



2025 Annual Shareholders' Meeting Handbook

Time: 9:00 AM, June 11, 2025 (Wednesday)

Venue: Nichidenbo Corporation's 1F Conference Room (1F, No. 4, Lane 1, Siwei
Lane, Zhongzheng Road, Xindian District, New Taipei City)

Type: Physical Shareholders' Meeting

This English version is a translation based on the original Chinese version. Where any discrepancy arises between the two, the Chinese version shall prevail.

Nichidenbo Corporation

2025 Annual Shareholders' Meeting Handbook

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I. Meeting Agenda

Nichidenbo Corporation 2025 Annual Shareholders' Meeting Agenda

Time: 9:00 AM, June 11, 2025 (Wednesday)

Venue: 1F, No. 4, Lane 1, Siwei Lane, Zhongzheng Road, Xindian District, New Taipei City

I. Call to Order

II. Chairman's Statement

III. Reports

1. 2024 Business Report
2. 2024 Audit Committee's Review Report
3. 2024 Earnings Distribution of Cash Dividends
4. 2024 Distribution of Remunerations to Employees and Directors

IV. Adoptions

1. 2024 Business Report and Financial Statements
2. 2024 Earnings Distribution

V. Discussions

1. Amendments to the Articles of Incorporation
2. Amendments to the "Issuance Measures for 2022 1st Restricted Stock Awards".
3. Proposal of Release the Prohibition on Independent Director Hsu Hsou Chun from Participation in Competitive Business.

VI. Extempore Motions

VII. Adjournment

II. Reports

Proposal 1

Subject: 2024 Business Report

Description: Please refer to Attachment 1 on page 5 for the business report.

Proposal 2

Subject: 2024 Audit Committee's Review Report

Description: Please refer to Attachment 2 on page 7 for the Audit Committee's review report.

Proposal 3

Subject: 2024 Earnings Distribution of Cash Dividends

Description: 1. The method of distributing cash dividends this time is based on the shareholders recorded in the register as of the ex-dividend date and their held shares, with a distribution of NTD\$4.2 per share, rounded down to the nearest whole dollar (amounts below one dollar are discarded). The total of any fractional amounts not reaching NTD\$1 will be included in the Company's other income. If, subsequently, due to the Company's issuance of new shares for capital increase, issuance of new shares or convertible corporate bonds, employees' exercise of stock option warrants, repurchase of treasury shares, or transfer of treasury shares, the number of shares entitled to participate in the distribution is affected, resulting in a change in the dividend rate for shareholders, the Board of Directors shall authorize the chairman to handle relevant matters with full discretion.

2. The case was approved by the Board of Directors on March 13, 2025, the Chairman was authorized to set the record date for dividend distribution and handle related matters.

Proposal 4

Subject: 2024 Distribution of Remunerations to Employees and Directors

Description: 1. According to the resolution passed by the Board of Directors of the Company on March 13, 2024, the expense allocation ratio for employee compensation and director compensation for 2024 shall be approximately 7% and 1.5%, respectively, based on the profit for the year (i.e., profit before tax after deducting employee compensation and director compensation from net profit) after deducting accumulated losses. The distribution method shall be in accordance with the Articles of Incorporation.

2. Based on the Company's profit for 2024, it is proposed to allocate NTD\$78,266 thousand for employee compensation and NTD\$16,771 thousand for director compensation, with no discrepancies from the amounts recognized for the year. The distribution is the form of cash and recipients may include employees of affiliated companies under certain conditions.

3. The case was approved by the Board of Directors on March 13, 2025 and the Chairman was authorized to set the date of distribution and handle relevant matters with full discretion.

III. Adoptions

Proposal 1

Subject: 2024 Business Report and Financial Statements (Proposed by the Board of Directors)

Description: 1. The Company has completed the parent-company-only financial statements, consolidated financial statements, and business report for 2024, and has attached the unqualified opinions audit report issued by Deloitte & Touche, Shao, Chih Ming and Wong, Ya Ling.

2. Please refer to Attachment 1 on page 5 for the business report and Attachment 3 on page 8 for the independent auditors' report and financial statements.

Resolution:

Proposal 2

Subject: 2024 Earnings Distribution (Proposed by the Board of Directors)

Description: In accordance with Article 21 and Article 21-1 of the Company's Articles of Incorporation, the earnings distribution is proposed as follows:

1. 2024 earnings distribution proposal was approved by the board of directors on March 13, 2025.
2. The Statement of Earnings Distribution for 2024 is as follows:

Nichidenbo Corporation
Statement of Earnings Distribution
2024

Unit: NT \$

Item	Amount	Remark
Retained earnings at beginning of period	782,651,396	
Add: actuarial gains included in retained earnings	3,559,555	
Add: gains on disposal of equity instruments at FVOCI included in retained earnings	184,037,997	
Add: recognition of dividends on unvested RSAs	114,668	
Retained earnings after adjustments	970,363,616	
Add: net profit after tax for 2024	946,797,922	
Less: legal reserve appropriated	113,451,014	
Less: statutory special reserve appropriated	60,113,020	
Retained earnings for distribution	1,743,597,504	
Less: cash dividends (Note)	892,908,030	Cash dividend per share: NTD 4.2
Retained earnings at end of period	850,689,474	

Note: The Company prioritizes the distribution of 2024 earnings.

Chairman: Chou, Wei Lin

General Manager: Yu, Yao Kuo

Controller: Ku, Hsin Ping

Resolution:

IV. Discussions

Proposal 1

Subject: Amendments to the Articles of Incorporation (Proposed by the Board of Directors)

Description: 1. In accordance with Article 14, Section 6 of the Securities and Exchange Act announced on August 7, 2024, "a certain percentage of annual profits shall be allocated for adjusting salaries for or distributing compensation to grassroots employees as stipulated in the Articles of Incorporation."

2. In response to the aforementioned regulations and to meet the operational needs of the Company, it is proposed to amend certain provisions of the Articles of Incorporation.

3. Please refer to Attachment 4 on page 28 for the comparison table of the revised provisions, and for the full contents of the Articles of Incorporation, please refer to Appendix 1 on page 34.

Resolution:

Proposal 2

Subject: Amendments to the "Issuance Measures for 2022 1st Restricted Stock Awards" (Proposed by the Board of Directors)

Description: 1. In response to the operational needs of the Company, it is proposed to amend certain provisions of the "Issuance Measures for 2022 1st Restricted Stock Awards".

2. Please refer to Attachment 5 on page 30 for the comparison table of the revised provisions.

Resolution:

Proposal 3

Subject: Proposal of Release the Prohibition on Independent Director Hsu Hsou Chun from Participation in Competitive Business (Proposed by the Board of Directors)

Description: 1. In consideration of the operational needs of the Company, the following directors who concurrently hold positions as directors, supervisors, or managerial officers in other companies or businesses in mainland China are not subject to the non-compete clauses as stipulated by Article 209 of the Company Act and other laws.

2. Hsu, Hsou Chun, an Independent Director, concurrently holds positions in other companies or engages in business activities in Mainland China. Details are shown in the table below:

Job Title	Name	Concurrent positions in other companies
Independent Director	Hsu, Hsou Chun	Director of Cirocomm Technology Corporation
		Supervisor of Aiseed Inc.

Resolution:

V. Extempore Motions

VI. Adjournment

VII. Attachments

Attachment 1: 2024 Business Report

Nichidenbo Corporation 2024 Business Report

1. The Company's operating revenue for 2024 amounted to NTD\$12,141,096 thousand, an increase of 13.94% compared to NTD\$10,655,709 thousand for 2023. The gross profit for 2024 amounted to NTD\$1,947,359 thousand, an increase of 18.58% compared to NTD\$1,642,209 thousand for 2023. The net operating income for 2024 amounted to NTD\$1,115,021 thousand, an increase of 27.70% compared to NTD\$873,188 thousand in 2023. The profit before tax for 2024 amounted to NTD\$1,218,198 thousand, an increase of 32.03% compared to NTD\$922,693 thousand for 2023.
2. The following is an analysis of the implementation results of the 2024 business plan, budget execution, revenues, expenditures, and profitability:

(1) Implementation results of the business plan

Unit: NT\$ thousands

Item	2024		2023		Increase (decrease)	
	Amount	%	Amount	%	Amount	%
Operating revenue	12,141,096	100.00	10,655,709	100.00	1,485,387	13.94
Gross profit	1,947,359	16.04	1,642,209	15.41	305,150	18.58
Net income	1,115,021	9.18	873,188	8.19	241,833	27.70
Net profit before tax	1,218,198	10.03	922,693	8.66	295,505	32.03

(2) Implementation of the 2024 budget

The Company has not publicly disclosed forecasts for the fiscal year 2024, therefore there is no need to disclose the budget execution status. However, the overall actual operating conditions and performance are generally comparable to the operational plan established internally by the Company.

(3) Revenues, expenditures, and profitability

Unit: NT \$thousands

Item			2024	2023	Increase/decrease (%)
Revenues and Expenditures	Operating revenue		12,141,096	10,655,709	13.94
	Gross profit		1,947,359	1,642,209	18.58
	Net profit before tax		1,218,198	922,693	32.03
Profitability	Return on assets (%)		10.26	8.35	22.87
	Return on equity (%)		14.92	11.15	33.81
	Percentage of paid-in capital (%)	Net income	52.44	41.06	27.72
		Net profit before tax	57.30	43.38	32.09
	Net profit margin (%)		7.94	6.75	17.63
	Earnings per share (NTD\$)		4.52	3.39	33.33

3. Market development status:

The Company and its subsidiaries have established business locations in Hong Kong, Shenzhen, Suzhou, and Wuhan to effectively increase operational scale, serve existing client base, attract new customers, and stay updated on market information.

The Company not only expands the sales of various components in existing markets but also actively develops new markets and increases new products. Furthermore, it is deeply cultivating the local markets in Mainland China and overseas (such as Vietnam, Thailand, India, etc.) to enhance The Company's sales opportunities and competitiveness.

In response to the continuous growth of the business scale of customers in various industries in the ASEAN market and the increasing demand, we will increase marketing personnel and technicians in various regions to continue developing customer sources and increasing market share. In addition, we will achieve synergy through internal integration and resource-sharing mechanisms to understand industrial context and channels better, thereby actively increasing sales and enhancing the variety and professionalism of products. By offering one-stop services, we aim to position ourselves in high-end application industries and improve operational efficiency. Overall, benefiting from the vigorous development of AI-related technologies and applications across various industries, the overall market demand continues to increase. The passive components have a very high outlook, and the future demand for products is expected to show a growth trend.

Chairman: Chou, Wei Lin

General Manager: Yu, Yao Kuo

Controller: Ku, Hsin Ping

Attachment 2: 2024 Audit Committee's Review Report

Nichidenbo Corporation 2024 Audit Committee's Review Report

Deloitte & Touche accountants, Shao, Chih Ming and Wong, Ya Ling, have audited the accompanying business report, financial statements, and earnings distribution for 2024. In our opinion, the aforementioned documents present fairly in all material respects in accordance with the Securities and Exchange Act and Company Act.

To

2025 Annual Shareholders' Meeting of Nichidenbo Corporation

Audit Committee convener: Wu, Chia Hsun

March 13, 2025

Attachment 3: 2024 Independent Auditors' Report and Financial Statement

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Nichidenbo Corporation

Opinion

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

In our opinion, based on our audits and the report of other auditors (please refer to the Other Matter paragraph), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

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

The key audit matter of the parent company only financial statements for the year ended December 31, 2024 is as follows:

Valuation of Inventories

Inventories are stated at the lower of cost or net realizable value. The net realizable value was based on significant judgments and accounting estimates made by management; therefore, we identified the valuation of inventories as a key audit matter in our audit for the year ended December 31, 2024.

The main audit procedures that we performed in respect of the valuation of inventories included obtaining the estimated data of inventories stated at the lower of cost or net realizable value by management and sampling recent sales data to evaluate the reasonableness of the net realizable value.

Other Matter - Reference to the audits of other auditors

The financial statements of Concord Advanced Technology Co., Ltd., an investee company held through the Company and accounted for using the equity method, for the year 2024, were audited by other auditors. Therefore, our opinion, insofar as it relates to the amounts included for the investee in the parent company only financial statements, is based solely on the reports of the other auditors. The aforementioned investment accounted for using the equity method constituted \$488,647 thousand, representing 6.51% of the Company's total assets as of December 31, 2024. The Company's share of comprehensive income from the aforementioned investments accounted for using the equity method amounted to \$38,396 thousand for the year ended December 31, 2024, which accounted for 3.59% of the Company's comprehensive income.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

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

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Chih-Ming Shao and Ya-Ling Wong.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2025

Notice to Readers

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

NICHIDENBO CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024		2023	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 210,712	3	\$ 1,261,101	18
Financial assets at fair value through other comprehensive income - current (Note 7)	1,210,000	16	10,491	-
Financial assets at amortized cost - current (Notes 8 and 9)	-	-	505,000	7
Notes receivables, net (Note 10)	4,335	-	3,493	-
Trade receivables from unrelated parties, net (Notes 10 and 23)	607,586	8	454,588	7
Trade receivables from related parties (Notes 23 and 31)	69,553	1	41,114	1
Other receivables (Note 10)	7,196	-	5,452	-
Other receivables from related parties (Note 31)	413,315	6	358,114	5
Inventories (Note 11)	317,495	4	237,963	4
Other current assets (Notes 17 and 31)	1,255	-	1,109	-
Total current assets	2,841,447	38	2,878,425	42
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Note 7)	-	-	96,979	1
Financial assets at amortized cost - non-current (Notes 8, 9 and 32)	150	-	150	-
Investments accounted for using the equity method (Note 12)	4,315,277	58	3,540,130	52
Property, plant and equipment (Notes 13 and 32)	179,795	2	182,588	3
Investment properties (Notes 15 and 32)	153,619	2	154,289	2
Intangible assets (Note 16)	1,025	-	537	-
Deferred tax assets (Note 25)	8,987	-	14,573	-
Refundable deposits (Note 31)	906	-	826	-
Total non-current assets	4,659,759	62	3,990,072	58
TOTAL	\$ 7,501,206	100	\$ 6,868,497	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 334,065	5	\$ 209,810	3
Contract liabilities - current (Note 23)	164	-	184	-
Trade payables to unrelated parties (Note 19)	239,108	3	115,922	2
Trade payables to related parties (Note 31)	57,257	1	30,838	1
Other payables to unrelated parties (Note 20)	163,443	2	152,505	2
Other payables to related parties (Note 31)	249	-	205	-
Current tax liabilities (Note 25)	11,697	-	28,309	-
Other current liabilities (Notes 20 and 31)	2,899	-	2,352	-
Total current liabilities	808,882	11	540,125	8
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 25)	67,943	1	71,052	1
Net defined benefit liability - non-current (Note 21)	17,907	-	22,165	-
Guarantee deposits received (Note 31)	1,250	-	1,109	-
Total non-current liabilities	87,100	1	94,326	1
Total liabilities	895,982	12	634,451	9
EQUITY				
Ordinary shares	2,125,972	28	2,126,572	31
Capital surplus	1,627,745	22	1,625,096	24
Retained earnings				
Legal reserve	1,008,101	13	935,029	14
Special reserve	10,950	-	51,875	1
Unappropriated earnings	1,917,162	26	1,537,832	22
Total retained earnings	2,936,213	39	2,524,736	37
Other equity	(84,706)	(1)	(42,358)	(1)
Total equity	6,605,224	88	6,234,046	91
TOTAL	\$ 7,501,206	100	\$ 6,868,497	100

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

NICHIDENBO CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 23 and 31)	\$ 1,751,070	100	\$ 1,820,389	100
OPERATING COSTS (Notes 11 and 31)	<u>1,389,611</u>	<u>79</u>	<u>1,463,538</u>	<u>80</u>
GROSS PROFIT	361,459	21	356,851	20
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	<u>431</u>	<u>-</u>	<u>349</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>361,028</u>	<u>21</u>	<u>356,502</u>	<u>20</u>
OPERATING EXPENSES (Notes 24 and 31)				
Selling and marketing expenses	119,755	7	122,821	7
General and administrative expenses	140,079	8	116,173	6
Expected credit loss (gain)	<u>788</u>	<u>-</u>	<u>(449)</u>	<u>-</u>
Total operating expenses	<u>260,622</u>	<u>15</u>	<u>238,545</u>	<u>13</u>
PROFIT FROM OPERATIONS	<u>100,406</u>	<u>6</u>	<u>117,957</u>	<u>7</u>
NON-OPERATING INCOME AND EXPENSES (Notes 24 and 31)				
Interest income	22,869	1	24,396	1
Other income	86,300	5	136,603	8
Other gains and losses	11,749	1	9,138	1
Finance costs	(9,817)	(1)	(10,836)	(1)
Share of profit of subsidiaries and associates	<u>789,911</u>	<u>45</u>	<u>499,177</u>	<u>27</u>
Total non-operating income and expenses	<u>901,012</u>	<u>51</u>	<u>658,478</u>	<u>36</u>
PROFIT BEFORE INCOME TAX	1,001,418	57	776,435	43
INCOME TAX EXPENSE (Note 25)	<u>54,620</u>	<u>3</u>	<u>70,129</u>	<u>4</u>
NET PROFIT FOR THE YEAR	<u>946,798</u>	<u>54</u>	<u>706,306</u>	<u>39</u>
OTHER COMPREHENSIVE INCOME (Notes 21, 22 and 25)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	2,098	-	29	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	118,382	7	86,065	5

(Continued)

NICHIDENBO CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Share of other comprehensive loss of subsidiaries accounted for using the equity method	\$ (18,823)	(1)	\$ (19,874)	(1)
Income tax related to items that will not be reclassified subsequently to profit or loss	(419)	-	(6)	-
	<u>101,238</u>	<u>6</u>	<u>66,214</u>	<u>4</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	4,637	-	1,499	-
Share of other comprehensive income (loss) of subsidiaries accounted for using the equity method	<u>16,042</u>	<u>1</u>	<u>(8,556)</u>	<u>(1)</u>
	<u>20,679</u>	<u>1</u>	<u>(7,057)</u>	<u>(1)</u>
Other comprehensive income for the year, net of income tax	<u>121,917</u>	<u>7</u>	<u>59,157</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,068,715</u>	<u>61</u>	<u>\$ 765,463</u>	<u>42</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 4.52</u>		<u>\$ 3.39</u>	
Diluted	<u>\$ 4.46</u>		<u>\$ 3.33</u>	

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

(Concluded)

NICHIDENBO CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Ordinary Shares (Notes 22 and 27)	Capital Surplus (Notes 22 and 27)	Retained Earnings (Notes 22 and 27)			Other Equity (Notes 22 and 27)			Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefit	
BALANCE AT JANUARY 1, 2023	\$ 2,126,572	\$ 1,621,500	\$ 785,382	\$ 10,950	\$ 2,167,303	\$ (34,344)	\$ (6,581)	\$ (67,386)	\$ 6,603,396
Appropriation of 2022 earnings									
Legal reserve	-	-	149,647	-	(149,647)	-	-	-	-
Special reserve	-	-	-	40,925	(40,925)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(1,169,614)	-	-	-	(1,169,614)
Total	-	-	149,647	40,925	(1,360,186)	-	-	-	(1,169,614)
Other changes in capital surplus	-	439	-	-	-	-	-	-	439
Net profit for the year ended December 31, 2023	-	-	-	-	706,306	-	-	-	706,306
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	(301)	(7,057)	66,515	-	59,157
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	706,005	(7,057)	66,515	-	765,463
Share-based payment arrangements	-	3,157	-	-	794	-	-	30,411	34,362
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	23,916	-	(23,916)	-	-
BALANCE AT DECEMBER 31, 2023	2,126,572	1,625,096	935,029	51,875	1,537,832	(41,401)	36,018	(36,975)	6,234,046
Appropriation of 2023 earnings									
Legal reserve	-	-	73,072	-	(73,072)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(723,034)	-	-	-	(723,034)
Total	-	-	73,072	-	(796,106)	-	-	-	(723,034)
Reversal of special reserve	-	-	-	(40,925)	40,925	-	-	-	-
Other changes in capital surplus	-	195	-	-	-	-	-	-	195
Net profit for the year ended December 31, 2024	-	-	-	-	946,798	-	-	-	946,798
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	3,560	20,679	97,678	-	121,917
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	950,358	20,679	97,678	-	1,068,715
Share-based payment arrangements	(600)	2,454	-	-	115	-	-	23,333	25,302
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	184,038	-	(184,038)	-	-
BALANCE AT DECEMBER 31, 2024	\$ 2,125,972	\$ 1,627,745	\$ 1,008,101	\$ 10,950	\$ 1,917,162	\$ (20,722)	\$ (50,342)	\$ (13,642)	\$ 6,605,224

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

NICHIDENBO CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,001,418	\$ 776,435
Adjustments for:		
Depreciation expense	4,615	3,974
Amortization expense	601	531
Expected credit loss (gain)	788	(449)
Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	-	(56)
Finance costs	9,817	10,836
Interest income	(22,869)	(24,396)
Dividend income	(2,429)	(20,745)
Share-based payment	18,752	24,631
Share of profit of subsidiaries and associates	(789,911)	(499,177)
(Gain) loss on net realizable value of inventories	(9,134)	16,590
Unrealized gain on transactions	431	349
Other items	115	794
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	-	100,062
Notes receivables	(846)	(898)
Trade receivables from unrelated parties	(153,782)	89,695
Trade receivables from related parties	(28,439)	8,696
Other receivables from unrelated parties	(4,124)	(110)
Other receivables from related parties	(133)	(406)
Inventories	(70,398)	244,160
Prepayments	(215)	11
Other current assets	69	59
Contract liabilities	(20)	(173)
Trade payables to unrelated parties	123,186	(35,888)
Trade payables to related parties	26,419	(26,126)
Other payables to unrelated parties	13,866	(71,635)
Other payables to related parties	44	25
Other current liabilities	547	490
Net defined benefit liabilities	(2,160)	(3,591)
Cash generated from operating activities	116,208	593,688
Interest received	25,181	23,851
Interest paid	(10,502)	(10,855)
Income tax paid	(69,174)	(69,383)
Net cash generated from operating activities	61,713	537,301

(Continued)

NICHIDENBO CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (1,196,187)	\$ -
Proceeds from sale of financial assets at fair value through other comprehensive income	11,885	259,252
Purchase of financial assets at amortized cost	(530,880)	(1,365,000)
Proceeds from sale of financial assets at amortized cost	1,035,880	1,670,000
Acquisition of investments accounted for using equity method	(282,355)	-
Proceeds from capital reduction of investments accounted for using equity method	-	76,081
Payments for property, plant and equipment	(1,152)	(1,712)
Increase in refundable deposits	(80)	(11)
Other receivables from related parties - increase in financing of funds	(595,000)	(713,000)
Other receivables from related parties - decrease in financing of funds	540,000	900,000
Payments for intangible assets	(1,089)	(196)
Payments for investment properties	-	(70,800)
Dividends received	<u>506,830</u>	<u>576,314</u>
Net cash (used in) generated from investing activities	<u>(512,148)</u>	<u>1,330,928</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	1,055,614	915,299
Repayments of short-term borrowings	(931,359)	(965,272)
Guarantee deposits received	141	15
Cash dividends paid	(723,034)	(1,169,614)
Refund of issuance of restricted shares for employees	(1,316)	-
Dividends from claims extinguished by prescription	<u>-</u>	<u>63</u>
Net cash used in financing activities	<u>(599,954)</u>	<u>(1,219,509)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(1,050,389)	648,720
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,261,101</u>	<u>612,381</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 210,712</u>	<u>\$ 1,261,101</u>

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Nichidenbo Corporation

Opinion

We have audited the accompanying consolidated financial statements of Nichidenbo Corporation and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, based on our audits and the report of other auditors (please refer to the Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion based on our audits and the report of other auditors.

Key Audit Matters

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

The key audit matter of the consolidated financial statements for the year ended December 31, 2024 is as follows:

Valuation of Inventories

Inventories are stated at the lower of cost or net realizable value. The net realizable value was based on significant judgments and accounting estimates made by management; therefore, we identified the valuation of inventories as a key audit matter in our audit for the year ended December 31, 2024.

The main audit procedures that we performed in respect of the valuation of inventories included obtaining the estimated data of inventories stated at the lower of cost or net realizable value by management and sampling recent sales data to evaluate the reasonableness of the net realizable value.

Other Matter - Reference to the audits of other auditors

The financial statements of Concord Advanced Technology Co., Ltd., an investee company held through the Group and accounted for using the equity method, for the year 2024, were audited by other auditors. Therefore, our opinion, insofar as it relates to the amounts included for the investee in the financial statements, is based solely on the reports of the other auditors. The aforementioned investment accounted for using the equity method constituted \$488,647 thousand, representing 4.49% of the Group's total assets as of December 31, 2024. The Group's share of comprehensive income from the aforementioned investments accounted for using the equity method amounted to \$38,396 thousand for the year ended December 31, 2024, which accounted for 3.53% of the Group's comprehensive income.

Other Matter - Parent company only financial statements

We have also audited the parent company only financial statements of Nichidenbo Corporation as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion with an other matter paragraph and an unmodified opinion, respectively.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 consolidated financial statements.

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Chih-Ming Shao and Ya-Ling Wong.

Chih-ming Shao Ya-Ling Wong

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

NICHIDENBO CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024		2023	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 888,588	8	\$ 2,081,962	22
Financial assets at fair value through profit or loss - current (Note 7)	-	-	1,558	-
Financial assets at fair value through other comprehensive income - current (Note 8)	1,275,790	12	102,333	1
Financial assets at amortized cost - current (Notes 9 and 10)	126,353	1	505,000	6
Notes receivable, net (Notes 11, 20 and 34)	133,333	1	114,961	1
Trade receivables from unrelated parties, net (Notes 11 and 25)	4,263,950	39	3,289,314	35
Trade receivables from related parties (Notes 25 and 33)	1,953	-	-	-
Other receivables from unrelated parties (Note 11)	47,529	1	32,491	-
Current tax assets (Note 27)	551	-	1,578	-
Inventories (Note 12)	2,459,022	23	1,934,283	21
Other current assets (Note 19)	8,620	-	4,640	-
Total current assets	9,205,689	85	8,068,120	86
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Note 8)	-	-	96,979	1
Financial assets at amortized cost - non-current (Notes 9, 10 and 34)	179,684	2	178,930	2
Investments accounted for using the equity method (Note 13)	488,647	4	-	-
Property, plant and equipment (Notes 14 and 34)	670,531	6	678,453	7
Right-of-use assets (Note 15)	21,485	-	30,899	1
Investment properties (Notes 16 and 34)	189,147	2	190,222	2
Goodwill (Note 17)	21,805	-	21,805	-
Other intangible assets (Note 18)	27,646	-	30,853	-
Deferred tax assets (Note 27)	67,003	1	77,961	1
Refundable deposits	4,028	-	5,137	-
Net defined benefit assets - non-current (Note 23)	6,105	-	3,817	-
Total non-current assets	1,676,081	15	1,315,056	14
TOTAL	\$ 10,881,770	100	\$ 9,383,176	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 20 and 34)	\$ 2,310,994	21	\$ 1,554,378	17
Financial liabilities at fair value through profit or loss - current (Note 7)	230	-	-	-
Contract liabilities - current (Note 25)	6,020	-	6,311	-
Notes payable (Note 21)	179	-	251	-
Trade payables to unrelated parties (Note 21)	1,287,387	12	980,730	10
Trade payables to related parties (Note 33)	717	-	-	-
Other payables to unrelated parties (Note 22)	340,990	3	299,815	3
Current tax liabilities (Note 27)	117,620	1	85,728	1
Lease liabilities - current (Note 15)	5,600	-	9,771	-
Other current liabilities (Note 22)	36,452	1	42,948	1
Total current liabilities	4,106,189	38	2,979,932	32
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 27)	79,635	1	77,929	1
Lease liabilities - non-current (Note 15)	17,484	-	22,116	-
Net defined benefit liability - non-current (Note 23)	18,541	-	23,564	-
Guarantee deposits received	5,379	-	5,521	-
Total non-current liabilities	121,039	1	129,130	1
Total liabilities	4,227,228	39	3,109,062	33
EQUITY				
Ordinary shares	2,125,972	20	2,126,572	23
Capital surplus	1,627,745	15	1,625,096	17
Retained earnings				
Legal reserve	1,008,101	9	935,029	10
Special reserve	10,950	-	51,875	1
Unappropriated earnings	1,917,162	18	1,537,832	16
Total retained earnings	2,936,213	27	2,524,736	27
Other equity	(84,706)	(1)	(42,358)	-
Total equity attributable to owners of the Company	6,605,224	61	6,234,046	67
NON-CONTROLLING INTERESTS	49,318	-	40,068	-
Total equity	6,654,542	61	6,274,114	67
TOTAL	\$ 10,881,770	100	\$ 9,383,176	100

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

NICHIDENBO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 25 and 33)	\$ 12,141,096	100	\$ 10,655,709	100
OPERATING COSTS (Notes 12 and 33)	<u>10,193,737</u>	<u>84</u>	<u>9,013,500</u>	<u>85</u>
GROSS PROFIT	<u>1,947,359</u>	<u>16</u>	<u>1,642,209</u>	<u>15</u>
OPERATING EXPENSES (Note 26)				
Selling and marketing expenses	592,198	5	565,363	5
General and administrative expenses	241,480	2	202,684	2
Expected credit (gain) loss	<u>(1,340)</u>	<u>-</u>	<u>974</u>	<u>-</u>
Total operating expenses	<u>832,338</u>	<u>7</u>	<u>769,021</u>	<u>7</u>
PROFIT FROM OPERATIONS	<u>1,115,021</u>	<u>9</u>	<u>873,188</u>	<u>8</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13 and 26)				
Interest income	37,942	1	39,072	1
Other income	21,939	-	66,011	1
Other gains and losses	99,133	1	22,970	-
Finance costs	(94,233)	(1)	(78,548)	(1)
Share of profit of associates	<u>38,396</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total non-operating income and expenses	<u>103,177</u>	<u>1</u>	<u>49,505</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	1,218,198	10	922,693	9
INCOME TAX EXPENSE (Note 27)	<u>253,168</u>	<u>2</u>	<u>202,387</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>965,030</u>	<u>8</u>	<u>720,306</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (Notes 23, 24 and 27)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	4,486	-	(376)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	92,330	1	61,465	-
Income tax related to items that will not be reclassified subsequently to profit or loss	<u>4,313</u>	<u>-</u>	<u>4,995</u>	<u>-</u>
	<u>101,129</u>	<u>1</u>	<u>66,084</u>	<u>-</u>

(Continued)

NICHIDENBO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	\$ 20,679	-	\$ (7,057)	-
Other comprehensive income for the year, net of income tax	121,808	1	59,027	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 1,086,838	9	\$ 779,333	7
NET PROFIT ATTRIBUTABLE TO:				
Owner(s) of the Company	\$ 946,798	8	\$ 706,306	7
Non-controlling interests	18,232	-	14,000	-
	\$ 965,030	8	\$ 720,306	7
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owner(s) of the Company	\$ 1,068,715	9	\$ 765,463	7
Non-controlling interests	18,123	-	13,870	-
	\$ 1,086,838	9	\$ 779,333	7
EARNINGS PER SHARE (Note 28)				
Basic	\$ 4.52		\$ 3.39	
Diluted	\$ 4.46		\$ 3.33	

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

(Concluded)

NICHIDENBO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company					Other Equity (Notes 24 and 29)			Non-controlling Interests (Note 24)	Total Equity	
	Ordinary Shares (Notes 24 and 29)	Capital Surplus (Notes 24 and 29)	Retained Earnings (Notes 24 and 29)			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits			Total
			Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2023	\$ 2,126,572	\$ 1,621,500	\$ 785,382	\$ 10,950	\$ 2,167,303	\$ (34,344)	\$ (6,581)	\$ (67,386)	\$ 6,603,396	\$ 35,626	\$ 6,639,022
Appropriation of 2022 earnings											
Legal reserve	-	-	149,647	-	(149,647)	-	-	-	-	-	-
Special reserve	-	-	-	40,925	(40,925)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(1,169,614)	-	-	-	(1,169,614)	-	(1,169,614)
Total	-	-	149,647	40,925	(1,360,186)	-	-	-	(1,169,614)	-	(1,169,614)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(9,445)	(9,445)
Other changes in capital surplus	-	439	-	-	-	-	-	-	439	17	456
Net profit for the year ended December 31, 2023	-	-	-	-	706,306	-	-	-	706,306	14,000	720,306
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	(301)	(7,057)	66,515	-	59,157	(130)	59,027
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	706,005	(7,057)	66,515	-	765,463	13,870	779,333
Share-based payment arrangements	-	3,157	-	-	794	-	-	30,411	34,362	-	34,362
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	23,916	-	(23,916)	-	-	-	-
BALANCE AT DECEMBER 31, 2023	2,126,572	1,625,096	935,029	51,875	1,537,832	(41,401)	36,018	(36,975)	6,234,046	40,068	6,274,114
Appropriation of 2023 earnings											
Legal reserve	-	-	73,072	-	(73,072)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(723,034)	-	-	-	(723,034)	-	(723,034)
Total	-	-	73,072	-	(796,106)	-	-	-	(723,034)	-	(723,034)
Reversal of special reserve	-	-	-	(40,925)	40,925	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(8,883)	(8,883)
Other changes in capital surplus	-	195	-	-	-	-	-	-	195	10	205
Net profit for the year ended December 31, 2024	-	-	-	-	946,798	-	-	-	946,798	18,232	965,030
Other comprehensive (loss) income for the year ended December 31, 2024, net of income tax	-	-	-	-	3,560	20,679	97,678	-	121,917	(109)	121,808
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	950,358	20,679	97,678	-	1,068,715	18,123	1,086,838
Share-based payment arrangements	(600)	2,454	-	-	115	-	-	23,333	25,302	-	25,302
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	184,038	-	(184,038)	-	-	-	-
BALANCE AT DECEMBER 31, 2024	\$ 2,125,972	\$ 1,627,745	\$ 1,008,101	\$ 10,950	\$ 1,917,162	\$ (20,722)	\$ (50,342)	\$ (13,642)	\$ 6,605,224	\$ 49,318	\$ 6,654,542

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

NICHIDENBO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,218,198	\$ 922,693
Adjustments for:		
Depreciation expense	24,124	26,378
Amortization expense	4,585	4,442
Expected credit (gain) loss	(1,340)	974
Net loss on fair value changes of financial assets and liabilities at fair value through profit or loss	3,733	604
Finance costs	94,233	78,548
Interest income	(37,942)	(39,072)
Dividends income	(2,429)	(20,745)
Share-based payment	24,260	31,989
Share of profit of associates	(38,396)	-
Loss on disposal of property, plant and equipment	11	24
Inventory write-downs	3	-
Loss on net realizable value of inventories	30,647	40,887
Others	115	794
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	3,194	101,750
Notes receivable	(14,771)	(3,204)
Trade receivables from unrelated parties	(965,781)	(246,906)
Trade receivables from related parties	(1,953)	-
Other receivables from unrelated parties	(18,556)	(6,445)
Inventories	(550,880)	339,533
Prepayments	(3,406)	939
Other current assets	(523)	(478)
Net defined benefit asset	(570)	(104)
Financial liabilities held for trading	(5,140)	(3,906)
Contract liabilities	(413)	4,082
Notes payable	(88)	45
Trade payables to unrelated parties	304,594	90,381
Trade payables to related parties	717	-
Other payables to unrelated parties	39,018	(79,488)
Other current liabilities	(6,501)	(4,804)
Net defined benefit liabilities	(2,256)	(6,282)
Cash generated from operating activities	96,487	1,232,629
Interest received	41,535	37,496
Interest paid	(90,638)	(74,626)
Income tax received	54	1,815
Income tax paid	(203,460)	(238,852)
Net cash (used in) generated from operating activities	(156,022)	958,462

(Continued)

NICHIDENBO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (1,196,187)	\$ -
Proceeds from sale of financial assets at fair value through other comprehensive income	11,885	259,252
Purchase of financial assets at amortized cost	(879,958)	(1,572,703)
Proceeds from sale of financial assets at amortized cost	1,257,942	1,877,652
Acquisition of investments accounted for using equity method	(282,355)	-
Payments for property, plant and equipment	(3,073)	(5,342)
Proceeds from disposal of property, plant and equipment	30	14
Decrease (increase) in refundable deposits	1,311	(1,749)
Payments for intangible assets	(1,373)	(375)
Payments for investment properties	-	(70,691)
Dividends received	<u>34,687</u>	<u>20,745</u>
Net cash (used in) generated from investing activities	<u>(1,057,091)</u>	<u>506,803</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	7,812,392	5,733,320
Repayments of short-term borrowings	(7,056,105)	(5,348,819)
Proceeds from short-term bills payable	21,972	28,963
Repayments of short-term bills payable	(21,972)	(28,963)
(Decrease) increase guarantee deposits received	(146)	3
Repayment of the principal portion of lease liabilities	(9,930)	(14,233)
Cash dividends paid	(723,034)	(1,169,614)
Dividends paid to non-controlling interests	(8,883)	(9,445)
Refund of issuance of restricted shares for employees	(1,316)	-
Dividends from claims extinguished by prescription	<u>205</u>	<u>456</u>
Net cash generated from (used in) financing activities	<u>13,183</u>	<u>(808,332)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>6,556</u>	<u>82</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	<u>(1,193,374)</u>	<u>657,015</u>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,081,962</u>	<u>1,424,947</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 888,588</u>	<u>\$ 2,081,962</u>

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

(Concluded)

Attachment 4: Comparison Table of Amendments to Articles of Incorporation

Nichidenbo Corporation

Comparison Table of Amendments to Articles of Incorporation

Effective after the Annual Shareholders' Meeting on June 11, 2025.

Articles after amendment	Articles before amendment	Notes
<p>Article 20</p> <p>The Company shall set aside no less than five percent of its annual profit as employee compensation (<u>of which at least fifteen percent shall be allocated to grassroots employees</u>) and no more than three percent as director compensation. However, if the Company has accumulated losses, such profit shall first be used to offset the losses.</p> <p>The aforementioned employee compensation, including that for <u>grassroots employees, may be distributed in the form of shares or cash, and the recipients</u> may include employees of affiliated companies under certain conditions. <u>The compensation for directors shall only be paid in cash.</u></p> <p><u>The above-mentioned matters shall be determined by a special resolution of the Board of Directors and reported to the Shareholders' Meeting.</u></p>	<p>Article 20</p> <p>If the Company generates a profit for the year, it shall allocate no less than five percent of its annual profit as employee compensation and no more than three percent as director compensation. However, if the Company has accumulated losses, such profit shall first be used to offset accumulated losses.</p> <p>Employee compensation may be distributed in the form of shares or cash, and eligible employees of the Company's affiliated companies may also be included as recipients.</p>	<p>To align with the amendments to the Securities and Exchange Act.</p>
<p>Article 23</p> <p>These Articles were entered into on December 21, 1992.</p> <p>The 1st amendment was made on May 5, 1993.</p> <p>The 2nd amendment was made on November 21, 1995.</p> <p>The 3rd amendment was made on August 9, 1996.</p> <p>The 4th amendment was made on August 31, 1996.</p> <p>The 5th amendment was made on July 19, 1997.</p> <p>The 6th amendment was made on July 20, 1998.</p> <p>The 7th amendment was made on March 1, 1999.</p> <p>The 8th amendment was made on March 23, 1999.</p> <p>The 9th amendment was made on August 3, 2000.</p> <p>The 10th amendment was made on September 5, 2000.</p> <p>The 11th amendment was made on April 2, 2001.</p> <p>The 12th amendment was made on November 23, 2001.</p> <p>The 13th amendment was made on March 25, 2002.</p> <p>The 14th amendment was made on May 20, 2003.</p> <p>The 15th amendment was made on June 8, 2004.</p>	<p>Article 23</p> <p>These Articles were entered into on December 21, 1992.</p> <p>The 1st amendment was made on May 5, 1993.</p> <p>The 2nd amendment was made on November 21, 1995.</p> <p>The 3rd amendment was made on August 9, 1996.</p> <p>The 4th amendment was made on August 31, 1996.</p> <p>The 5th amendment was made on July 19, 1997.</p> <p>The 6th amendment was made on July 20, 1998.</p> <p>The 7th amendment was made on March 1, 1999.</p> <p>The 8th amendment was made on March 23, 1999.</p> <p>The 9th amendment was made on August 3, 2000.</p> <p>The 10th amendment was made on September 5, 2000.</p> <p>The 11th amendment was made on April 2, 2001.</p> <p>The 12th amendment was made on November 23, 2001.</p> <p>The 13th amendment was made on March 25, 2002.</p> <p>The 14th amendment was made on May 20, 2003.</p> <p>The 15th amendment was made on June 8, 2004.</p>	<p>Timeline for the revision °</p>

Articles after amendment	Articles before amendment	Notes
The 16th amendment was made on June 8, 2004.	The 16th amendment was made on June 8, 2004.	
The 17th amendment was made on June 3, 2005.	The 17th amendment was made on June 3, 2005.	
The 18th amendment was made on June 14, 2006.	The 18th amendment was made on June 14, 2006.	
The 19th amendment was made on June 14, 2006.	The 19th amendment was made on June 14, 2006.	
The 20th amendment was made on June 13, 2007.	The 20th amendment was made on June 13, 2007.	
The 21st amendment was made on June 13, 2008.	The 21st amendment was made on June 13, 2008.	
The 22nd amendment was made on September 15, 2008.	The 22nd amendment was made on September 15, 2008.	
The 23rd amendment was made on June 10, 2009.	The 23rd amendment was made on June 10, 2009.	
The 24th amendment was made on June 18, 2010.	The 24th amendment was made on June 18, 2010.	
The 25th amendment was made on June 13, 2011.	The 25th amendment was made on June 13, 2011.	
The 26th amendment was made on June 21, 2012.	The 26th amendment was made on June 21, 2012.	
The 27th amendment was made on June 23, 2014.	The 27th amendment was made on June 23, 2014.	
The 28th amendment was made on June 11, 2015.	The 28th amendment was made on June 11, 2015.	
The 29th amendment was made on June 17, 2016.	The 29th amendment was made on June 17, 2016.	
The 30th amendment was made on June 14, 2017.	The 30th amendment was made on June 14, 2017.	
The 31st amendment was made on June 20, 2018.	The 31st amendment was made on June 20, 2018.	
The 32nd amendment was made on June 20, 2019.	The 32nd amendment was made on June 20, 2019.	
The 33rd amendment was made on July 22, 2021.	The 33rd amendment was made on July 22, 2021.	
The 34th amendment was made on June 15, 2022.	The 34th amendment was made on June 15, 2022.	
The 35th amendment was made on June 15, 2023.	The 35th amendment was made on June 15, 2023.	
The 36th amendment was made on June 25, 2024.	The 36th amendment was made on June 25, 2024.	
<u>The 37th amendment was made on June 11, 2025.</u>		

Attachment 5: Comparison Table of Amendments to the "Issuance Measures for 2022 1st Restricted Stock Awards"

Effective after the Annual Shareholders' Meeting on June 11, 2025.

Articles after amendment	Articles before amendment	Notes
<p>10. If employees do not meet the vesting conditions or in the event of inheritance, the following methods shall be applied:</p> <p>(1) If an employee voluntarily <u>resigns</u>, is terminated, dismissed, or <u>retires, on the date of resignation or retirement</u>, it shall be deemed as not meeting the eligibility criteria. The Company will repurchase their shares at the original issue price and proceed with the cancelation.</p> <p>(2) Unpaid Leave: Employees who are on unpaid leave and have been approved by the Company may, if they meet the conditions stipulated in Article 7 of these rules in the year of the effective date of their unpaid leave, have their unearned restricted employee shares calculated based on the actual number of days on leave, extending the service years as specified in Article 7.</p> <p>(3) Employees who suffer permanent disability or death due to occupational injury: <u>1. Employees who are unable to continue their employment due to physical disabilities caused by occupational hazards will be deemed to have met all vesting conditions for restricted stock awards (RSA) effective from the date of their resignation.</u> <u>2. In the event of death due to occupational hazards, the</u></p>	<p>10. If employees do not meet the vesting conditions or in the event of inheritance, the following methods shall be applied:</p> <p>(1) Employees who voluntarily resign, are dismissed for incompetence, retire, or die from non-occupational causes will be deemed not to meet the existing conditions on the date of resignation, retirement, or death. the Company will repurchase their shares at the original issuance price and proceed with cancelation.</p> <p>(2) Unpaid Leave: Employees who are on unpaid leave and have been approved by the Company may, if they meet the conditions stipulated in Article 7 of these rules in the year of the effective date of their unpaid leave, have their unearned restricted employee shares calculated based on the actual number of days on leave, extending the service years as specified in Article 7.</p> <p>(3) Employees who suffer permanent disability or death due to occupational injury: New restricted employee shares that do not meet the vested conditions shall be deemed to have lost the qualification for achieving vested conditions on the date of the employee's inability to continue working due to physical disability or death caused by occupational injury. The Company will repurchase its shares at the original issue price and</p>	<p>Amended in accordance with the company's operational and management needs.</p>

Articles after amendment	Articles before amendment	Notes
<p><u>restricted stock awards that have not yet met the vesting conditions shall be deemed to have met all vesting conditions from the date of the employee's death. The statutory heirs may apply to receive the shares or interests to which they are entitled after completing the necessary statutory procedures and providing relevant documentation.</u></p> <p>(4) Job Transfer:</p> <p>According to these regulations, employees who are allocated restricted employee shares may, if they apply for transfer on their own or are assigned by the Company to transfer to the Company's affiliated enterprises or other subsidiaries, have their eligibility for restricted employee shares that have not met the vested conditions determined by the Chairman as to whether they lose their qualification for meeting the vested conditions. Additionally, within the timeframe proportionate to the schedule of the vested conditions specified in Article 7, the proportion and timeline for meeting the vested conditions may be determined. If the qualification for achieving the vested conditions is lost, the Company will repurchase its shares at the original issuance price and handle the cancelation.</p> <p><u>(5) Non-occupational Death:</u></p> <p><u>In the event of an employee's death not resulting from an occupational accident, the restricted stock awards that have not yet met the vesting</u></p>	<p>handle the cancelation. However, if the employee has made outstanding contributions to the Company, demonstrated loyalty, and other special circumstances, and has been approved by the board of directors, they are not subject to this limitation. The handling authorization of new restricted employee shares that do not meet the existing conditions is subject to the resolution of the board of directors.</p> <p>(4) Job Transfer:</p> <p>According to these regulations, employees who are allocated restricted employee shares may, if they apply for transfer on their own or are assigned by the Company to transfer to the Company's affiliated enterprises or other subsidiaries, have their eligibility for restricted employee shares that have not met the vested conditions determined by the Chairman as to whether they lose their qualification for meeting the vested conditions. Additionally, within the timeframe proportionate to the schedule of the vested conditions specified in Article 7, the proportion and timeline for meeting the vested conditions may be determined. If the qualification for achieving the vested conditions is lost, the Company will repurchase its shares at the original issuance price and handle the cancelation.</p>	

Articles after amendment	Articles before amendment	Notes
<p><u>conditions shall be deemed to have met all vesting conditions from the date of the employee's death. The legal heirs may apply to receive the shares or rights that they are entitled to inherit after completing the necessary legal procedures and providing relevant documentation.</u></p> <p><u>(6) In the event that an employee has made exceptional contributions to the Company or under other special circumstances, when terminating the employment relationship, any unvested restricted stock awards shall be regarded as having met the vesting conditions, or not, by the Chairman based on the individual actual circumstances to determine the ratio of vested shares; however, managerial officers and directors who also serve as employees must firstly obtain the consent of the Remuneration Committee.</u></p> <p><u>(7) Regarding the new restricted employee shares that do not meet the vested conditions (including those restricted employee shares that do not meet the vested conditions due to the reasons listed above), the Company will repurchase its shares at the original issue price and handle the cancelation; however, employees are not required to return or pay back any derived stock dividends or distributions.</u></p>	<p>(5) Regarding the new restricted employee shares that do not meet the vested conditions (including those restricted employee shares that do not meet the vested conditions due to the reasons listed above), the Company will repurchase its shares at the original issue price and handle the cancelation; however, employees are not required to return or pay back any derived stock dividends or distributions.</p>	
<p>15. Implementation and amendment</p> <p>(1) These measures shall be implemented after being approved by the board of directors, with the attendance of over two-thirds of the directors and the</p>	<p>15. Implementation and amendment</p> <p>(1) These measures shall be implemented after being approved by the board of directors, with the attendance of over two-thirds of the directors and the</p>	<p>Timeline for the revision</p>

Articles after amendment	Articles before amendment	Notes
<p>consent of over half of the attending directors. After being submitted to the Shareholders' Meeting for approval and subsequently approved by the competent authority, these measures shall take effect. The same applies to any amendments prior to the issuance of new shares that restrict employee rights. If amendments are required during the document review process due to the requests of the competent authority, the Chairman is authorized to revise these measures, which shall then be submitted for ratification by the board of directors before issuance.</p> <p>(2) Matters not covered herein shall be handled in accordance with relevant laws and regulations.</p> <p>(3) <u>These regulations were formulated on June 15, 2022.</u> <u>The first amendment was made on June 11, 2025.</u></p>	<p>consent of over half of the attending directors. After being submitted to the Shareholders' Meeting for approval and subsequently approved by the competent authority, these measures shall take effect. The same applies to any amendments prior to the issuance of new shares that restrict employee rights. If amendments are required during the document review process due to the requests of the competent authority, the Chairman is authorized to revise these measures, which shall then be submitted for ratification by the board of directors before issuance.</p> <p>(2) Matters not covered herein shall be handled in accordance with relevant laws and regulations.</p> <p>(3) These measures were formulated on March 23, 2022, by the board of directors, and were approved at the Shareholders' Meeting on June 15, 2022.</p>	

VIII. Appendices

Appendix 1. Articles of Incorporation

Nichidenbo Corporation Articles of Incorporation

Approved by Annual Shareholders' Meeting on June 25, 2024

Chapter 1 General

- Article 1 The Company is organized in accordance with the provisions of Company Act, and is named Nichidenbo Corporation.
- Article 2 The business of the Company is as follows:
1. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing.
 2. CC01040 Lighting Equipment Manufacturing.
 3. CC01070 Wireless Communication Machinery and Equipment Manufacturing.
 4. CC01080 Electronics Components Manufacturing.
 5. CC01110 Computers and Peripheral Equipment Manufacturing.
 6. CC01990 Other Electrical Machinery and Electronic Machinery Equipment Manufacturing.
 7. CZ99990 Unclassified Other Industrial Products Manufacturing.
 8. F106010 Hardware Wholesale Business.
 9. F113020 Wholesale of Electrical Appliances.
 10. F113070 Telecommunications Equipment Wholesale.
 11. F119010 Electronic Materials Wholesale Business.
 12. F213060 Telecom Equipment Retail Business.
 13. F219010 Electronic Materials Retail Business.
 14. F401010 International Trade.
 15. I301010 Information Software Services.
 16. ZZ9999 All Business Items that are not Prohibited or Restricted by Law, except those that are Subject to Special Approval.
- Article 2-1 The Company may implement external guarantees in accordance with “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees”.
- Article 2-2 When the Company is a limited liability shareholder of another company, its total investment may not be restricted by Article 13 of Company Act, which shall not exceed 40% of the paid-in capital of share capital.
- Article 3 The Company’s headquarters in New Taipei City, and, if necessary, through the board of directors’ resolution, may set up branches at appropriate locations both domestically and internationally.
- Article 4 The announcement method of the Company is in accordance with Article 28 of Company Act.

Chapter 2 Shares

- Article 5 The total capital of the Company is fixed at NT\$5 billion, divided into 500,000,000 shares, with a value of NT\$10 per share. The unissued shares are authorized to be issued in

installments by board of directors. NT\$100,000,000 was reserved for the issuance of corporate bonds with warrants, preferred shares with warrants, and shares converted from stock warrants for a total of ten million shares at a price of NT \$10 per share.

Article 5-1 The Company may issue employee stock option certificates with a price lower than the closing price of the common shares of the Company on the date of issue, provided that the employee stock option certificates representing over half of the total number of issued shares shall be present and agreed by over two-thirds of the voting rights of the shareholders present, and may be declared in installments within one year from the date of shareholders' meeting resolution.

Article 5-2 Treasury shares purchased by the Company can be transferred to employees at a price lower than the actual average repurchase price, subject to the relevant laws and regulations and the consent of shareholders' meeting.

Article 6 The Company shall purchase treasury shares in accordance with Company Act, and the counterparties of the transfer shall include employees of controlling or affiliated companies that meet certain conditions.

The recipients of employee stock option certificates of the Company may include employees of controlling or affiliated companies who meet certain conditions.

When the Company issues new shares, employees who acquire shares may include employees of controlled or affiliated companies that meet certain conditions.

The recipients of new restricted employee shares issued by the Company may include employees of controlling or affiliated companies who meet certain conditions.

Article 7 Shares of the Company are registered and signed or sealed by a director representing the Company, and issued after being certified by a bank that may serve as a visa issuer for the shares in accordance with the law. The Company is exempted from printing stock certificates after the public offering of the stock, but it shall be registered with the securities depository institution.

Article 7-1 Shareholders of the Company who handle stock affairs or exercise any of their rights are subject to the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority, as well as other laws and securities regulations.

Article 8 Changes to the shareholder registry shall not be made within 60 days before the annual shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, or within five days before the day the Company determines the distribution of dividends, bonuses or any other benefits.

Chapter 3 Shareholders' Meeting

Article 9 Shareholders' meeting is divided into two categories: the annual shareholders' meeting and the special shareholders' meeting. The annual shareholders' meeting shall be held once a year, and shall be held by the board of directors within six months after the end of each fiscal year in accordance with the law. The special shareholders' meeting shall be convened in accordance with the law when necessary. Shareholders' Meeting may be convened by electronic means with the consent of the counterparty. For shareholders holding less than 1,000 registered shares, the aforementioned convening notice may be made by

announcement. The Company Shareholders' Meeting may be held via video conference or Other announced by Ministry of Economic Affairs.

- Article 9-1 Shareholders' meeting is convened by the board of directors and presided over by the Chairman. In the absence of the Chairman, the vice Chairman shall act on their behalf. If there is no vice Chairman or the vice Chairman is also absent, the Chairman will appoint one of the directors to act on their behalf. If the Chairman did not appoint anyone, then the board of directors will elect one representative among themselves to preside over the meeting. If there are two or more conveners, one shall be elected to preside over the meeting.
- Article 10 If shareholders are unable to attend the shareholders' meeting for any reason, they may issue a power of attorney issued by the Company to specify the scope of the authorization to appoint a proxy to attend the meeting. In addition to the provisions of Article 177 of Company Act, the shareholders' attendance by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.
- Article 11 Each share of the Company has one voting right, except for the circumstances specified in Article 179 of Company Act.
- Article 12 Shareholders' Meeting Resolution shall, unless otherwise provided by relevant laws and regulations, be adopted by a majority of the shareholders present who represent a majority of the total number of issued shares.
- Article 12-1 Shareholders' meeting's resolution matters shall be recorded into minutes, which will be signed or sealed by the Chairman and distributed to each shareholder within 20 days after the meeting, and shall be kept permanently during the Company's existence. The production and distribution of the aforementioned meeting minutes may be made by way of announcement.

Chapter 4 Director and Audit Committee

- Article 13 The Company shall have 7 to 11 directors, and at least three of them shall be Independent Directors. The number of directors to be elected shall be determined by the board of directors within the said quota. The term of office is three years, and the directors may be re-elected. The election of the Company directors adopts a candidate nomination system, and shareholders' meeting elects from the director candidate list, and independent directors and non-independent directors should be elected together to calculate the number of elected candidates. After the Company publicly issued its shares, the shareholding ratio of all directors in total shall be in accordance with the regulations of the securities regulatory authority. The Company shall purchase liability insurance for all directors within the term of their office for liabilities legally due to their scope of business.
- Article 13-1 The Company may set up a functional committee under the board of directors, and the establishment and responsibilities of the relevant committee shall be conducted in accordance with the regulations established by the competent authority.
- The Company established audit committee in accordance with Article 14-4 of Securities and Exchange Act. The audit committee is composed of all independent directors, and members of audit committee or the audit committee itself are responsible to exercise the functions and powers of supervisors stipulated by Company Act, Securities and Exchange Act and other

laws.

- Article 14 The board of directors is organized by directors, with the attendance of over two-thirds of the directors and the consent of over half of the attending directors, one person is elected as the Chairman, and one person is elected as the vice Chairman in the same way if needed. The Chairman represents the Company externally. If the board of directors meeting is held via video conference, the directors who participate in the meeting via video conference shall be deemed as having attended the meeting in person.
- Article 14-1 The board of directors shall, unless otherwise provided by Company Act, be convened by the Chairman. The board of directors meeting's resolution, unless otherwise provided by Company Act, shall be agreed by over half of the attending directors, and the amount of directors present must be higher than half of the total directors.
- Article 14-2 The notice of convening the board of directors meeting shall be sent to each director before the deadline set by the securities regulatory authority. The Company may convene board of directors at any time in case of emergency. The Company board of directors may be convened in writing, by electronic means (E-mail or Line) or by facsimile.
- Article 15 When the Chairman applies for leave or cannot exercise its authority for any reason, its agent shall handle it in accordance with Article 208 of Company Act.
- Article 15-1 If a director is unable to attend board of directors for any reason, he or she may entrust another director to attend as a proxy, which shall be handled in accordance with Article two hundred and five of Company Act.
- Article 16 The travel expenses of all directors are agreed by board of directors. If the Company director concurrently holds the position of another Company, the remuneration for the position of the Company shall be paid by the Chairman under the authorization of the board of directors in accordance with the internal management regulations of the Company. The remuneration of the Chairman and directors will be determined by remuneration committee based on the extent of their participation in the operation of the Company and the value of their contribution, with reference to the Company's operating performance and the usual level of the industry.
- Article 16-1 Deleted.

Chapter 5 Managers

- Article 17 The Company may set up one general manager and several managers. Their appointment, dismissal and remuneration shall be handled in accordance with Article 29 of Company Act.

Chapter 6 Accounting

- Article 18 The Company's fiscal year shall begin on January 1 and end on December 31. The final accounts shall be processed at the end of each fiscal year.
- Article 19 At the end of each fiscal year, the following books and records shall be prepared by the board of directors and submitted to annual shareholders' meeting for confirmation in accordance with legal procedures.
1. Business report.
 2. Financial statements.

3. Proposal for earning distribution or loss appropriation.

Article 20 If the Company generates a profit for the year, it shall allocate no less than five percent of its annual profit as employee compensation and no more than three percent as director compensation. However, if the Company has accumulated losses, such profit shall first be used to offset accumulated losses.

Employee compensation may be distributed in the form of shares or cash, and eligible employees of the Company's affiliated companies may also be included as recipients.

Article 21 If there is a surplus in the final accounts of the Company, the tax shall be paid first to make up for previous losses, and the 10% shall be added to the legal reserve, except when the legal reserve has reached the paid-up capital of the Company. In addition, according to the Company's operating needs and legal regulations, after listing or reversing special reserve, the balance (hereinafter referred to as "distributable surplus of the current year") shall be combined with the unappropriated retained earnings at the beginning of the same period, and board of directors shall propose a surplus distribution case to shareholders' meeting resolution, and pay a dividend that is no less than 50% of the distributable surplus of the current year.

In accordance with Article 240 of Company Act, the Company authorizes the board of directors to attend by over two-thirds of the directors, and over half of the directors' resolution to distribute dividends, bonuses, all or part of the legal reserve and capital surplus stipulated in Article 241 of Company Act in the form of cash, and report to the shareholders' meeting, which shall not be subject to the provisions of shareholders' meeting resolution.

Article 21-1 The Company will consider the environment and its growth stage, in response to future capital needs and long-term financial planning. The earnings shall be distributed in accordance with Article 21 of Articles of Incorporation, and the cash dividend distributed to shareholders in the current year shall be no less than 30% of the total amount of shareholders' dividends.

Chapter 7 Supplementary Provisions

Article 22 Matters not covered herein shall be handled in accordance with Company Act and other regulations.

Article 23 These Articles were entered into on December 21, 1992.

The 1st amendment was made on May 5, 1993.

The 2nd amendment was made on November 21, 1995.

The 3rd amendment was made on August 9, 1996.

The 4th amendment was made on August 31, 1996.

The 5th amendment was made on July 19, 1997.

The 6th amendment was made on July 20, 1998.

The 7th amendment was made on March 1, 1999.

The 8th amendment was made on March 23, 1999.

The 9th amendment was made on August 3, 2000.

The 10th amendment was made on September 5, 2000.

The 11th amendment was made on April 2, 2001.

The 12th amendment was made on November 23, 2001.

The 13th amendment was made on March 25, 2002.
The 14th amendment was made on May 20, 2003.
The 15th amendment was made on June 8, 2004.
The 16th amendment was made on June 8, 2004.
The 17th amendment was made on June 3, 2005.
The 18th amendment was made on June 14, 2006.
The 19th amendment was made on June 14, 2006.
The 20th amendment was made on June 13, 2007.
The 21st amendment was made on June 13, 2008.
The 22nd amendment was made on September 15, 2008.
The 23rd amendment was made on June 10, 2009.
The 24th amendment was made on June 18, 2010.
The 25th amendment was made on June 13, 2011.
The 26th amendment was made on June 21, 2012.
The 27th amendment was made on June 23, 2014.
The 28th amendment was made on June 11, 2015.
The 29th amendment was made on June 17, 2016.
The 30th amendment was made on June 14, 2017.
The 31st amendment was made on June 20, 2018.
The 32nd amendment was made on June 20, 2019.
The 33rd amendment was made on July 22, 2021.
The 34th amendment was made on June 15, 2022.
The 35th amendment was made on June 15, 2023.
The 36th amendment was made on June 25, 2024.

Appendix 2. Rules of Procedure for Shareholders Meetings

Nichidenbo Corporation **Rules of Procedure for Shareholders Meetings**

Approved by Annual Shareholders' Meeting on June 15, 2023

Article 1 The Company shareholders' meeting, unless otherwise provided by laws and regulations or the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall be conducted in accordance with these rules.

The shareholders' meeting shall be convened by the board of directors, unless otherwise provided by law.

When the Company holds a shareholders' meeting video conference, it shall be specified in the articles, unless otherwise specified in Regulations Governing the Administration of Shareholder Services of Public Companies, and board of directors resolution shall be specified, and the video shareholders' meeting shall be held by the board of directors with over two-thirds of the attendance of directors and over half of the present directors' consent. Changes to how the shareholders' meeting is held should be conducted by the board of directors' resolution, and no later than the time when the notice of shareholders' meeting was sent.

The Company shall prepare and send the shareholders' meeting notice, power of attorney paper, the adoption cases, discussion, election, or dismissal of director, and the explanatory information into electronic files to the Market Observation Post System 30 days before the annual shareholders' meeting or 15 days before the extraordinary shareholders' meeting. The Company shall also send the shareholders' meeting agenda and supplementary information to the Market Observation Post System 21 days before the annual shareholders' meeting or 15 days before the extraordinary shareholders' meeting.

The Company shall provide shareholders with the meeting agenda and supplementary information in the preceding paragraph on the day of the shareholders' meeting in the following manner:

- I. When a physical shareholders' meeting is convened, it should be distributed on site at the shareholders' meeting.
- II. When holding a shareholders' meeting in video conference format, it shall be distributed on the site of Shareholders' Meeting and transmitted to the video conference platform with electronic files.
- III. When holding the video shareholders' meeting, an electronic file should be sent to the video conference platform.

The notice and announcement shall specify the reasons for convening the meeting; Where a notice has been given with the consent of the counterparty, it may be given by electronic means.

Article 2 The Company shall specify in the meeting notice the time of acceptance of shareholders, the place of registration and other precautions.

The time for accepting the shareholders' report in the preceding paragraph shall be at least 30 minutes before the commencement of the meeting; It should be clearly marked and

assigned to suitable personnel to handle it. The shareholders' meeting shall be reported 30 minutes before the start of the meeting on the shareholders' meeting video conference platform. Shareholders who have completed the presentation are deemed to have attended the meeting in person.

Article 2-1 When the Company convenes a Shareholders' Meeting video conference, it shall specify the following matters in the notice of Shareholders' Meeting:

- I. Methods for shareholders to participate in video conferences and exercise their rights.
- II. The video conferencing platform or the method of processing barriers to participate in video conferencing due to natural disasters, events or force majeure, including at least the following:
 - (1) The continuing inability to rule out the time at which a postponement of a meeting may occur and the date on which a postponement or takes place.
 - (2) Shareholders who did not participate in the original shareholders' meeting by video conference shall not participate in the postponement or adjournment of the meeting.
 - (3) Convening a shareholders' meeting in video conference format. If the video conference is unable to be continued, after deducting the number of shares present in the video conference participating in shareholders' meeting, the total number of shares present reaches the statutory quota of the meeting of the shareholders' meeting. Shareholders' meeting shall continue to carry out the video conference participating in shareholders, and the number of shares present shall be included in the total number of shares of shareholders present, and shall be deemed as having waived all the resolutions of the shareholders' meeting.
 - (4) The solution in the event that all resolutions have been announced, and extempore motion has not been carried out.
- III. Hold the shareholders' meeting in video conference format, and shall specify the appropriate replacement measures provided by shareholders who have difficulties in participating in the video conference. In addition to the circumstances specified in Article 44-9, Item 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with at least the connection equipment, any necessary assistance, and specify the period during which shareholders may apply to the Company and other matters that need attention.

Article 3 The term "shareholder" herein refers to a shareholder, solicitor or entrusted agent.

Shareholders should attend the shareholders' meeting by providing their attendance cards or other attendance documents. The solicitor that is a solicitation of the power of attorney should bring along the identification document for verification.

The registration counter shall have a signature book for attending shareholders to sign in or for attending shareholders to pay in lieu of signature, and shall deliver the meeting agenda, annual report, attendance certificate, speech article, voting ticket and other information to shareholders attending the shareholders' meeting. For those who elect director, the voting rights shall be attached. If the stockholders or their proxies sign in the card and deliver the card to the Company, they will be deemed to be present in person, and the Company will not

be responsible for the identification.

When a government agency or juristic person is a shareholder, the representative of this shareholder meeting is not limited to just one person; However, when the corporate shareholder elects director, the number of persons that the corporate shareholder appoints representative to attend is limited to the number of the shareholders' meeting intends to elect director. When a juristic person is entrusted to attend the shareholders' meeting, only one person may be designated to be the representative of the meeting. If the shareholders' meeting is held by video conference, shareholders who wish to attend by video conference shall register with the Company two days before the shareholders' meeting.

If the shareholders' meeting is held as a video conference, then the Company shall upload the meeting handbook, annual report and other relevant information to the shareholders' meeting video conference platform at least 30 minutes before the meeting, and continue to disclose it to the end of the meeting.

Article 3-1 A shareholder may present a power of attorney issued by the Company, specifying the scope of authorization, and entrusting a proxy to attend the shareholders' meeting each time it is held.

A shareholder who issues a proxy statement may appoint one person to attend the shareholders' meeting five days prior to a shareholders' meeting. If there are multiple proxies, the one served first shall prevail, unless the previous appointment was cancelled.

After the power of attorney has been served on the Company, if a shareholder intends to attend the shareholders' meeting in person or intends to exercise his voting rights in writing or electronically, he shall notify the Company in writing two days before the shareholders' meeting to revoke the power of attorney. In the event of a late revocation, the voting rights exercised by the entrusted representative shall prevail.

After the power of attorney has been served on the Company, if a shareholder wishes to attend the shareholders' meeting by video conferencing, he or she shall notify the Company in writing of the revocation of the power of attorney two days before the shareholders' meeting. In the event of a late revocation, the voting rights exercised by the entrusted representative shall prevail.

Article 4 When a meeting is held, the Chairman shall immediately announce the meeting, and at the same time announce relevant information such as the number of non-voting shares and the number of shares present. However, if shareholders do not represent over half of the total number of issued shares present, the Chairman may declare the meeting to be postponed, and the postponement shall be limited to two times, and the postponement time shall not be over one hour in total. Where, for the second time, a meeting is postponed as announced by the Chairman if the meeting is not attended by shareholders representing over one-third of the total number of issued shares; If Shareholders' Meeting is held as a video conference, the Company should also announce the video conference on the shareholders' meeting video conference platform.

When shareholders representing over one-third of the total number of issued shares attend the meeting due to delay of two times in the preceding paragraph, the resolution shall be a tentative resolution, and according to Article 175, paragraph 1 of Company Act, this tentative

resolution shall be sent to the shareholders, and the shareholders shall convene another shareholders' meeting within one month. Shareholders who intend to attend the meeting by video conference Shareholders' Meeting shall re-register with the Company in accordance with Article 3 herein.

Before the end of the current meeting, if the number of shares represented by the shareholders present reaches over half of the total number of issued shares, the Chairman may take a false Resolution and re-submit it to Shareholders' Meeting for voting in accordance with Article 174 of Company Act.

Article 5 The attendance and voting of shareholders' meetings should be based on shares. The number of shares present is calculated based on the signature card and the number of shares reported on the video conference platform plus the number of shares exercised voting rights in writing or electronically.

If there is a shareholder proposing a role call, the Chairman may not accept it. When a resolution is voted on, if the statutory amount is reached, the resolution is still approved.

Article 6 The venue of the shareholders' meeting shall be at the location of the Company or where the shareholders are able to attend and suitable for the shareholders' meeting, and the meeting shall not commence earlier than 9:00 a.m. or later than 3:00 p.m.

When the Company convenes a video shareholders' meeting, it is not subject to the restrictions of the place where the meeting is convened in the preceding paragraph.

Article 7 If a shareholders' meeting is convened by the board of directors, its Chairman is served by the Chairman. If the Chairman is on leave or unable to exercise its authority for any reason, then the vice chairman or one of the directors is appointed as its agent. If the Chairman does not appoint an agent, the board of directors will elect one director to preside over the meeting. If the meeting is presided over by the vice chairman or a director, they must have served for over six months and understands the Company's financial business status. The same applies to the Chairman and their representative.

If the shareholders' meeting is convened by a person other than the board of directors, the Chairman of the meeting shall be served by the person who convened the meeting. If there are two or more conveners, one shall be elected to preside over the meeting.

Article 8 If the shareholders' meeting is convened by the board of directors, the agenda will be set by board of directors. The relevant proposals (including extempore motion and the amendments to the original proposals) shall be voted. The meeting shall be conducted in accordance with the scheduled agenda and shall not be changed without the shareholders' meeting resolution. The provisions of the preceding paragraph shall apply to the shareholders' meeting if it is convened by a person other than the board of directors.

Until the meeting (including Extempore Motion) is concluded, the Chairman shall not announce adjournment without resolution. However, in the event of a chaotic order in the meeting or other issues which makes it difficult to carry out the meeting normally, the Chairman may announce adjournment.

After the meeting is held at adjournment, the shareholders shall not elect a Chairman to continue the meeting at his original place or another place; However, if the Chairman violates the rules of procedure and announces adjournment, a majority of the voting rights of the

shareholders present may approve to elect one person as the Chairman to continue the meeting.

Article 9 The Company may appoint a lawyer, accountant or relevant personnel to attend the shareholders' meeting. The personnel handling the affairs of Shareholders' Meeting should wear a ID card or an arm band.

Article 10 The Company shall continuously record the audio and video of the shareholders' attendance process, the process of the meeting, and the voting counting process from the time of receiving the shareholders' registration.

The audio/video data in the preceding paragraph should be kept for at least one year. However, if a shareholder files a litigation in accordance with Article 189 of Company Act, the case shall be preserved until the end of litigation.

For those who convene the shareholders' meeting video conference, the Company shall keep records of the registration, registration, attendance, questions, voting and the Company's counting results of the shareholders, and continuously record and copy the video conference throughout the whole period.

The aforementioned data and audio recordings should be kept properly by the Company while it is still in operation, and the audio recordings should be provided to the person entrusted to handle the video conference affairs for preservation.

For those who convene shareholders' meeting in the form of video conference, it is advisable that the Company recording the user interface of the video conferencing platform at the back end.

Shareholders participating in the video conference shall not broadcast or transmit the live broadcast to link the website or record the shareholders' meeting live video and audio in order to protect the equity of the participants.

Article 11 Prior to any shareholder making a statement, the Chairman shall specify the subject matter of the statement, the shareholder's account number (or attendance number) and the name of the account.

Any shareholder who has not yet spoken shall be deemed to have not spoken. If the content of the speech is inconsistent with the content of the speech article, the content of the speech shall prevail.

A shareholder who is a proxy and whose authority is limited by the power of attorney or by the method of Other shall not be bound to see to the notice of the Company to speak or vote by proxy.

When attending the shareholder's speech, except with the consent of the Chairman and the shareholder who speaks, other shareholders shall not interfere with the speech, and the Chairman shall stop anyone from violating this rule.

Article 12 The shareholder who gives a speech shall not exceed five minutes each time, but shall extend for three minutes if the Chairman agrees.

Article 13 The speech of each shareholder in the same motion shall not exceed two times without the consent of the Chairman. The Chairman may stop the speech if the speech is exceeds the time limit or is beyond the scope of the issue.

Article 14 If the subject is not a motion, it will not be discussed or voted on. When discussing a motion,

the Chairman shall give a full explanation and discussion opportunity for the motion and the amendments proposed by the shareholders or extempore motion. When the Chairman believes that it has reached the extent to which the vote can be cast, he may announce the suspension of the discussion, submit the vote, and arrange the appropriate voting time.

Where a resolution has been announced to be discontinued, and where the Chairman has declared that a vote is cast by way of a poll, the number of votes may be cast at the same time, but separate votes shall be cast.

Article 15 With the exception of the articles of association of Company Act and articles of the Company, the motion is approved by over half of the voting rights of the shareholders present.

Shareholders of the Company have one vote per share; The same does not apply, however, in cases where the person is restricted or does not have voting rights as provided in Paragraph 2, Article 179 of Company Act.

In accordance with Article 177-1 of the Company Act, shareholders who exercise their voting rights in writing or electronically are deemed to have attended Shareholders' Meeting in person. However, the person shall be deemed to have waived his rights with respect to the Shareholders' Meeting's extempore motion and the amendment or replacement of the original proposal.

Article 16 When a corporate shareholder appoints a representative of two or more to attend Shareholders' Meeting, the same motion may be proposed only by one person.

Article 17 After the shareholder makes the statement, the Chairman may reply in person or appoint relevant personnel.

Shareholders who participate in the video-based meeting of the shareholders' meeting may ask questions in text on the video-based meeting platform of the shareholders' meeting after the Chairman announces the meeting and before the announcement of adjournment. The number of questions for each motion shall not exceed two, the word count may not exceed 200, and the provisions of Articles 11 to 13 and 16 shall not apply to this rule.

If a question in the preceding paragraph does not violate the regulations or does not exceed the scope of the motion, the question should be disclosed on the shareholders' meeting video conference platform to be known.

Article 18 The scrutineer and vote-taking personnel shall be appointed by the Chairman, and the scrutineer shall be a shareholder.

The vote counting operation of the shareholders' meeting voting or election shall be carried out in the public office of the shareholders' meeting, and after the completion of the vote counting, the voting or election results shall be announced on the spot, including the number of votes counted, the list of elected directors and their number of votes elected, and shall be recorded.

Shareholders who participated in the video conference shall, after the Chairman announced the meeting, vote on each proposal and vote on the election proposal via the video conference platform.

The results shall be completed before the Chairman announces the voting. Those who exceed the time limit shall be regarded as having abstained.

If a meeting is called by video conferencing, it be counted as a one-time vote after the

Chairman announces the closing of the vote as well as the voting and election results. When the Company convenes a video shareholders' meeting, shareholders who have registered to attend shareholders' meeting by video in accordance with the provisions of Article 3, and who wish to attend the physical shareholders' meeting in person, the registration shall be revoked in the same manner as the registration two days before the shareholders' meeting. If the overdue period is revoked, they can only attend the shareholders' meeting via video conference.

If the voting rights are exercised in writing or electronically, and the expression of intent has not been revoked, and the participation in the shareholders' meeting by video conferencing is not allowed, except for extempore motion, to exercise voting rights for the original proposal or to propose amendments to the original proposal or to exercise voting rights for amendments to the original proposal.

Article 19 In the event of irresistible circumstances, the Chairman may decide to suspend the meeting temporarily and announce the date of adjournment as appropriate.

The shareholders' meeting resolution may, before the meeting agenda (including extempore motion) is closed, leave the meeting place to meet.

The shareholders' meeting may postpone or postpone the meeting within five days in accordance with Article 182 of Company Act.

Article 20 Where there is an amendment or substitution in the same motion, the Chairman shall resolve the order in which he voted in the same motion. If one of the proposals is passed, other proposals will be considered as veto and will not be required to vote again.

Article 21 The Chairman may direct the inspectors (or security officers) to assist in maintaining the order of the venue. Supervisors (or security personnel) who assist in maintaining order in the presence shall wear "security" writing or identification card.

Where the venue is equipped with sound amplification equipment, the Chairman shall stop the shareholder from speaking on the equipment not equipped by the Company.

Where a shareholder violates the rules of procedure and fails to obey the Chairman's correction, which prevents the conduct of the meeting and prevents the violation, the Chairman may direct the supervisor or security officer to leave the meeting.

Article 22 The resolutions of Shareholders' Meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the Chairman and distributed to each shareholder within 20 days after the meeting. The production and distribution of meeting minutes may be made electronically. The distribution of the aforementioned meeting minutes may be entered into by the Company by way of an announcement made by the market observation post system.

The minutes of the meeting shall be recorded in accordance with the year, month, day, place, name of the Chairman, resolution method, key points of the proceedings and voting results (including the weight of votes). When directors are elected, the number of votes received by each candidate shall be disclosed. During the continuance of the Company, it shall be preserved permanently.

If a video conference is convened by shareholders' meeting, the minutes shall be recorded in accordance with the provisions of the preceding paragraph, and the starting and ending time of the shareholders' meeting, the manner of the meeting, the names of the Chairman and the

minutes, and the treatment and handling of obstacles caused by natural disasters, events or force majeure.

When the Company convenes a video shareholders' meeting, it shall be handled in accordance with the provisions of the preceding paragraph, and it shall be specified in the minutes of the meeting, and the alternative measures provided by shareholders who have difficulties in participating in shareholders' meeting by video.

Article 23 The number of shares solicited by the person, the number of shares represented by the proxy and the number of shares present by the shareholder in writing or electronically, the Company shall be clearly revealed on the day of the shareholders' meeting in accordance with the statistical table in the prescribed format on the shareholders' meeting venue; The Company should upload the aforementioned information to the shareholders' meeting video conference platform at least 30 minutes before the meeting and continue to disclose it to the end of the meeting.

When announcing a shareholder meeting in the form of a video conference, the total number of shares of attending shareholders shall be disclosed on the video conference platform. The same shall apply if the total number of shares represented by shareholders present in the meeting as well as their voting rights.

For the shareholders' meeting resolution, if there is any material information required by laws and regulations or Taiwan Stock Exchange Corporation, the Company shall transmit the content to the Market Observation Post System within the prescribed time.

Article 24 If a video conference is held at shareholders' meeting, the Company shall immediately disclose the voting results and election results of each proposal on the shareholders' meeting video conference platform after the vote is closed in accordance with regulations, and shall continue to disclose them at least 15 minutes after the Chairman announces adjournment.

Article 25 When the Company convenes a video shareholders' meeting, the Chairman and recorder shall be at the same place in the country, and the Chairman shall announce the address of the place at the time of the meeting.

Article 26 For those who convene a video conference, the Company may provide a simple connection test for shareholders before the meeting and provide related services immediately before and during the meeting to assist in handling technical issues in communication.

If the shareholders' meeting is held as a video conference, the Chairman shall announce at the time of the announcement of the meeting a separate announcement that the video conference platform or participation in the video conference as stipulated in Paragraph 4, Article 44 of Regulations Governing the Administration of Shareholder Services of Public Companies does not need to be postponed or adjourned before the Chairman announces adjournment, due to natural disasters, events, force majeure, or there are obstacles for the video conference platform or participation in the video conference. If it continues for over 30 minutes, the date of the postponed or adjourned meeting shall be within five days, and the provisions of Article 182 of Company Act shall not apply.

Shareholders who did not participate in the previous shareholders' meeting by video conference shall not participate in the postponement or renewal of the meeting due to the occurrence of the previous event.

In accordance with the provisions of the second paragraph, the shareholders who have registered to participate in the original shareholders' meeting and complete the registration of the video conference, and who do not participate in the postponement or renewal of the meeting, the number of shares present in the original shareholders' meeting, the voting rights exercised and the voting rights shall be included in the total number of shares of the shareholders present at the postponed or renewal meeting, the voting rights and the number of votes cast.

When the postponement or adjournment of the meeting of shareholders' meeting is postponed in accordance with the provisions of paragraph 2, there is no need to re-discuss and resolution for the proposals that have completed the voting and vote, and announced the voting results or the list of elected directors.

When the Company convenes a video conference to assist the shareholders' meeting, if it is impossible to renew the video conference in the second paragraph, after deducting the number of shares present in shareholders' meeting, the total number of shares present still reaches the statutory quota of shareholders' meeting, shareholders' meeting shall continue to do so without the need to postpone or postpone the conference in accordance with the second paragraph.

Shareholders who participate in the meeting by video conference shall be counted into the total number of shares of the shareholders present, but shall be deemed as having waived all the proposals of the shareholders' meeting.

The postponement or renewal of the assembly meeting of the Company in accordance with the second paragraph shall be processed in accordance with the original Shareholders' Meeting date and each section in accordance with the provisions of Paragraph 7, Article 44 of Regulations Governing the Administration of Shareholder Services of Public Companies.

Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies. The period set forth in the latter paragraph of Article 12, the third paragraph of Article 13, the second section of Article 44-5, Article 44-15 and Article 44-17 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies shall be extended or postponed in accordance with the second paragraph to the date of the shareholders' meeting for the assembly.

Article 27 When the Company convenes a video shareholders' meeting, it shall provide appropriate alternative measures to shareholders who have difficulties attending shareholders' meeting by video. In addition to the circumstances specified in Article 44-9, Item 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with at least the connection equipment and necessary assistance, and specify the period during which shareholders may apply to the Company and other matters that need attention.

Article 28 These rules, and any amendments hereto, have been adopted by shareholders' meeting.

These rules were formulated on March 25, 2002.

The 1st amendment was made on June 3, 2005.

The 2nd amendment was made on June 13, 2011.

The 3rd amendment was made on June 19, 2013.

The 4th amendment was made on July 22, 2021.

The 5th amendment was made on June 15, 2022.

The 6th amendment was made on June 15, 2023.

Appendix 3. Shareholdings of Directors

Job Title	Name	Date Elected	Shares held on the book closure date (Note 1)
Chairman	Chou, Wei Lin	2024.6.25	4,050,000 (Note 2)
Vice Chairman	Lee, Kun Chan	2024.6.25	2,190,532
Director	Zong Xin Investment Co., Ltd.	2024.6.25	5,800,000
	Representative: Huang, Pei Ching	2024.6.25	0
Director	Yu, Yao Kuo	2024.6.25	524,548
Independent Director	Wu, Chia Hsun	2024.6.25	0
Independent Director	Su, Ming Yang	2024.6.25	0
Independent Director	Hsu, Hsou Chun	2024.6.25	0
Independent Director	Wang, Kuo Wei	2024.6.25	0
Total shares held by directors (excluding independent directors)		-	12,565,080
Total shares held by independent director		-	0
Total shares held by directors and independent directors/Total shares issued (%)		-	5.91%

Note 1: The last transfer date before the Annual Shareholders' Meeting is April 12, 2025, and the book closure period is from April 13, 2025 to June 11, 2025. As of April 13, 2025, total number of shares issued was 212,597,150 shares.

Note 2: A total of 1,500,000 shares in the trust account of the Chairman, Chou, Wei Lin, have been added.

Note 3: According to Article 26 of the Securities and Exchange Act and Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, minimum shares held by all directors excluding independent directors should be 12,000,000 shares.