	46,908	2
2300	Other current liabilities	1,130	-	1,110	-
21XX	Total current liabilities	<u>787,751</u>	<u>33</u>	<u>743,078</u>	<u>33</u>
NON-CURRENT LIABILITIES					
2570	Deferred income tax liabilities (Notes 4 and 26)	1,885	-	1,850	-
2580	Lease liabilities-noncurrent (Note 4, 14 and 31)	7,176	1	14,302	1
2645	Guarantee deposits	628	-	628	-
25XX	Total non-current liabilities	<u>9,689</u>	<u>1</u>	<u>16,780</u>	<u>1</u>
2XXX	Total liabilities	<u>797,440</u>	<u>34</u>	<u>759,858</u>	<u>34</u>
EQUITY (Note 23)					
3110	Share Capital-Common stock	644,306	27	644,306	29
3200	Capital surplus	14,878	1	14,872	1
Retained earnings					
3310	Legal reserve	197,123	8	165,137	7
3320	Special reserve	3,950	-	5,166	-
3350	Unappropriated earnings	713,241	30	644,824	29
3400	Other components of equity	(3,950)	-	(3,950)	-
3XXX	Total equity	<u>1,569,548</u>	<u>66</u>	<u>1,470,355</u>	<u>66</u>
TOTAL		<u>\$ 2,366,988</u>	<u>100</u>	<u>\$ 2,230,213</u>	<u>100</u>

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

Chairman : Lin, Chung-I

Manager : Lin, Chung-I

Accounting Manager : Kang, Chih-He

Topower Co., LTD
STATEMENTS OF COMPREHENSIVE INCOME
Year 2023 and 2022

		In Thousands of New Taiwan Dollars, Except Earnings Per Share			
Code		2023		2022	
		Amount	%	Amount	%
4000	OPERATING REVENUE (Notes 4, 24 and 31)	\$ 2,159,806	100	\$ 2,243,952	100
5000	OPERATING COSTS (Notes 4, 11, 25 and 31)	(1,619,717)	(75)	(1,733,310)	(77)
5900	GROSS PROFIT	<u>540,089</u>	<u>25</u>	<u>510,642</u>	<u>23</u>
	OPERATING EXPENSE (Notes 4, 10, 25 and 31)				
6100	Selling expenses	60,078	3	58,722	3
6200	Administrative expenses	48,188	2	46,536	2
6300	Research and development	57,025	3	57,440	2
6450	Expected credit losses	(68,102)	(3)	(68,102)	(3)
6000	Total operating expenses	<u>97,189</u>	<u>5</u>	<u>230,800</u>	<u>10</u>
6900	OPERATING INCOME	<u>442,900</u>	<u>20</u>	<u>279,842</u>	<u>13</u>
	NON-OPERATING INCOME AND EXPENSES (Notes 4, 25 and 31)				
7100	Interest income	20,045	1	6,235	-
7010	Other income	7,385	-	6,030	-
7020	Other gains and losses	(106,614)	(5)	107,984	5
7050	Finance costs	(9,896)	-	(2,363)	-
7000	Total non-operating income and expenses	<u>(89,080)</u>	<u>(4)</u>	<u>117,886</u>	<u>5</u>
7900	EARNINGS BEFORE TAX	353,820	16	397,728	18
7950	INCOME TAX EXPENSE (Notes 4 and 26)	(93,590)	(4)	(78,971)	(4)
8200	NET INCOME	<u>260,230</u>	<u>12</u>	<u>318,757</u>	<u>14</u>

(Continued)

(Continued)

<u>Code</u>		<u>2023</u>		<u>2022</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
	OTHER COMPREHENSIVE INCOME (LOSS) (Notes 4, 22, 23 and 26)				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurements of defined benefit plans	\$ 42	-	\$ 735	-
8316	Unrealized valuation gain/(loss) on investments in equity instruments at fair value through other comprehensive income	-	-	1,789	-
8349	Income tax benefit (expense) related to items that will not be reclassified subsequently	(9)	-	(207)	-
8300	Total other comprehensive income (loss), net of income tax	<u>33</u>	<u>-</u>	<u>2,317</u>	<u>-</u>
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 260,263</u>	<u>12</u>	<u>\$ 321,074</u>	<u>14</u>
	EARNINGS PER SHARE (Note 27)				
9710	Basic earnings per share	<u>\$ 4.04</u>		<u>\$ 4.95</u>	
9810	Diluted earnings per share	<u>\$ 4.04</u>		<u>\$ 4.94</u>	

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

Chairman : Lin, Chung-I

Manager : Lin, Chung-I

Accounting Manager : Kang, Chih-He

Topower Co., LTD
STATEMENTS OF CHANGES IN EQUITY
January 1st to December 31st, 2023 and 2022

In Thousands of New Taiwan Dollars

Code		Capital Stock	Capital Surplus	Retained Earnings		Unappropriated Earnings	Others	Total Equity
				Legal capital reserve	Special capital reserve		Unrealized Gain (Loss) on Financial	
A1	BALANCE, JANUARY 1, 2022	\$ 644,306	\$ 14,852	\$ 142,099	\$ 5,131	\$ 509,115	(\$ 5,166)	\$ 1,310,337
	Appropriations of 2021 earnings (Note 23)							
B1	Provision of legal reserve	-	-	23,038	-	(23,038)	-	-
B3	Provision of special reserve	-	-	-	35	(35)	-	-
B5	Cash dividends to shareholders	-	-	-	-	(161,076)	-	(161,076)
	Changes in other capital surplus							
C17	Shareholders fail to claim dividends overdue	-	20	-	-	-	-	20
D1	Net income of 2022	-	-	-	-	318,757	-	318,757
D3	Other comprehensive income (loss), net of income tax of 2022	-	-	-	-	588	1,729	2,317
D5	Total comprehensive income (loss) of 2022	-	-	-	-	319,345	1,729	321,074
Q1	Disposal of investments in equity instruments at fair value through other comprehensive income (Note 9)	-	-	-	-	513	(513)	-
Z1	BALANCE, DECEMBER 31, 2022	644,306	14,872	165,137	5,166	644,824	(3,950)	1,470,355
	Appropriations of earnings of 2022 (Note 23)							
B1	Provision of legal reserve	-	-	31,986	-	(31,986)	-	-
B17	Reversal of special reserve	-	-	-	(1,216)	1,216	-	-
B5	Cash dividends to shareholders	-	-	-	-	(161,076)	-	(161,076)
	Changes in other capital surplus							
C17	Shareholders fail to claim dividends overdue	-	6	-	-	-	-	6
D1	Net income of 2023	-	-	-	-	260,230	-	260,230
D3	Other comprehensive income (loss), net of income tax of 2023	-	-	-	-	33	-	33
D5	Total comprehensive income (loss) of 2023	-	-	-	-	260,263	-	260,263
Z1	BALANCE, DECEMBER 31, 2023	\$ 644,306	\$ 14,878	\$ 197,123	\$ 3,950	\$ 713,241	(\$ 3,950)	\$ 1,569,548

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

Chairman : Lin, Chung-I

Manager : Lin, Chung-I

Accounting Manager : Kang, Chih-He

Topower Co., LTD
STATEMENTS OF CASH FLOWS
January 1st to December 31st, 2023 and 2022

In Thousands of New Taiwan Dollars

Code		2023	2022
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Earnings before tax	\$ 353,820	\$ 397,728
A20010	Income expense item		
A20100	Depreciation expense	164,386	121,993
A20200	Amortization expense	1,060	808
A20300	Expected credit losses	(68,102)	68,102
A20400	Loss (gain) on financial instruments at fair value through profit or loss	701	(27)
A20900	Finance costs	9,896	2,363
A21200	Interest income	(20,045)	(6,235)
A22500	Loss (gain) on disposal of property, plant and equipment	(58)	-
A23700	Impairment loss on property, plant and equipment	968	-
A24100	Loss (gain) on foreign exchange	20,107	(30,111)
A29900	Profit from lease modification	(8)	-
A29900	Reduce inventory to market	1,722	3,281
A29900	Provision for liabilities	4,256	27,102
A30000	Changes in operating assets and liabilities		
A31115	Financial assets compulsory at fair value through profit or loss	1,637	-
A31130	Note receivables	(4,295)	6,450
A31140	Note receivables-related parties	(8,850)	10,996
A31150	Account receivables	3,198	57,393
A31160	Account receivables-related parties	(3,037)	5,007
A31180	Other receivables	245	(245)
A31200	Inventories	1,670	(937)
A31230	Prepayments	828	2,283
A31240	Other current assets	(3,185)	2,897
A32125	Contract liabilities	133	(123)
A32130	Notes Payable	(116)	-
A32150	Accounts payable	46,076	(38,430)
A32160	Accounts payable-related parties	50,484	(218,221)
A32180	Other payable	10,506	(8,789)
A32200	Provision for liabilities	(16,378)	(1,732)
A32230	Other current liabilities	20	(45)
A32240	Net defined benefit assets	(148)	(36)
A33000	Cash generated from operations	547,491	401,472
A33100	Interest received	18,252	6,278

(Continued)

(Continued)

Code		2023	2022
A33300	Interest paid	(\$ 9,902)	(\$ 2,024)
A33500	Income tax paid	(<u>97,200</u>)	(<u>109,095</u>)
AAAA	Net cash generated by operating activities	<u>458,641</u>	<u>296,631</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
B00020	Disposal of financial assets at fair value through other comprehensive income (Note 9)	-	437
B00040	Acquisition of financial assets measured at amortized cost	(29,166)	(83,752)
B02700	Acquisitions of Property, plant and equipment	(226,096)	(259,578)
B02800	Disposal of Property, plant and equipment	593	-
B03700	Refundable deposits paid	708	(220)
B04500	Acquisitions of other intangible assets	-	(1,880)
B07100	Decrease (increase) in advance payment for equipment	(<u>51,580</u>)	<u>22,102</u>
BBBB	Net cash used in investing activities	(<u>305,541</u>)	(<u>322,891</u>)
CASH FLOWS FROM FINANCING ACTIVITIES			
C00100	Increase (decrease) in short-term loans	(35,000)	140,000
C03000	Guarantee deposit received increased	-	22
C04020	Repayment of the principal portion of lease liabilities	(9,439)	(9,606)
C04500	Cash dividend	(161,076)	(161,076)
C09900	Dividends not claimed by shareholders overdue	<u>6</u>	<u>20</u>
CCCC	Net cash generated by (used in) financing activities	(<u>205,509</u>)	(<u>30,640</u>)
DDDD	EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(908)	<u>31,245</u>
EEEE	NET DECREASE IN CASH AND CASH EQUIVALENTS	(53,317)	(25,655)
E00100	CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>546,541</u>	<u>572,196</u>
E00200	CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 493,224</u>	<u>\$ 546,541</u>

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

Chairman : Lin, Chung-I

Manager : Lin, Chung-I

Accounting Manager : Kang, Chih-He

【 Attachment 4 】

TOPOWER CO., LTD.
Earnings Distribution Table
Year 2023

	(Unit: NTD\$)
Beginning Unappropriated Retained Earnings	452,976,633
2023 Net Income	260,230,076
An effort to ascertain the amount of remeasuring of the fringe benefit programs recognized in retained earnings	34,090
Legal Reserve (10%)	(26,026,417)
Distributable Retained Earnings	687,214,382
Distributed Items :	
Share Dividend to shareholders - NT\$0 per share	0
Cash Dividend to shareholders - NT\$0.5 distributed per share (note)	(32,215,287)
Accumulated Unappropriated Retained Earnings	654,999,095

Note: Allocation of 2023 retained earnings of the Company in priority.

Chairman : Lin, Chung-I President : Lin, Chung-I Chief Accountant : Kang, Chih-He

TOPOWER CO., LTD.
Comparison Table for Partial Amendments to the “Articles of Incorporation”

Article After Amendment	Article Before Amendment	Explanation
<p>Article 28:If there are surplus earnings before tax upon the final settlement of account of each fiscal year, the Company shall, accrue income tax payable first, offset any previous accumulated losses, and then set aside ten percent of such profits as a legal reserve. However, when the legal reserve equals to the paid-in capital, the Company may decide stop setting aside the legal reserve. After set aside legal reserve, the Company may doing so on the Company’s discretion or reserve or reverse the special reserve in accordance with relevant regulations or as requested by the authorities in charge, The remaining net profit, and the beginning unappropriated earnings shall be distributed into dividends to shareholders according to the distribution plan proposed by the Board of Directors and submitted to the shareholders’ meeting for approval.</p> <p>When the Company distributes preceding surplus earning, legal reserve and capital reserve in the form of cash, such distribution is authorized to be made after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition, a report of such distribution shall be submitted to the shareholders’ meeting.</p>	<p>Article 28:If there are surplus earnings before tax upon the final settlement of account of each fiscal year, the Company shall, accrue income tax payable first, offset any previous accumulated losses, and then set aside ten percent of such profits as a legal reserve. However, when the legal reserve equals to the paid-in capital, the Company may decide stop setting aside the legal reserve. After set aside legal reserve, the Company should reserve or reverse the special reserve in accordance with relevant regulations or as requested by the authorities in charge, or may doing so on the Company’s discretion. The remaining net profit, if any , plus the beginning unappropriated earnings shall be distributed into dividends to shareholders according to the distribution plan proposed by the Board of Directors and submitted to the shareholders’ meeting for approval.</p> <p>When the Company distributes preceding surplus earning, legal reserve and capital reserve in the form of cash, such distribution is authorized to be made after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition, a report of such distribution shall be submitted to the shareholders’ meeting.</p>	<p>Text revision in accordance with the Company Act and relevant laws and regulations.</p>

Article After Amendment	Article Before Amendment	Explanation
<p>Article 29:<u>In order to pursue sustainable development , stable growth and a sound financial structure in the future</u>, the company will depending on the company’s operating situation <u>and capital planning, formulate a surplus distribution proposal and submit it to the shareholder’s meeting for resolution on distribution</u>. The distributed dividend in the form of cash shall not be less than 30% of the total amount of dividend allocable in the year.</p>	<p>Article 29:The Company, upon considering factors such as future funding needs, financial structure, and profits, for the purpose of sustainable management and steady company growth, in the future, the Dividends of the Company will depend on the Company’s operation situation, the total distributed dividends shall not be less than 10% of the amount which the distributable retained earnings deducts beginning accumulated unappropriated retained earnings, except when the distributable retained earnings are lower than 5% of the paid in capital, the Company may decide not to distribute any dividends. The distributed dividend in the form of cash shall not be less than 30% of the total amount of dividend allocable in the year.</p>	<p>In accordance with the future development of the Company and Sound financial structure needs, the related Articles is amended.</p>
<p>Article 31:These Articles of Incorporation were agreed to and signed on September 4, 1986. The 1st Amendment was made on November 25, 1986, ~ and so forth The 25th Amendment was made on June 14, 2022 The 26th Amendment was made on June 16, 2023 <u>The 27th Amendment was made on June 27, 2024</u></p>	<p>Article 31:These Articles of Incorporation were agreed to and signed on September 4, 1986. The 1st Amendment was made on November 25, 1986, ~ and so forth The 25th Amendment was made on June 14, 2022 The 26th Amendment was made on June 16, 2023</p>	<p>The date of the amendment is added.</p>

IV. Appendices

【Appendix 1】 Articles of Incorporation ((Before Amendment))

Articles of Incorporation

Articles of Incorporation of TOPOWER CO., LTD.

Chapter 1 General Provisions

- Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 至寶光電股份有限公司 in Chinese (TOPOWER CO., LTD. in English.)
- Article 2: The businesses operated by the Company are as follows:
CC01110 Computer and Peripheral Equipment Manufacturing
ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
CC01080 Electronics Components Manufacturing
CD01030 Motor Vehicles and Parts Manufacturing
CD01040 Motorcycles and Parts Manufacturing
F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
F219010 Retail Sale of Electronic Materials
F401010 International Trade
F401021 Restrained Telecom Radio Frequency Equipment's and Materials Import
- Article 3: The Company shall have its head office in Tainan City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.
- Article 4: The Company may act as a guarantor for another entity when required for business operations, the operating procedure in accordance with the Operational Procedures for Endorsements and Guarantees of the Company._

Chapter 2 Capital Stock

- Article 5: The total capital stock of the Company shall be in the amount of Eight Hundred and Eighty Million New Taiwan Dollars, divided into Eighty-Eight Million shares at Ten New Taiwan Dollars each, the Board of Directors is authorized to issue the unissued stocks in installments. One Million Five Hundred Thousand shares, in the above share amount, at Ten New Taiwan Dollars each, are reserved for issuing employee stock options and shall be issued in installments based on the Board of Director's resolution.
- Article 6: When the Company invests outwardly into other firms as Limited Liability Shareholders, the total investment is free of Article 13 of the Company Law; the Company's total investment shall not exceed 40% of the Company's paid-in capital.
- Article 7: The share certificates of the Company shall be in registered form, may be exempted from printing share certificates, but shall have the shares so issued duly registered with securities depository facilities. In the instance of printing, share certificates, before issued, shall be signed by or affixed with the seal of the Representative Director and be certified pursuant to the law.
- Article 8: The name change or transfer of shares shall be suspended for a period of 60 days before the convening date of a regular shareholders' meeting, 30 days before the convening date of a special shareholders' meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.
- Article 9: The procedures regarding shareholders' affairs are in accordance with the relevant laws and regulations and requirements of the competent authority.

Chapter 3 Shareholders' Meeting

- Article 10: Shareholders' meetings of the Company shall be of the following two kinds : regular meetings and special meetings. Regular meetings shall be convened at least once a year within six months after the close of each fiscal year. Special meetings shall be convened whenever

necessary.

- Article 10-1: A shareholder holding one percent or more of the total number of issued shares may submit to the Company a correspondence proposal for discussion at a regular shareholders' meeting. Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals; the period for submission of shareholder proposals may not be less than 10 days. Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of Article 172-1 of the Company Act. At the shareholders' meeting, the Board of Directors shall explain the reasons for the exclusion of any shareholder proposals not included in the agenda.
- Article 10-2: The shareholders' meeting of the Company may be convened by a virtual meeting or other methods of convening according to the announcement by the central competent authority. The operating procedures and other related regulations are in accordance with the regulations of the competent authority.
- Article 11: In the event that a shareholder is unable to attend a shareholders' meeting for any cause, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney printed by the Company. The procedure of a shareholders' appointing a proxy to attend the shareholders' meeting is in accordance with the provisions set forth in the Company Act and Rules Governing Appointment of Proxy by the Power of Attorney to Attend a Shareholders' meeting of Public Companies. '
- Article 12: Each shareholder is entitled to one vote for each share held, except otherwise regulated by the Company Act.
- Article 13: Unless otherwise provided for in the laws and regulations concerned, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders' meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting. Resolutions adopted at a shareholder's meeting shall be recorded in the minutes of the meeting, signed by or affixed with the seal of the chairman of the Board of Directors, and distributed to all shareholders of the Company within 20 days after the meeting. The distribution of the minutes of the meeting in the preceding paragraph may be given in the form of a public announcement.

Chapter 4 Directors and Audit Committee

- Article 14: The Company shall have 7 Directors with a term of three years. The Company's directors are nominated according to Article 192-1 of the Company Act; the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. All Directors shall be eligible for re-election. The total registered shares owned by all directors shall be in accordance with the regulations prescribed in Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.
- Article 14-1 : Said directors of the Company shall include no less than three independent directors. Directors of the Company are elected from nomination; the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The qualification, shareholding, restrictions on part-time jobs, nomination and election of independent directors, and other matters to be complied with shall be handled in accordance with the relevant requirements of the competent securities authority.
- Article 15: The Directors shall constitute the Board of Directors and shall elect one Chairman (and one vice Chairman) of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The Chairman shall externally represent the Company and conduct all affairs of the Company according to the laws and regulations and the resolutions of the shareholders' meeting and the meeting of the Board of Directors. The Board of Directors' meeting shall be convened at least once every three months. In case a director is unable to attend the Board of Directors meeting, another director may be appointed to attend a meeting of the Board of Directors on his/her behalf; he/she shall, at

each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

A director may accept the appointment to act as the proxy referred to in the preceding paragraph of one other director only.

Article 16: (Article Deleted.)

Article 17: Except the first meeting of each term of the Board of Directors shall be convened by the director who received a ballot representing the largest number of votes at the election of directors within 15 days after the re-election, meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. In calling a meeting of the Board of Directors, a notice stating the time, place, and reasons for convening shall be given to each director no later than seven days prior to the scheduled meeting date. In the case of an emergency, a meeting of the Board of Directors may be convened at any time. The meeting notice of the preceding paragraph may be affected by means of writing, electronic mail, or fax.

Article 18 : The resolutions of the Board of Directors, except as otherwise provided in the Company Act, shall be adopted by a majority vote of the directors at a meeting of the Board of Directors attended by at least a majority of the entire directors of the Company.

Article 19: In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

Article 20: The powers of the Board of Directors are as follows :

1. Approval and Revision of the Company's business plans.
2. Drafting of proposals on the Company's distribution of earnings or make-up of losses.
3. Planning of capital increase and decrease of the Company.
4. Drafting of Revisions of the Company's Articles of Incorporation.
5. Reviewing of Important Contracts.
6. Appointment and removal of the Company's managerial officers.
7. Establishing and cancellation of the branches and offices.
8. Budgeting and Final Accounting results
9. Decision of transaction of real estates and investment of other entities.
10. Other matters stipulated by the Company Act or authorized by the shareholders' meeting.

Article 21: (Article Deleted.)

Article 22: (Article Deleted.)

Article 23: The Company may obtain liability insurance for directors with respect to liabilities resulting from exercising their duties during the tenure of the office.

Article 24: Remuneration of the Chairman of the Board of Directors and Directors authorized to the Board of Directors shall be based on the value of the participation and contribution to the Company's operations and may be paid at such level as generally adopted by the enterprises of the same industry.

Chapter 5 Managerial Officials

Article 25: The Company may have one or more managerial officers. Appointment, discharge, and remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 26: After the close of each fiscal year, the Board of Directors shall prepare the books and statements listed below, then submitting to the regular meeting of shareholders for acceptance according to legal procedure.

1. A Report on Operations
2. Financial Statements
3. Proposals concerning Appropriation of Net Profits or Making up Losses

Article 27: If there is profit at the end of a fiscal year, the Company shall allocate 1% of the profits earned during the current year for the purpose of employees' compensation and no more than 5% of the same for directors' remuneration. However, the Company's accumulated losses shall have been covered primarily.

The term profit of the preceding paragraph shall mean the total of the taxable revenue earned

during the current year before deducting the amount of employee's compensation and the directors' remuneration.

The remuneration of the employees may be in stock or cash, resolved by a special resolution of the Board of Directors, and reported at the shareholders' meeting.

The employees receiving distribution of remuneration in stock or cash include the employees of subsidiaries of the Company meeting certain specific requirements.

Qualification requirements that entitle employees to receive a transfer of buyback shares, employee stock warrants, receive newly issued shares, or restricted stock for employees include employees of subsidiaries that meet certain requirements.

Article 28: If there are surplus earnings before tax upon the final settlement of account of each fiscal year, the Company shall, accrue income tax payable first, offset any previous accumulated losses, and then set aside ten percent of such profits as a legal reserve. However, when the legal reserve equals to the paid-in capital, the Company may decide stop setting aside the legal reserve. After set aside legal reserve, the Company should reserve or reverse the special reserve in accordance with relevant regulations or as requested by the authorities in charge, or may doing so on the Company's discretion. The remaining net profit, if any, plus the beginning unappropriated earnings shall be distributed into dividends to shareholders according to the distribution plan proposed by the Board of Directors and submitted to the shareholders' meeting for approval.

When the Company distributes preceding surplus earning, legal reserve and capital reserve in the form of cash, such distribution is authorized to be made after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition, a report of such distribution shall be submitted to the shareholders' meeting.

Article 29: The Company, upon considering factors such as future funding needs, financial structure, and profits, for the purpose of sustainable management and steady company growth, in the future, the Dividends of the Company will depend on the Company's operation situation, the total distributed dividends shall not be less than 10% of the amount which the distributable retained earnings deducts beginning accumulated unappropriated retained earnings, except when the distributable earnings are lower than 5% of the paid-in capital, the Company may decide not to distribute any dividends. The distributed dividend in the form of cash shall not be less than 30% of the total amount of dividend allocable in the year.

Chapter 7 Supplementary Provisions

Article 30: In regard to all matters not provided for in these Articles of Incorporation, the Company Act and relevant laws and regulations shall govern.

Article 31: These Articles of Incorporation were agreed to and signed on September 4, 1986.

The 1st Amendment was made on November 26, 1986

The 2nd Amendment was made on November 18, 1988

The 3rd Amendment was made on August 30, 1989

The 4th Amendment was made on October 16, 1993

The 5th Amendment was made on November 5, 1999

The 6th Amendment was made on March 10, 2001

The 7th Amendment was made on November 8, 2001

The 8th Amendment was made on June 30, 2002

The 9th Amendment was made on June 25, 2003

The 10th Amendment was made on June 24, 2004

The 11th Amendment was made on June 24, 2004

The 12th Amendment was made on June 16, 2005

The 13th Amendment was made on June 16, 2006

The 14th Amendment was made on March 1, 2007

The 15th Amendment was made on June 13, 2007

The 16th Amendment was made on June 13, 2008

The 17th Amendment was made on June 16, 2009

The 18th Amendment was made on June 30, 2010

The 19th Amendment was made on June 22, 2011

The 20th Amendment was made on June 13, 2012

The 21st Amendment was made on June 24, 2015

The 22nd Amendment was made on June 28, 2016
The 23rd Amendment was made on June 10, 2019
The 24th Amendment was made on June 10, 2020
The 25th Amendment was made on June 14, 2022
The 26th Amendment was made on June 16, 2023

TOPOWER CO., LTD.

Chairman of Board of Directors : Lin, Shih-Chi

【Appendix 2】 Articles of Incorporation ((After Amendment))

Articles of Incorporation

Articles of Incorporation of TOPOWER CO., LTD.

Chapter 1 General Provisions

- Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 至寶光電股份有限公司 in Chinese (TOPOWER CO., LTD. in English.)
- Article 2: The businesses operated by the Company are as follows:
CC01110 Computer and Peripheral Equipment Manufacturing
ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
CC01080 Electronics Components Manufacturing
CD01030 Motor Vehicles and Parts Manufacturing
CD01040 Motorcycles and Parts Manufacturing
F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
F219010 Retail Sale of Electronic Materials
F401010 International Trade
F401021 Restrained Telecom Radio Frequency Equipment's and Materials Import
- Article 3: The Company shall have its head office in Tainan City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.
- Article 4: The Company may act as a guarantor for another entity when required for business operations, the operating procedure in accordance with the Operational Procedures for Endorsements and Guarantees of the Company._

Chapter 2 Capital Stock

- Article 5: The total capital stock of the Company shall be in the amount of Eight Hundred and Eighty Million New Taiwan Dollars, divided into Eighty-Eight Million shares at Ten New Taiwan Dollars each, the Board of Directors is authorized to issue the unissued stocks in installments. One Million Five Hundred Thousand shares, in the above share amount, at Ten New Taiwan Dollars each, are reserved for issuing employee stock options and shall be issued in installments based on the Board of Director's resolution.
- Article 6: When the Company invests outwardly into other firms as Limited Liability Shareholders, the total investment is free of Article 13 of the Company Law; the Company's total investment shall not exceed 40% of the Company's paid-in capital.
- Article 7: The share certificates of the Company shall be in registered form, may be exempted from printing share certificates, but shall have the shares so issued duly registered with securities depository facilities. In the instance of printing, share certificates, before issued, shall be signed by or affixed with the seal of the Representative Director and be certified pursuant to the law.
- Article 8: The name change or transfer of shares shall be suspended for a period of 60 days before the convening date of a regular shareholders' meeting, 30 days before the convening date of a special shareholders' meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.
- Article 9: The procedures regarding shareholders' affairs are in accordance with the relevant laws and regulations and requirements of the competent authority.

Chapter 3 Shareholders' Meeting

- Article 10: Shareholders' meetings of the Company shall be of the following two kinds : regular meetings and special meetings. Regular meetings shall be convened at least once a year within six months after the close of each fiscal year. Special meetings shall be convened whenever necessary.
- Article 10-1: A shareholder holding one percent or more of the total number of issued shares may submit to the Company a correspondence proposal for discussion at a regular shareholders' meeting.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals; the period for submission of shareholder proposals may not be less than 10 days.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of Article 172-1 of the Company Act.

At the shareholders' meeting, the Board of Directors shall explain the reasons for the exclusion of any shareholder proposals not included in the agenda.

Article 10-2: The shareholders' meeting of the Company may be convened by a virtual meeting or other methods of convening according to the announcement by the central competent authority. The operating procedures and other related regulations are in accordance with the regulations of the competent authority.

Article 11: In the event that a shareholder is unable to attend a shareholders' meeting for any cause, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney printed by the Company. The procedure of a shareholders' appointing a proxy to attend the shareholders' meeting is in accordance with the provisions set forth in the Company Act and Rules Governing Appointment of Proxy by the Power of Attorney to Attend a Shareholders' meeting of Public Companies. '

Article 12: Each shareholder is entitled to one vote for each share held, except otherwise regulated by the Company Act.

Article 13: Unless otherwise provided for in the laws and regulations concerned, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders' meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting. Resolutions adopted at a shareholder's meeting shall be recorded in the minutes of the meeting, signed by or affixed with the seal of the chairman of the Board of Directors, and distributed to all shareholders of the Company within 20 days after the meeting.

The distribution of the minutes of the meeting in the preceding paragraph may be given in the form of a public announcement.

Chapter 4 Directors and Audit Committee

Article 14: The Company shall have 7 Directors with a term of three years. The Company's directors are nominated according to Article 192-1 of the Company Act; the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. All Directors shall be eligible for re-election.

The total registered shares owned by all directors shall be in accordance with the regulations prescribed in Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.

Article 14-1 : Said directors of the Company shall include no less than three independent directors. Directors of the Company are elected from nomination; the shareholders shall elect the directors from among the nominees listed in the roster of director candidates.

The qualification, shareholding, restrictions on part-time jobs, nomination and election of independent directors, and other matters to be complied with shall be handled in accordance with the relevant requirements of the competent securities authority.

Article 15: The Directors shall constitute the Board of Directors and shall elect one Chairman (and one vice Chairman) of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The Chairman shall externally represent the Company and conduct all affairs of the Company according to the laws and regulations and the resolutions of the shareholders' meeting and the meeting of the Board of Directors. The Board of Directors' meeting shall be convened at least once every three months.

In case a director is unable to attend the Board of Directors meeting, another director may be appointed to attend a meeting of the Board of Directors on his/her behalf; he/she shall, at each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

A director may accept the appointment to act as the proxy referred to in the preceding

paragraph of one other director only.

Article 16: (Article Deleted.)

Article 17: Except the first meeting of each term of the Board of Directors shall be convened by the director who received a ballot representing the largest number of votes at the election of directors within 15 days after the re-election, meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. In calling a meeting of the Board of Directors, a notice stating the time, place, and reasons for convening shall be given to each director no later than seven days prior to the scheduled meeting date. In the case of an emergency, a meeting of the Board of Directors may be convened at any time. The meeting notice of the preceding paragraph may be affected by means of writing, electronic mail, or fax.

Article 18 : The resolutions of the Board of Directors, except as otherwise provided in the Company Act, shall be adopted by a majority vote of the directors at a meeting of the Board of Directors attended by at least a majority of the entire directors of the Company.

Article 19: In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

Article 20: The powers of the Board of Directors are as follows :

1. Approval and Revision of the Company's business plans.
2. Drafting of proposals on the Company's distribution of earnings or make-up of losses.
3. Planning of capital increase and decrease of the Company.
4. Drafting of Revisions of the Company's Articles of Incorporation.
5. Reviewing of Important Contracts.
6. Appointment and removal of the Company's managerial officers.
7. Establishing and cancellation of the branches and offices.
8. Budgeting and Final Accounting results
9. Decision of transaction of real estates and investment of other entities.
10. Other matters stipulated by the Company Act or authorized by the shareholders' meeting.

Article 21: (Article Deleted.)

Article 22: (Article Deleted.)

Article 23: The Company may obtain liability insurance for directors with respect to liabilities resulting from exercising their duties during the tenure of the office.

Article 24: Remuneration of the Chairman of the Board of Directors and Directors authorized to the Board of Directors shall be based on the value of the participation and contribution to the Company's operations and may be paid at such level as generally adopted by the enterprises of the same industry.

Chapter 5 Managerial Officials

Article 25: The Company may have one or more managerial officers. Appointment, discharge, and remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 26: After the close of each fiscal year, the Board of Directors shall prepare the books and statements listed below, then submitting to the regular meeting of shareholders for acceptance according to legal procedure.

1. A Report on Operations
2. Financial Statements
3. Proposals concerning Appropriation of Net Profits or Making up Losses

Article 27: If there is profit at the end of a fiscal year, the Company shall allocate 1% of the profits earned during the current year for the purpose of employees' compensation and no more than 5% of the same for directors' remuneration. However, the Company's accumulated losses shall have been covered primarily.

The term profit of the preceding paragraph shall mean the total of the taxable revenue earned during the current year before deducting the amount of employee's compensation and the directors' remuneration.

The remuneration of the employees may be in stock or cash, resolved by a special resolution

of the Board of Directors, and reported at the shareholders' meeting.

The employees receiving distribution of remuneration in stock or cash include the employees of subsidiaries of the Company meeting certain specific requirements.

Qualification requirements that entitle employees to receive a transfer of buyback shares, employee stock warrants, receive newly issued shares, or restricted stock for employees include employees of subsidiaries that meet certain requirements.

Article 28: If there are surplus earnings before tax upon the final settlement of account of each fiscal year, the Company shall, accrue income tax payable first, offset any previous accumulated losses, and then set aside ten percent of such profits as a legal reserve. However, when the legal reserve equals to the paid-in capital, the Company may decide stop setting aside the legal reserve. After set aside legal reserve, the Company may do so on the Company's discretion or reserve or reverse the special reserve in accordance with relevant regulations or as requested by the authorities in charge, The remaining net profit, and the beginning unappropriated earnings shall be distributed into dividends to shareholders according to the distribution plan proposed by the Board of Directors and submitted to the shareholders' meeting for approval.

When the Company distributes preceding surplus earning, legal reserve and capital reserve in the form of cash, such distribution is authorized to be made after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition, a report of such distribution shall be submitted to the shareholders' meeting.

Article 29: In order to pursue sustainable development, stable growth and a sound financial structure in the future, the Company will depending on the Company's operating situation and capital planning, formulate a surplus distribution proposal and submit it to the shareholder's meeting for resolution on distribution. The distributed dividend in the form of cash shall not be less than 30% of the total amount of dividend allocable in the year.

Chapter 7 Supplementary Provisions

Article 30: In regard to all matters not provided for in these Articles of Incorporation, the Company Act and relevant laws and regulations shall govern.

Article 31: These Articles of Incorporation were agreed to and signed on September 4, 1986.

The 1st Amendment was made on November 26, 1986

The 2nd Amendment was made on November 18, 1988

The 3rd Amendment was made on August 30, 1989

The 4th Amendment was made on October 16, 1993

The 5th Amendment was made on November 5, 1999

The 6th Amendment was made on March 10, 2001

The 7th Amendment was made on November 8, 2001

The 8th Amendment was made on June 30, 2002

The 9th Amendment was made on June 25, 2003

The 10th Amendment was made on June 24, 2004

The 11th Amendment was made on June 24, 2004

The 12th Amendment was made on June 16, 2005

The 13th Amendment was made on June 16, 2006

The 14th Amendment was made on March 1, 2007

The 15th Amendment was made on June 13, 2007

The 16th Amendment was made on June 13, 2008

The 17th Amendment was made on June 16, 2009

The 18th Amendment was made on June 30, 2010

The 19th Amendment was made on June 22, 2011

The 20th Amendment was made on June 13, 2012

The 21st Amendment was made on June 24, 2015

The 22nd Amendment was made on June 28, 2016

The 23rd Amendment was made on June 10, 2019

The 24th Amendment was made on June 10, 2020

The 25th Amendment was made on June 14, 2022

The 26th Amendment was made on June 16, 2023

The 27th Amendment was made on June 27, 2024

(Yet to be resolved by the 2024 Annual Shareholders' Meeting)

TOPOWER CO., LTD.

Chairman of Board of Directors : Lin, Chung-I

【Appendix 3】 Rules of Procedure for Shareholders' 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 (Convening shareholders' meetings and shareholders' meeting notices)

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 files 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, 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 files 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 and distributed on-site at the shareholders' meeting.

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, 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 the re-election of all directors, 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 attending 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 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, 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 following 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 the meeting agenda of that shareholders' meeting.

D. Actions to be taken if the outcome of all proposals has been announced and an 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 virtual shareholders' meetings online shall be specified.

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

If a shareholder's 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 director serves as chair, as referred to in the preceding paragraph, the 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 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 the 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 the 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 the 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 the 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 the 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 declares 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 on 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 Unless otherwise provided by law or regulation, a shareholder of the Corporation shall be entitled to one vote for each share held.

When this Corporation holds a shareholders' meeting, it shall adopt the exercise of voting rights by

electronic means and may adopt the 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.

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 the 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 Items)

The election of directors 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 the numbers of votes with which they were elected, and the names of directors not elected and the 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 a 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 shareholders' 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 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 of 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 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 armbands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear 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 elections 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 technical communication 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 a list of elected directors and supervisors.

When this Corporation convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in the 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 shareholders' 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 periods set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholders' 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 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 affected in the same manner.

【Appendix 4】

Shareholdings of All Directors Recorded in the Company's Register of Shareholders

1. Statutory minimum number of shares to be held by directors and list of registered shares held by shareholders

Title	Number of shares to be held	Number of registered shares held
Director	5,154,446	34,430,000

2. Shareholding List of Directors:

Last transfer date : April 29, 2024

Title	Name	Number of registered shares held
Director	Representative of Chi-Chen Investment Co., LTD. : Chih-Lung Lin	34,000,000
Chairman of the Board of Directors	Chung-I Lin	430,000
Independent Director	Hui-Ling Fang	0
Independent Director	Cheng-Che Chiang	0
Independent Director	Yen-Hsun Chen	0
Independent Director	Yueh-Feng Chuang	0
	Total	34,430,000

DISCLAIMER

THIS ENGLISH HANDBOOK FOR 2024 REGULAR MEETING OF SHAREHOLDERS IS TRANSLATED FROM THE CHINESE VERSION. IT IS INTENDED FOR REFERENCE ONLY. THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES FOR THE TRANSLATION. THE CHINESE HANDBOOK SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.