

股票代號：6737



Solid Year Co., LTD.

**2025 Annual Shareholders'
Meeting**

Meeting Handbook

Meeting Method: Entity Shareholders' Meeting

Date: May 30, 2025 (Friday), 10: 00 am

**Location: No. 3, Baoxi Lane, Chuangya Village, Xiushui Township,
Changhua County**

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Solid Year Co., LTD.

Procedures for 2025 Annual Shareholders' Meeting

- I. Call the Meeting to Order
- II. Speech by Chairman
- III. Matters to be Reported
- IV. Recognition of Matters
- V. Matters for discussion
- VI. Election matters
- VII. Other proposals
- VIII. Provisional Motion
- IX. Adjournment of the meeting

Solid Year Co., LTD.

Agenda of 2025 Annual Shareholders' Meeting

Time: May 30, 2025 (Friday), 10: 00 am

Location: No. 3, Baoxi Lane, Chuangya Village, Xiushui Township, Changhua County

Meeting Method: Entity Shareholders' Meeting

- I. Call the Meeting to Order (Report on total number of shares represented by shareholders present at the meeting)
- II. Speech by Chairman
- III. Matters to be Reported
 1. 2024 Business Report
 2. Audit Committee's Review Report on 2024 Financial Statements.
 3. Report on the distribution of employees compensation and remuneration to directors for 2024
 4. Report on cash dividend distribution from the Company's surplus in 2024
 5. 2024 Status of Endorsements/Guarantees
 6. Progress report on sustainability implementation
- IV. Recognition of Matters
 1. 2024 Business Report and Financial Statements
 2. 2024 Earnings Distribution Proposal
- V. Matters for discussion
 1. Amendment to parts of the Company's "Articles of Incorporation"
 2. To issue new shares for cash as a source of public underwriting for the listing of shares, and to renounce all subscriptions by the original shareholders.
- VI. Election matters
 1. Election of 9 seats for the 17th Board of Directors (including 3 independent directors).
- VII. Other proposals
 1. Release of newly elected directors from non-competition restrictions.
- VIII. Provisional Motion
- IX. Adjournment of the meeting

Matters to be Reported:

The first proposal (proposed by the Board of Directors)

Subject: 2024 Business Report, please review.

Explanation: Please see Attachment I (pages 7~9) for 2024 Business Report.

The second proposal (proposed by the Board of Directors)

Subject: Audit Committee's Review Report on 2024 Financial Statements, please review.

Explanation: Please see Attachment II (page 10) for Audit Committee's Review Report.

The third proposal (from the Board of Directors)

Subject: Report on the distribution of employees compensation and remuneration to directors for 2024, please review.

Explanation: The Board of Directors resolved to distribute NT\$17,199,199 as employee compensation and NT\$5,733,066 as remuneration to directors for 2024, all of which were paid in the form of cash.

The fourth proposal (from the Board of Directors)

Subject: Report on cash dividend distribution from the Company's surplus in 2024, please review.

Explanation: 1. Pursuant to the Company Act and the Articles of Incorporation of the Company, the Board of Directors resolved to approve the earnings distribution table for 2024 and submitted it to the Audit Committee for review. Please see Attachment III (page 11).
2. The status of the cash dividend distribution from the Company's surplus in 2024 is as follows:

Unit: NT\$

| Frequency | Year of distribution | Amount | Per share/NT\$ | Date approved by the Board of Directors |
|-----------|----------------------------|-------------|----------------|---|
| 1 | First half of 2024 (Note) | 120,100,800 | 2.0 | November 29, 2024 |
| 2 | Second half of 2024 (Note) | 120,100,800 | 2.0 | March 13, 2025 |

Note: Note: The cash dividend for the first half of 2024 was distributed on January 10, 2025, and the cash dividend for the second half of 2024 will be distributed on May 2, 2025.

The fifth proposal (from the Board of Directors)

Subject: 2024 Status of Endorsements/Guarantees, please review.

Explanation: As of December 31, 2024, the amount of external endorsement/guarantee provided by the Company was within the limits described in the Company's "Operational Procedures for Endorsements/ Guarantees". The nature of these endorsements/guarantees was for bank loans and purchases of raw materials, please see Attachment IV (page 12)

The sixth proposal (from the Board of Directors)

Subject: Progress report on sustainability implementation, please review.

Explanation: Please refer to Attachment V (page 13) for the Company's progress report on sustainability implementation.

Recognition of Matters:

The first proposal (proposed by the Board of Directors)

Subject: 2024 Business Report and Financial Statements, please approve.

Explanation: 1. The Company's 2024 Financial Statements have been audited by CPA Su, Ting-Chien and CPA Hsu, Jui-Lung of Deloitte&Touche, and the audit report has been issued.

2. 2024 Annual Business Report and Financial Statements were approved by the Board of Directors and submitted to the Audit Committee for review. The Audit Committee's review report was issued accordingly.

3. Please see Attachment I (pages 7~9) and Attachment VI (pages 14~32) for the Business Report, Financial Statements and the Independent Auditors' Report mentioned in the preceding paragraph.

Resolution:

The second proposal (proposed by the Board of Directors)

Subject: 2024 Earnings Distribution Proposal, please approve.

Explanation: Please refer to Attachment III (page 11) for information on the Company's 2024 Earnings Distribution Table, which was approved by the Board of Directors on March 13, 2025 and submitted to the Audit Committee for review.

Resolution:

Matters for discussion:

The first proposal (proposed by the Board of Directors)

Subject: Amendment to partial articles of the Company's "Articles of Incorporation", please discuss.

Explanation: 1. In compliance with the amended provisions of Article 14, Paragraph 6 of the Securities and Exchange Act, Article 20 of the Articles of Incorporation has been amended to stipulate that annual profits shall be used for salary adjustments or distribution of compensation to base-level employees.

2. The definition of the Company's base-level employees refers to employees who are not managers and whose salaries are lower than the base-level employee salary level as defined in the "Regulations Governing Additional Deduction of Small and Medium Enterprise for Salary Expenses of Employee Salary Increases," and shall be applicable according to the amount announced annually by the central competent authority.

3. The Company, in accordance with regulatory amendment requirements, adopts the method of distributing compensation to base-level employees, and the proportion of compensation distributed to base-level employees shall not be less than 3% of the annual employee compensation amount.

4. Please refer to Attachment VII (pages 33~35) for the comparison table of the provisions before and after amendment.

Resolution:

The second proposal (proposed by the Board of Directors)

Subject: Handling the cash capital increase and issuance of new shares as the source of public underwriting for stock listing, and the abandonment of subscription by all the original shareholders, please discuss.

Explanation: 1. In order to meet the needs of operation and development and comply with the provisions of relevant laws and regulations for listing, the Company intends to request the Board of Shareholders to authorize the itself to issue new shares through a cash capital increase at an appropriate time before the initial listing.

2. For the issuance of new shares through cash capital increase, 10%-15% of the total

number of new shares to be issued shall be reserved for subscription by employees of the Company in accordance with Article 267 of the Company Act. For the shares abandoned or subscribed by employees, the Chairman of the Board of Directors shall be authorized to subscribe by special persons at the issue price.

3. Except for the aforementioned employee subscriptions, the remaining 85% to 90% are intended to be used for public underwriting prior to listing, in accordance with Article 17 of the “Rules Governing the Offering and Issuance of Securities by Issuers” and the relevant laws and regulations on listing applications, and to be submitted to the shareholders' meeting for a resolution that the original shareholders should renounce their subscriptions for the purpose of public underwriting prior to listing, without the restriction of Article 267(3) of the Company Act on the prior subscription by the original shareholders.
4. The rights and obligations of the new shares issued under the capital increase are the same as those of the original issued ordinary shares and are issued without entity.
5. The main contents of the cash capital increase and new share issuance plan (including the number of shares to be issued, the issue price, the issue conditions, the planned projects, the amount raised, the expected progress and the possible benefits to be generated, the base date of capital increase and the period of share payment after the approval of the issue and other relevant matters), and all other matters related to the issue plan, Or in the future, if the approval of the competent authority and the management assessment or objective conditions need to be amended, the shareholders' meeting is proposed to authorize the board of directors to deal with the situation at its sole discretion.
6. After the case is submitted to the competent authority for approval, the board of directors shall be convened separately to decide on the base date of subscription payment and cash capital increase and other relevant matters.

Resolution:

Election matters :

The first proposal (proposed by the Board of Directors)

Subject: Election of 9 seats for the 17th Board of Directors (including 3 independent directors).

Explanation: 1. The term of the Company's directors expires on June 16, 2025. The Company an election of nine directors (including three Independent directors) at this Annual Shareholders' Meeting. The term for the newly elected directors will be three years, from May 30, 2025 to May 29, 2028.

2. According to the Company's Articles of Incorporation, directors shall be elected from the list of candidates under the candidate nomination system. Please refer to Attachment VIII (page 36~37) for information regarding the candidates' education, experience, and other relevant information.

Election results:

Other proposals :

The first proposal (proposed by the Board of Directors)

Subject: Release of the prohibition on competitive activities for newly elected directors.

Explanation: 1. According to Article 209 of the Company Act, “A director who conducts business within the scope of the Company's business for himself or others shall explain to the Shareholders' Meeting the essential contents of such conduct and obtain its approval.” To meet practical needs, the Company proposes to release the newly

elected directors from the prohibition on competitive activities when serving as directors and managers in other companies. Please refer to Attachment IX (pages 38-39) for details of the positions to be released from the non-competition restrictions.

Resolution:

Provisional Motion

Adjournment of the meeting

Solid Year Co., LTD.

2024 Business Report



Ladies and gentlemen of the shareholders:

Thank you very much for your support and love over the years. The following is a report on our operations for 2024:

I. Implementation results of business plan

- (I) Operating revenue: The Company's 2024 operating revenue was approximately NT\$4,713,615 thousand, increased by approximately 41.89% as compared to the 2023 operating revenue of NT\$3,322,117 thousand. The increase was mainly attributable to the fact that the QE monetary policy implemented during the COVID-19 period was ended, resulted in the post-epidemic inflation, plus the slowdown in customer demand due to the impacts of the war in Russia and Ukraine. After inventory reduction, the recovery in consumer electronics demand in 2024, and the company's contribution to diversified business expansion, revenue has grown significantly.
- (II) Net income: The Company's 2024 net income was NT\$423,654 thousand, increased by approximately 104.75% as compared to the 2023 net income of NT\$206,910 thousand. The increase was mainly attributable to the increase in operating revenue in 2024.

II. Analysis of receipts, expenditures, and profitability

| Analysis Item | | Financial Information for the Most Recent 3 Years | | |
|---------------------|---|---|--------|--------|
| | | 2022 | 2023 | 2024 |
| Financial Structure | Debt to assets ratio (%) | 58.66 | 55.14 | 51.38 |
| | Ratio of long-term capital to property, plant and equipment (%) | 234.07 | 233.93 | 255.14 |
| Profitability | Return on assets (%) | 8.09 | 6.46 | 12.40 |
| | Return on equity (%) | 19.70 | 14.30 | 25.98 |
| | Net profit margin (%) | 6.09 | 6.23 | 8.99 |
| | Surplus per share (NT\$) | 4.60 | 3.67 | 7.36 |

III. Research and development work

- (I) R&D Plan: We will continue to develop our keyboard technology to increase product yields and unit production capacity; at the same time, we are committed to building up capabilities for new product development and manufacturing, including low-carbon power-assisted wheels for bicycles, new and full-function active stylus, security-

related products (with a focus on back-end monitoring and management), high-end network cameras for video conferencing, and monitors for EVs, in order to maintain our medium- and long-term competitiveness in the industry.

- (II) R&D: In 2024, R&D expenses were NT\$66,280 thousand, increased by approximately 3.14% as compared to NT\$64,263 thousand in 2023. In addition to maintaining a stable R&D investment in the keyboard development, the Company also continued to develop XR/AR teleconferencing hardware and software devices and e-bikes, and actively participated in the collaboration to develop active stylus, so that the investment in R&D resources could enhance the Company's innovation and competitiveness.

IV. Summary of the business plan for the future

- (I) Business Policy and Business Objective: In the face of the drastic changes in the business environment, the high growth of raw material costs and the pressure of rising labor costs, the Company is committed to constructing new product research and development and product development (i.e. low-carbon power-assisted wheels for bicycle, full-function active stylus, residential and commercial energy storage system, agents for overseas well-known appliances and military equipment). By diversifying our product lines and entering into new service areas, we are able to create new business performance. In addition, at the end of 2023, the company established a Corporate Sustainability Development Department, and in July 2024, it formed a Sustainability Development Committee, voluntarily and actively supporting the government's efforts to promote sustainable governance. The Company has introduced the three major aspects of ESG, which means that the Company will do its part to contribute to the sustainability for the environment, to sign the Human Rights Declaration to fulfill its social responsibility, and to strive for improving its technology to achieve quality governance for creating a better future for all.
- (II) Important production and sales policies:
 - 1. Continue to develop various keyboard, lens modules and applications related to security products according to customer needs, and implement quality management to ensure product quality.
 - 2. Act as an agent of well-known overseas household appliance brands, in order to strengthen the channel development and marketing of consumer household products, to provide better services and good competition pattern for our products.
 - 3. The Company has collaborated with foreign energy storage manufacturers and system providers to sell under the SHO-U brand or through distributors. The Company provides software and hardware storage system solutions by integrating customers' needs, and also plans to start developing hardware and equipment OEM,

so that the Company can realize diversified operations and become a player in the green energy industry.

4. In 2022, the Company launched "UTA Technology", a brand for military products. Products include first aid kits, protective vests, hard and soft bullet-proof plates, helmets, tactical accessories, backpacks and wilderness survival gear. We have cooperated with well-known foreign branded manufacturers of armor and protective products to do the OEM, so that we can combine our existing production capacity with military products to expand our business into the military industry and promote UTA to become an all-round protective consulting brand.
5. Making Taiwan the second production base in the company's strategic deployment plan, establishing a comprehensive production support network in Taiwan to respond to changes in the political and economic landscape.

(III) Effect of external competition, the legal environment, and the overall business environment:

1. In the face of the mature and stable market of computer peripheral products, in addition to actively cooperating with e-sports brand customers to jointly develop new models of products to strengthen their cooperative relationship, the company has promoted the production automation process, shortened the manufacturing time, so as to improve product yield and reduce the impact of labor costs caused by price inflation. In addition, we are actively expanding our diversified business to increase new operating power.
2. Strengthen close cooperation with the supply chain, establish long-term partnership, continuously stabilize the purchase price of incoming materials, and formulate cost control plan as a contingency mechanism for client bargaining.
3. The "2050 Net Zero Emission" is explicitly included in the Climate Change Response Act, and the FSC has also clearly set out the timetable to complete carbon inventory for listed companies. Although the Company is not yet included in the scope, the Company understands the importance of this issue and has taken the initiative to set up a Corporate Sustainability Department to respond to it at the end of 2023, and report regularly to the Sustainability Committee.

The management team of the Company continues to watch the market environment closely and pay attention to any domestic and foreign policies and laws that may affect the Company's financial operations in order to cope with the operational risks arising from future changes in the industry and the overall business environment. Currently, there is no effect on the Company's financial operations due to changes in legal environment at home and abroad

Chairman:



Manager:



Accounting Officer:



Attachment II

Solid Year Co., LTD. Audit Committee's Review Report

The board of directors has prepared the Company's 2024 financial statements, business report and earnings distribution proposal. The Deloitte & Touche has audited the 2024 financial statements and issued an audit report. The above financial statements, business report and earnings distribution proposal have been examined and determined to be correct by the audit committee. This report is duly submitted in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please review.

Yours sincerely
The 2025 shareholders' meeting of the Company

Solid Year Co., LTD.

Convener of the Audit Committee:

Yang, Yung-Lieh

March 13, 2025

Attachment III

Solid Year Co., LTD.

2024 Earnings Distribution Table

| Item | Amount | |
|---|---------------|---------------|
| Undistributed surplus at the beginning of the period | 506,374,185 | |
| Add: Net income of the year | 442,111,298 | |
| Subtotal | 948,485,483 | |
| Less: Legal reserve 10% | (44,211,130) | |
| Add: Reversal of special reserve | 45,557,807 | |
| Available surplus for distribution | 949,832,160 | |
| Resolved distribution of surplus for the first half of the year | | |
| Cash dividends (60,050,400 shares x NT\$2/share) | (120,100,800) | |
| Surplus to be distributed for the second half of the year | | |
| Cash dividends (60,050,400 shares x NT\$2/share) | (120,100,800) | (240,201,600) |
| Undistributed surplus at the end of the period | 709,630,560 | |
| 1% for remuneration to directors | 5,733,066 | |
| 3% for employees compensation | 17,199,199 | |

Chairman: Liang ,Hui-Pin Manager: Wu ,Chuan-Shih Accounting Officer: Lai Yi-Han

2024 Status of Endorsement/Guarantee

Expressed in thousands of TWD

| Endorser/guarantor | Party being endorsed/guaranteed | | Limit on endorsements/guarantees provided for a single party | Maximum outstanding endorsement/guarantee amount for the year | Outstanding endorsement/guarantee amount at end of year | Actual amount drawn down | Amount of endorsements/guarantees secured with collateral | Ratio of accumulated endorsement/guarantee amount to net asset value of the endorser/guarantor company (%) | Ceiling on total amount of endorsements/guarantees provided | Provision of endorsements/guarantees by parent company to subsidiary | Provision of endorsements/guarantees by subsidiary to parent company | Provision of endorsements/guarantees to the party in Mainland China |
|----------------------|--|--|--|---|---|--------------------------|---|--|---|--|--|---|
| | Company Name | Relationship with the endorser/guarantor | | | | | | | | | | |
| Solid Year Co., LTD. | LONG WIN LIMITED | Subsidiary with 100% ownership | 1,786,480 | 868,188 | 545,392 | 85,794 | 0 | 30.53% | 3,572,960 | Y | N | N |
| Solid Year Co., LTD. | Lysine New Energy Technology Co., Ltd. | Subsidiary with 70% ownership | 1,786,480 | 170,000 | 85,000 | 17,000 | 0 | 4.76% | 3,572,960 | Y | N | N |

- The limit on endorsement/guarantee provided is based on the regulations stipulated by the Securities and Futures Bureau, FSC, in its letter (91) Tai Cai Zheng (6) Zi No. 0910161919 dated December 18, 2002, and the operational procedures for endorsement/guarantee approved at the shareholders' meeting. The total amount of endorsement/guarantee shall not exceed 200% of the net worth as stated in the latest financial statements audited and attested by the CPA, and the cumulative amount of endorsement/guarantee to a single party shall not exceed 100% of the net worth as stated in the latest financial statements audited and attested by the CPA.

Progress report on sustainability implementation

1. The 2014 greenhouse gas inventory report is expected to be completed by the end of May.
2. The preparation of the 114th Sustainability Report is expected to be completed by the end of July.
3. Huashan Foundation Xiushui Station: Continued care, donated 200,000 yuan, participated in charity sales and short video shooting, and encouraged colleagues to participate.
4. Xiushui Junior High School: Provide NT\$120,000 in Dream Building Scholarships, provide dinner and companionship for students, and sponsor NT\$50,000 for off-campus competitions. The recorder team won the gold medal in the Osaka competition.
5. Support for primary schools in remote areas: Sponsored NT\$100,000 to Dacheng Xigang Elementary School and NT\$60,000 to Fangyuan Road Elementary School for school uniforms. 21 colleagues participated in the year-end activities.
6. Educational resource support: Donated 4,104 physical projectors to Changhua County to improve teaching efficiency.
7. Community safety: Sponsored the Lukang Office of the Changhua County Friends of Police Association with a total of NT\$300,000 for police-community cooperation.
8. Promote low-carbon lifestyle: No meat on the 1st of each month, purchase local agricultural products, turn off lights for one hour during lunch, and implement energy conservation and carbon reduction.
9. Purchase sustainable raw materials: Continue to increase the proportion of PCR recycled materials and low-carbon materials used, and gradually promote the green procurement strategy of ESG raw materials.
10. Friendly workplace and employee development: Establishing breastfeeding rooms and conducting employee education and training (a total of 1,063 hours in 2014). The Company continues to pay attention to global carbon issues, actively taking independent actions to contribute to the sustainability of the earth, and looking for innovative business opportunities under climate change, working with partners to move towards a sustainable future.

Independent Auditors' Report

To: Solid Year Co., Ltd

Auditors' Opinion

The consolidated balance sheets of Solid Year Co., Ltd. and its subsidiaries (Solid Year Group) as of Dec. 31, 2024 and 2023, and the consolidated income statement, consolidated statement of changes in equity, consolidated statement of cash flows as of Jan. 1 to Dec.31 of 2024 and 2023, And the notes to the consolidated financial statements (including the summary of significant accounting policies) have been verified by the accountant.

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of Solid Year Co., Ltd as of Dec. 31, 2024 and Dec. 31, 2023 as well as the parent company only financial performance and cash flows from Jan. 1, 2024 and Dec. 31, 2023 in accordance with the Standards for the Preparation of Financial Reporting and the International Financial Reporting Standards, International Accounting Standards, Interpretations, and Interpretation Announcements endorsed and issued into effect by the Financial Supervisory Commission by Securities Issuers.

Basis for Audit Opinions

We have duly conducted the audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing. The accountant's responsibilities under these standards will be further explained in the section of the accountant's responsibilities for checking consolidated financial statements. The staff of the accounting firm subject to the independence code have maintained their independence from Solid Year Group in accordance with the code of professional ethics for accountants and performed other responsibilities under the code. We believe that sufficient and appropriate audit evidence has been obtained in order to be served as a basis for presenting our audit opinion.

Key Audit Matters

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

Key audit matters for Solid Year Group's consolidated financial statements for the year ended 2024 are stated as follows:

Recognition of revenue

Solid Year Group primarily engages in the manufacturing and sales of various electronic components and computer peripherals. Due to the significance of sales revenue affecting the overall financial statements, there is pressure to achieve the expected targets. Moreover, auditing standards presume a risk of revenue recognition fraud, hence we evaluate the authenticity of certain significant and significantly growing customer sales revenue as a key audit matter. For the accounting policy on income recognition, please refer to note 4 to the consolidated financial reports.

The audit procedures performed by the auditor for the above matters are summarized as follows:

1. Understand and test the design and effectiveness of internal control systems related to revenue recognition.
2. Select samples from the revenue ledger to perform transaction detail test, inspect orders, relevant shipping documents and payment collection, and confirm the authenticity of sales revenue.

Other matters

Solid Year Co., Ltd. has additionally prepared the parent company only financial statements for the years ended 2024 and 2023, on which we have issued an unqualified opinion.

The responsibility of the management level and the governing unit for consolidated financial statements

It is the responsibility of management to prepare consolidated financial statements as may be expressed in accordance with the financial reporting standards of securities issuers and international Financial Reporting Standards, international accounting standards, interpretations and explanatory notices approved and issued by the Financial Supervisory Commission, and to maintain the necessary internal control related to the preparation of consolidated financial statements, To ensure that the consolidated financial statements are free from material misrepresentation due to fraud or error.

In preparing the consolidated financial statements, management's responsibility also includes assessing Solid Year Group's ability to continue as a going concern, disclosure of relevant matters, and the adoption of a going concern accounting basis, unless management intends to liquidate Solid Year Group, or to cease business, or there is no practical alternative to liquidation or cessation of business.

Those charged with governance (including members of the Audit and Risk Committee) are responsible for overseeing Solid Year Group's financial reporting process.

Accountant's responsibility for checking individual financial statements

The purpose of the accountant's examination of the consolidated financial statements is to obtain reasonable confidence as to whether there is any material misrepresentation due to fraud or error in the consolidated financial statements as a whole, and to issue an inspection report. Reasonable confidence is a high degree of confidence, but there is no guarantee that an audit conducted in accordance with the audit standards will detect material misrepresentations in consolidated financial statements. Misrepresentation may result from fraud or error. Misrepresented individual amounts or aggregate amounts are considered material if they can reasonably be expected to influence economic decisions made by users of consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. The accountant also performs the following work:

1. Identify and assess the risk of material misrepresentation due to fraud or error in consolidated financial statements; Design and implement appropriate responses to the risks assessed; And obtain sufficient and appropriate inspection evidence to form a basis for the inspection 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. To obtain the necessary understanding of the internal controls relevant to the audit in order to design audit procedures appropriate for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of Solid Year Group.
3. Evaluate the appropriateness of accounting policies adopted by management and the reasonableness of accounting estimates and related disclosures.
4. Based on the examined evidence obtained, draw a conclusion as to the appropriateness of management's use of a going concern accounting basis and whether there is material uncertainty in events or circumstances that may cast material doubt on Solid Year Group's ability to continue as a going concern. If the accountant considers that there is material uncertainty in such events or circumstances, it shall remind users of the consolidated financial statements in the audit report to pay attention to the relevant disclosures of the consolidated financial statements or revise the audit opinion if such disclosures are

inappropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or circumstances may cause Solid Year Group to no longer be able to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements (including the relevant notes) and whether the consolidated financial statements allow the expression of relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities within Solid Year Group to express an opinion on the consolidated financial statements. We are responsible for guiding, supervising, and performing the audit of Solid Year Group. We are also responsible for forming an audit opinion on Solid Year Group.

The matters communicated by the accountant with the governing body include the planned scope and timing of the audit and significant audit findings (including significant lack of internal control identified during the audit).

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of Solid Year Group or 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.

Deloitte&Touche United Accounting Firm

Accountant Su, Ting-Chien

CPA Hsu Jui-Lung

Approval document No. of the Financial
Supervisory Commission
Financial Management Certificate Audit Zi
No. 1070323246

Approval document No. of the Financial
Supervisory Commission
Financial Management Certificate Audit Zi
No. 1130349292

March 24, 2025

Solid Year Co., LTD and subsidiaries
Consolidated Balance Sheet
Dec. 31, 2024 and 2023

Unit: NT\$'000

| Code | Assets | Dec. 31, 2024 | | Dec. 31, 2023 | |
|------|---|---------------------|------------|---------------------|------------|
| | | Amount | % | Amount | % |
| | Current assets | | | | |
| 1100 | Cash and cash equivalents (Notes IV and VI) | \$ 652,572 | 18 | \$ 405,474 | 12 |
| 1136 | Financial assets measured at amortized cost - current (Notes IV, VII and XXXII) | 3,279 | - | 3,071 | - |
| 1170 | Notes and accounts receivable (Notes IV, IX, XXIV, and XXXI) | 945,704 | 26 | 772,734 | 23 |
| 1200 | Other receivables (Notes IV, IX, and XXXI) | 1,916 | - | 8,531 | - |
| 1220 | Current income tax assets (Notes IV and XXVI) | 58 | - | 40 | - |
| 130X | Inventory (Notes IV and X) | 596,619 | 16 | 704,089 | 21 |
| 1410 | Prepayments (Notes XVII) | 166,842 | 5 | 121,455 | 4 |
| 1470 | Other current assets (Notes XVII) | 1,045 | - | 941 | - |
| 11XX | Total current assets | <u>2,368,035</u> | <u>65</u> | <u>2,016,335</u> | <u>60</u> |
| | Non-current assets | | | | |
| 1517 | Financial assets at fair value through other comprehensive income or loss - non-current (Notes IV and VIII) | 63,300 | 2 | 10,378 | - |
| 1550 | Investments accounted for using the equity method (Notes IV and XII) | 6,268 | - | - | - |
| 1600 | Property, plant and equipment (Notes IV, XIII, and XXXII) | 909,107 | 25 | 930,003 | 28 |
| 1755 | Right-of-use assets (Notes IV, XIV, and XXXI) | 54,916 | 2 | 120,373 | 4 |
| 1760 | Investment property (Notes IV, XV and XXXII) | 146,713 | 4 | 148,943 | 5 |
| 1780 | Intangible assets (Notes IV and XVI) | 11,190 | - | 13,115 | - |
| 1840 | Deferred income tax assets (Notes IV and XXVI) | 54,019 | 1 | 73,078 | 2 |
| 1990 | Other non-current assets (Note XVII) | 39,639 | 1 | 31,184 | 1 |
| 15XX | Total non-current assets | <u>1,285,152</u> | <u>35</u> | <u>1,327,074</u> | <u>40</u> |
| 1XXX | Total assets | <u>\$ 3,653,187</u> | <u>100</u> | <u>\$ 3,343,409</u> | <u>100</u> |
| | Liabilities and equity | | | | |
| | Current liabilities | | | | |
| 2100 | Short-term borrowings (Notes XVIII and XXXII) | \$ 97,000 | 3 | \$ 135,000 | 4 |
| 2130 | Contract liabilities - current (Notes IV, XXIV, and XXXI) | 85,724 | 2 | 73,282 | 2 |
| 2170 | Accounts payable (Notes XIX and XXXI) | 621,982 | 17 | 584,358 | 18 |
| 2200 | Other receivables (Notes XX and XXXI) | 377,531 | 10 | 266,876 | 8 |
| 2230 | Current income tax liabilities (Notes IV and XXVI) | 60,857 | 2 | 47,877 | 1 |
| 2250 | Current liabilities - provisions (Note XXI) | 64,876 | 2 | 23,336 | 1 |
| 2280 | Lease liabilities - current (Notes IV, XIV and XXXI) | 5,822 | - | 10,976 | - |
| 2320 | Long-term loans due within one year (Notes XVIII and XXXII) | 17,666 | - | 23,128 | 1 |
| 2399 | Other current liabilities (Notes XX) | 2,194 | - | 2,991 | - |
| 21XX | Total current liabilities | <u>1,333,652</u> | <u>36</u> | <u>1,167,824</u> | <u>35</u> |
| | Non-current liabilities | | | | |
| 2540 | Long-term borrowings (Notes XVIII and XXXII) | 170,030 | 5 | 332,372 | 10 |
| 2570 | Deferred income tax liabilities (Notes IV and XXVI) | 318,734 | 9 | 241,808 | 7 |
| 2580 | Lease liabilities - non-current (Notes IV, XIV and XXXI) | 53,661 | 1 | 115,906 | 4 |
| 2645 | Other non-current liabilities (Notes XX) | 933 | - | 676 | - |
| 25XX | Total non-current liabilities | <u>543,358</u> | <u>15</u> | <u>690,762</u> | <u>21</u> |
| 2XXX | Total liabilities | <u>1,877,010</u> | <u>51</u> | <u>1,858,586</u> | <u>56</u> |
| | Equity attributable to owners of the parent company | | | | |
| 3110 | Ordinary share capital | 600,504 | 16 | 600,504 | 18 |
| 3200 | Capital fund | 90,525 | 2 | 90,525 | 3 |
| | Retained earnings | | | | |
| 3310 | Legal reserve | 223,286 | 6 | 187,449 | 6 |
| 3320 | Special reserve | - | - | 46,496 | 1 |
| 3350 | Undistributed earnings | 854,395 | 24 | 593,786 | 18 |
| 3400 | Other equity | 17,770 | 1 | (45,558) | (2) |
| 31XX | Total owner's equity of parent company | <u>1,786,480</u> | <u>49</u> | <u>1,473,202</u> | <u>44</u> |
| 36XX | Non-controlling equity | (10,303) | - | 11,621 | - |
| 3XXX | Total equity | <u>1,776,177</u> | <u>49</u> | <u>1,484,823</u> | <u>44</u> |
| | Total liabilities and equity | <u>\$ 3,653,187</u> | <u>100</u> | <u>\$ 3,343,409</u> | <u>100</u> |

The accompanying notes are part of this consolidated financial report.

Chairman: Liang ,Hui-Pin

General Manager : Wu ,Chuan-Shih

Accounting Supervisor: Lai Yi-Han

Solid Year Co., LTD and subsidiaries
Consolidated Statement of Comprehensive Income
Jan. 1 to Dec. 31, 2024 and 2023

Unit: In NT\$'000, except earnings per share in NT\$

| Code | | 2024 | | 2023 | |
|------|--|------------------|-----------|----------------|-----------|
| | | Amount | % | Amount | % |
| 4000 | Operating revenue (Notes IV, XXIV, and XXXI) | \$ 4,713,615 | 100 | \$ 3,322,117 | 100 |
| 5000 | Operating cost (Notes IV, X, XXV, and XXXI) | (3,506,412) | (74) | (2,596,903) | (78) |
| 5900 | Operating Gross Profit | <u>1,207,203</u> | <u>26</u> | <u>725,214</u> | <u>22</u> |
| | Operating expenses (Notes IX, XXV, and XXXI) | | | | |
| 6100 | Sales expense | (256,057) | (6) | (152,234) | (5) |
| 6200 | Management fee | (273,561) | (6) | (250,191) | (7) |
| 6300 | Research and development expenses | (66,280) | (1) | (64,263) | (2) |
| 6450 | Expected credit impairment (turning interest) loss | <u>1,803</u> | <u>-</u> | (2,609) | <u>-</u> |
| 6000 | Total operating expenses | (594,095) | (13) | (469,297) | (14) |
| 6900 | Net operating profit | <u>613,108</u> | <u>13</u> | <u>255,917</u> | <u>8</u> |
| | Non-operating income and expenses (Notes XXV and XXXI) | | | | |
| 7070 | Share of profit (loss) of associates under equity method | (1,202) | - | - | - |
| 7100 | Interest income | 14,724 | - | 10,883 | - |
| 7010 | Other income | 15,267 | - | 12,403 | - |
| 7020 | Other benefits and losses | (50,264) | (1) | 8,040 | - |
| 7050 | Financial costs | (9,933) | - | (12,669) | - |
| 7000 | Total non-operating income and expenses | (31,408) | (1) | <u>18,657</u> | <u>-</u> |
| 7900 | Net income before tax | 581,700 | 12 | 274,574 | 8 |
| 7950 | Income tax expense (Notes IV and XXVI) | (158,046) | (3) | (67,664) | (2) |
| 8200 | Net profit for the year | <u>423,654</u> | <u>9</u> | <u>206,910</u> | <u>6</u> |

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| Code | | 2024 | | 2023 | |
|------|---|-------------------|-----------|-------------------|----------|
| | | Amount | % | Amount | % |
| | Other comprehensive income (Notes XXVI) | | | | |
| | Items not reclassified to profit or loss | | | | |
| 8316 | Unrealized evaluation gains and losses on equity instrument investments measured at fair value through other comprehensive gains and losses | \$ 4,922 | - | (\$ 2,997) | - |
| 8349 | Income taxes related to items that are not reclassified | (984) | - | 578 | - |
| 8310 | | <u>3,938</u> | <u>-</u> | <u>(2,419)</u> | <u>-</u> |
| 8360 | Items that may be reclassified subsequently to profit or loss | | | | |
| 8361 | Exchange differences on translation of financial statements of foreign operating institutions | 74,233 | 1 | (18,747) | - |
| 8399 | Income taxes related to items that are reclassified | (14,843) | - | 3,749 | - |
| | | <u>59,390</u> | <u>1</u> | <u>(14,998)</u> | <u>-</u> |
| 8300 | Other comprehensive profit or loss for the year (net after tax) | <u>63,328</u> | <u>1</u> | <u>(17,417)</u> | <u>-</u> |
| 8500 | Total comprehensive profit or loss for the year | <u>\$ 486,982</u> | <u>10</u> | <u>\$ 189,493</u> | <u>6</u> |
| | Net profit (loss) is attributable to: | | | | |
| 8610 | Owner of the parent company | \$ 442,111 | 9 | \$ 220,658 | 7 |
| 8620 | Non-controlling equity | (18,457) | - | (13,748) | (1) |
| 8600 | | <u>\$ 423,654</u> | <u>9</u> | <u>\$ 206,910</u> | <u>6</u> |
| | Total consolidated profit or loss is attributable to: | | | | |
| 8710 | Owner of the parent company | \$ 505,439 | 11 | \$ 203,241 | 6 |
| 8720 | Non-controlling equity | (18,457) | (1) | (13,748) | - |
| 8700 | | <u>\$ 486,982</u> | <u>10</u> | <u>\$ 189,493</u> | <u>6</u> |
| | Earnings per share (Note XXVII) | | | | |
| 9750 | Basic | <u>\$ 7.36</u> | | <u>\$ 3.67</u> | |
| 9850 | Dilution | <u>\$ 7.32</u> | | <u>\$ 3.65</u> | |

The accompanying notes are part of this consolidated financial report.

Chairman: Liang, Hui-Pin General Manager: Wu, Chuan-Shih Accounting Supervisor: Lai Yi-Han

Solid Year Co., LTD and subsidiaries
Consolidated Statement of Changes in Equity
Jan. 1 to Dec. 31, 2024 and 2023

Unit: NT\$'000

| Code | | Ordinary share capital (Note XXIII) | Capital fund (Note XXIII) | Retained earnings (Note 23) | | | Other equity | | Total owner's equity of parent company | Non-controlling equity | Total equity |
|------|--|--|------------------------------|-----------------------------|-----------------|------------------------|---|---|--|------------------------|---------------------|
| | | | | Legal reserve | Special reserve | Undistributed earnings | Unrealized losses on financial assets measured at fair value through other comprehensive income or loss | Exchange differences on translation of financial statements of foreign operating institutions | | | |
| A1 | Balance as of January 1, 2023 | \$ 600,504 | \$ 90,525 | \$ 168,555 | \$ 22,669 | \$ 529,945 | (\$ 35,700) | \$ 7,559 | \$ 1,384,057 | \$ 25,369 | \$ 1,409,426 |
| | Appropriation and distribution of earnings | | | | | | | | | | |
| B1 | Legal reserve | - | - | 18,894 | - | (18,894) | - | - | - | - | - |
| B3 | Special reserve | - | - | - | 23,827 | (23,827) | - | - | - | - | - |
| B5 | Cash dividends to shareholders of the Company | - | - | - | - | (114,096) | - | - | (114,096) | - | (114,096) |
| D1 | Net income in 2023 | - | - | - | - | 220,658 | - | - | 220,658 | (13,748) | 206,910 |
| D3 | Other comprehensive income after tax in 2023 | - | - | - | - | - | (2,419) | (14,998) | (17,417) | - | (17,417) |
| D5 | Total comprehensive income in 2023 | - | - | - | - | 220,658 | (2,419) | (14,998) | 203,241 | (13,748) | 189,493 |
| Z1 | Balance as of December 31, 2023 | 600,504 | 90,525 | 187,449 | 46,496 | 593,786 | (38,119) | (7,439) | 1,473,202 | 11,621 | 1,484,823 |
| | Appropriation and distribution of earnings | | | | | | | | | | |
| B1 | Legal reserve | - | - | 35,837 | - | (35,837) | - | - | - | - | - |
| B3 | Special reserve | - | - | - | (46,496) | 46,496 | - | - | - | - | - |
| B5 | Cash dividends to shareholders of the Company | - | - | - | - | (192,161) | - | - | (192,161) | - | (192,161) |
| D1 | Net income in 2024 | - | - | - | - | 442,111 | - | - | 442,111 | (18,457) | 423,654 |
| D3 | Other comprehensive income after tax in 2024 | - | - | - | - | - | 3,938 | 59,390 | 63,328 | - | 63,328 |
| D5 | Total comprehensive profit or loss for 2024 | - | - | - | - | 442,111 | 3,938 | 59,390 | 505,439 | (18,457) | 486,982 |
| M7 | Changes in ownership interests in subsidiaries | - | - | - | - | - | - | - | - | (3,467) | (3,467) |
| Z1 | Balance as of December 31, 2024 | <u>\$ 600,504</u> | <u>\$ 90,525</u> | <u>\$ 223,286</u> | <u>\$ -</u> | <u>\$ 854,395</u> | <u>(\$ 34,181)</u> | <u>\$ 51,951</u> | <u>\$ 1,786,480</u> | <u>(\$ 10,303)</u> | <u>\$ 1,776,177</u> |

The accompanying notes are part of this consolidated financial report.

Chairman: Liang ,Hui-Pin

General Manager : Wu ,Chuan-Shih

Accounting Supervisor: Lai Yi-Han

Solid Year Co., LTD and subsidiaries
Consolidated Statements of Cash Flows
Jan. 1 to Dec. 31, 2024 and 2023

Unit: NT\$,000

| Code | | 2024 | 2023 |
|--------|-------------------------------------|----------------|----------------|
| | Cash flow from operating activities | | |
| A10000 | Net profit before tax for the year | \$ 581,700 | \$ 274,574 |
| A20010 | Income, expense and loss items | | |
| A20100 | Depreciation expense | 62,164 | 64,725 |
| A20200 | Amortization expense | 3,997 | 3,729 |
| A20300 | Expected credit impairment | | |
| | (turning interest) loss | (1,803) | 2,609 |
| A20900 | Financial costs | 9,933 | 12,669 |
| A21200 | Interest income | (14,724) | (10,883) |
| A22400 | Share of recognized losses of | | |
| | associates under equity | | |
| | method | 1,202 | - |
| A22500 | Losses from the disposal of | | |
| | property, plant and equipment | 2,378 | 1,314 |
| A23100 | Gains on disposal of investments | (537) | - |
| A23700 | Inventory depreciation and | | |
| | impairment losses | 19,862 | 25,688 |
| A24100 | Net gain from foreign currency | | |
| | exchange | (8,201) | (9,448) |
| A30000 | Net change in operating assets and | | |
| | liabilities | | |
| A31150 | Notes and accounts receivable | (74,593) | 26,543 |
| A31180 | Other receivables | 6,441 | (125) |
| A31200 | Inventory | 112,905 | 70,548 |
| A31230 | Payment in advance | (44,102) | 29,400 |
| A31240 | Other current assets | (84) | 1,287 |
| A32125 | Contractual Liabilities - Current | 13,385 | (78,846) |
| A32150 | Accounts payable | (8,674) | 57,472 |
| A32180 | Other payables | 31,774 | 15,744 |
| A32200 | Provision for liabilities | 41,540 | 11,052 |
| A32230 | Other current liabilities | 6,322 | 26 |
| A33000 | Cash generated from operations | 740,885 | 498,078 |
| A33100 | Interest collected | 14,724 | 10,879 |
| A33300 | Interest paid | (6,942) | (9,676) |
| A33500 | Income tax paid | (67,784) | (36,832) |
| AAAA | Cash inflow from operating | | |
| | activities | <u>680,883</u> | <u>462,449</u> |

Cash flows from investing activities

(Continued on next page)

(Continued from previous page)

| Code | | 2024 | 2023 |
|--------|---|---------------|---------------|
| B00010 | Financial assets at fair value through other comprehensive income or loss | (\$ 48,000) | (\$ 35,892) |
| B00020 | Disposal of financial assets at fair value through other comprehensive income | - | 35,892 |
| B02300 | Net cash outflows from disposal of subsidiaries | (4,806) | - |
| B02700 | Purchase of property, plant and equipment | (26,547) | (107,167) |
| B02800 | Disposal amount of real estate, plant and equipment | 311 | 2,042 |
| B03700 | Deposit margin increased | (6,937) | (14,472) |
| B04500 | Purchase of intangible assets | (7,922) | (2,140) |
| B06800 | Decrease of other non-current assets | 1,047 | 3,230 |
| B07100 | Prepayment for equipment increased | (6,033) | (3,470) |
| BBBB | Net cash outflow from investing activities | (98,887) | (121,977) |
| | Cash flow from financing activities | | |
| C00100 | Increase in short-term borrowing | 30,000 | 85,000 |
| C00200 | Decrease in short-term borrowings | (68,000) | (234,000) |
| C01600 | Long-term loans | 8,900 | 106,660 |
| C01700 | Repayment of long-term borrowings | (176,704) | (63,089) |
| C03000 | Collect deposit margin | 764 | - |
| C03100 | Decrease in guarantee for deposits received | - | (240) |
| C04020 | Repayment of principal of lease liabilities | (13,671) | (14,823) |
| C04500 | Payment of dividends | (126,106) | (150,125) |
| CCCC | Net cash outflow from financing activities | (344,817) | (270,617) |
| DDDD | Effect of exchange rate changes on cash and cash equivalents | 9,919 | (13,244) |
| EEEE | Net increase in cash and cash equivalents | 247,098 | 56,611 |
| E00100 | Cash and approximate cash balance at the beginning of the year | 405,474 | 348,863 |
| E00200 | Cash and approximate cash balance at the end of the year | \$ 652,572 | \$ 405,474 |

The accompanying notes are part of this consolidated financial report.

Chairman: Liang, Hui-Pin General Manager: Wu, Chuan-Shih Accounting Supervisor: Lai, Yi-Han

Independent Auditors' Report

To: Solid Year Co., Ltd

Auditors' Opinion

We have audited the parent company only financial statements of Solid Year Co., Ltd, which comprise the parent company only balance sheets as of the years ended Dec. 31, 2024 and 2023, and the parent company only comprehensive income statement, parent company only statement of changes in equity, parent company only cash flow statement from Jan. 1 to Dec. 31, 2024 and 2023, and notes to parent company only financial statements (including summary of significant accounting policies).

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of Solid Year Co., Ltd as of Dec. 31, 2024 and Dec. 31, 2023 as well as the parent company only financial performance and cash flows from Jan. 1, 2024 and Dec. 31, 2023 in accordance with the Standards for the Preparation of Financial Reporting by Securities Issuers.

Basis for Audit Opinions

We have duly conducted the audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing. The responsibilities of the attesting CPAs under these standards will be further explained in the auditor's responsibility section of the audit of the financial statements. We are independent of Solid Year Co., Ltd. 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 sufficient and appropriate audit evidence has been obtained in order to be served as a basis for presenting our audit opinion.

Key Audit Matters

Key audit items refer to the items that, in the professional judgment of the accountant, are the most important in the audit of the individual financial statements of Solid Year Co., LTD for the year 2024. These matters were addressed in the context of our audit of the Company as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended 2024 are stated as follows:

Recognition of revenue

Solid Year Co., Ltd. primarily engages in the manufacturing and sales of various electronic components and computer peripherals. Due to the significance of sales revenue affecting the overall financial statements, there is pressure to achieve the expected targets. Moreover, auditing standards presume a risk of revenue recognition fraud, hence we evaluate the authenticity of certain significant and significantly growing customer sales revenue

as a key audit matter. For the accounting policy on income recognition, please refer to Note 4 to the parent company only financial reports.

The audit procedures performed by the auditor for the above matters are summarized as follows:

1. Understand and test the design and effectiveness of internal control systems related to revenue recognition.
2. Select samples from the revenue ledger to perform transaction detail test, inspect orders, relevant shipping documents and payment collection, and confirm the authenticity of sales revenue.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements, in all material respects, 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 the 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 members of the Audit and Risk 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 will always detect a material misstatement when it exists. Misrepresentation may result from fraud or error. Misstatements in the parent company only financial statements can arise from either 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, we exercise professional judgment and maintain professional skepticism throughout the audit. The accountant also performs the following work:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies adopted by management and the reasonableness of accounting estimates and related disclosures.
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 relevant notes) and whether the parent company only financial statements allow the expression of relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the business entities within the Company, to express an opinion on the parent company only financial statements. We are responsible for the guidance, supervision, and execution of the audit case, and is responsible for forming an audit opinion on Solid Year Co., Ltd.

The matters communicated by the accountant with the governing body include the planned scope and timing of the audit and significant audit findings (including significant lack of internal control identified during the audit).

From the matters communicated with the management unit, the accountant decides the key matters for the audit of 2024 the individual financial statements of Solid Year Co., LTD. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte&Touche United Accounting Firm

Accountant Su, Ting-Chien

CPA Hsu Jui-Lung

Approval document No. of the Financial
Supervisory Commission
Financial Management Certificate Audit
Zi No. 1070323246

Approval document No. of the Financial
Supervisory Commission
Financial Management Certificate Audit Zi
No. 1130349292

March 24, 2025

Solid Year Co., LTD
Parent Company Only Balance Sheet
Dec. 31, 2024 and 2023

Unit: NT\$'000

| Code | Assets | Dec. 31, 2024 | | Dec. 31, 2023 | |
|------|--|---------------------|------------|---------------------|------------|
| | | Amount | % | Amount | % |
| | Current assets | | | | |
| 1100 | Cash and cash equivalents (Notes IV and VI) | \$ 536,060 | 12 | \$ 350,583 | 10 |
| 1170 | Notes and accounts receivable (Notes IV, VIII, XXII and XXIX) | 938,611 | 22 | 772,473 | 21 |
| 1200 | Other receivables (Notes IV, VIII and XXIX) | 1,916 | - | 7,512 | - |
| 130X | Inventory (Notes IV, V and IX) | 123,253 | 3 | 204,784 | 6 |
| 1470 | Other current assets (Note XV) | 51,400 | 1 | 53,506 | 1 |
| 11XX | Total current assets | <u>1,651,240</u> | <u>38</u> | <u>1,388,858</u> | <u>38</u> |
| | Non-current assets | | | | |
| 1517 | Financial assets at fair value through other comprehensive income or loss - non-current (Notes IV and VII) | 63,300 | 2 | 10,378 | - |
| 1550 | Investments accounted for using the equity method (Notes IV and X) | 1,661,132 | 38 | 1,313,555 | 36 |
| 1600 | Property, plant and equipment (Notes IV, XI and XXX) | 729,703 | 17 | 724,474 | 20 |
| 1755 | Right-of-use assets (Notes IV, XII and XXIX) | 12,190 | - | 12,763 | - |
| 1780 | Intangible assets (Notes IV and XIV) | 7,421 | - | 2,320 | - |
| 1760 | Investment property (Notes IV, XIII and XXX) | 146,713 | 3 | 148,943 | 4 |
| 1840 | Deferred income tax assets (Notes IV and XXIV) | 30,816 | 1 | 31,153 | 1 |
| 1990 | Other non-current assets (Note XV) | 25,054 | 1 | 16,609 | 1 |
| 15XX | Total non-current assets | <u>2,676,329</u> | <u>62</u> | <u>2,260,195</u> | <u>62</u> |
| 1XXX | Total assets | <u>\$ 4,327,569</u> | <u>100</u> | <u>\$ 3,649,053</u> | <u>100</u> |
| | Liabilities and equity | | | | |
| | Current liabilities | | | | |
| 2100 | Short-term borrowings (Notes XVI and XXX) | \$ 80,000 | 2 | \$ 115,000 | 3 |
| 2130 | Contract liabilities - Current (Notes IV and XXII) | 73,193 | 2 | 71,823 | 2 |
| 2170 | Accounts payables (Notes XVII and XXIX) | 1,622,648 | 38 | 1,271,589 | 35 |
| 2200 | Other accounts payables (Notes XVIII and XXIX) | 218,228 | 5 | 123,560 | 3 |
| 2230 | Current income tax liabilities (Notes IV and XXIV) | 45,278 | 1 | 35,944 | 1 |
| 2250 | Current liabilities - provisions (Note XIX) | 46,046 | 1 | 23,336 | 1 |
| 2280 | Lease liabilities - current (Notes IV, XII and XXIX) | 3,524 | - | 2,418 | - |
| 2320 | Long-term loans due within one year (Notes XVI and XXX) | 17,666 | - | 23,128 | 1 |
| 2399 | Other current liabilities (Notes XVIII) | 2,026 | - | 2,105 | - |
| 21XX | Total current liabilities | <u>2,108,609</u> | <u>49</u> | <u>1,668,903</u> | <u>46</u> |
| | Non-current liabilities | | | | |
| 2540 | Long-term borrowings (Notes XVI and XXX) | 170,030 | 4 | 332,372 | 9 |
| 2570 | Deferred income tax liabilities (Notes IV and XXIV) | 228,385 | 5 | 163,803 | 5 |
| 2580 | Lease liabilities - non-current (Notes IV, XII and XXIX) | 9,093 | - | 10,581 | - |
| 2670 | Other non-current liabilities (Notes X and XVIII) | 24,972 | 1 | 192 | - |
| 25XX | Total non-current liabilities | <u>432,480</u> | <u>10</u> | <u>506,948</u> | <u>14</u> |
| 2XXX | Total liabilities | <u>2,541,089</u> | <u>59</u> | <u>2,175,851</u> | <u>60</u> |
| | Rights and benefits | | | | |
| 3110 | Ordinary share capital | 600,504 | 14 | 600,504 | 16 |
| 3200 | Capital fund | 90,525 | 2 | 90,525 | 2 |
| | Retained earnings | | | | |
| 3310 | Legal reserve | 223,286 | 5 | 187,449 | 5 |
| 3320 | Special reserve | - | - | 46,496 | 2 |
| 3350 | Undistributed earnings | 854,395 | 20 | 593,786 | 16 |
| 3400 | Other equity | 17,770 | - | (45,558) | (1) |
| 3XXX | Total equity | <u>1,786,480</u> | <u>41</u> | <u>1,473,202</u> | <u>40</u> |
| | Total liabilities and equity | <u>\$ 4,327,569</u> | <u>100</u> | <u>\$ 3,649,053</u> | <u>100</u> |

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

Chairman: Liang, Hui-Pin

General Manager: Wu, Chuan-Shih

Accounting Supervisor: Lai, Yi-Han

Solid Year Co., LTD
Parent Company only Statement of Comprehensive Income

Jan. 1 to Dec. 31, 2024 and 2023

Unit: In NT\$'000, except earnings per share in NT\$

| Code | | 2024 | | 2023 | |
|------|--|--------------------|---------------|--------------------|---------------|
| | | Amount | % | Amount | % |
| 4000 | Operating revenue (Notes IV, XXII and XXIX) | \$ 4,633,092 | 100 | \$ 3,216,692 | 100 |
| 5000 | Operating costs (Notes IV, IX and XXIX) | (3,852,702) | (83) | (2,735,993) | (85) |
| 5900 | Operating Gross Profit | <u>780,390</u> | <u>17</u> | <u>480,699</u> | <u>15</u> |
| | Operating expenses (Notes XXIII and XXIX) | | | | |
| 6100 | Sales expense | (228,202) | (5) | (123,033) | (4) |
| 6200 | Management fee | (159,717) | (4) | (136,099) | (4) |
| 6300 | Research and development expenses | (49,903) | (1) | (47,399) | (2) |
| 6450 | Expected credit impairment reversal benefit (loss) (Note VIII) | <u>68</u> | <u>-</u> | (<u>253</u>) | <u>-</u> |
| 6000 | Total operating expenses | (<u>437,754</u>) | (<u>10</u>) | (<u>306,784</u>) | (<u>10</u>) |
| 6900 | Net operating profit | <u>342,636</u> | <u>7</u> | <u>173,915</u> | <u>5</u> |
| | Non-operating income and expenses (Notes XXIII and XXIX) | | | | |
| 7100 | Interest income | 13,319 | 1 | 9,529 | 1 |
| 7010 | Other income | 9,312 | - | 7,566 | - |
| 7020 | Other benefits and losses | (39,301) | (1) | 911 | - |
| 7050 | Financial costs | (6,662) | - | (9,183) | - |
| 7070 | The share of profits and losses of subsidiaries and associates recognized by the equity method | <u>231,070</u> | <u>5</u> | <u>105,997</u> | <u>3</u> |
| 7000 | Total non-operating income and expenses | <u>207,738</u> | <u>5</u> | <u>114,820</u> | <u>4</u> |
| 7900 | Net income before tax | 550,374 | 12 | 288,735 | 9 |
| 7950 | Income tax liabilities (Notes IV and XXIV) | (<u>108,263</u>) | (<u>2</u>) | (<u>68,077</u>) | (<u>2</u>) |

(Continued on next page)

(Continued from previous page)

| Code | | 2024 | | 2023 | |
|------|---|-------------------|-----------|-------------------|--------------|
| | | Amount | % | Amount | % |
| 8200 | Net profit for the year | <u>442,111</u> | <u>10</u> | <u>220,658</u> | <u>7</u> |
| | Other comprehensive income (Notes XXIV and XXVIII) | | | | |
| 8310 | Items not reclassified to profit or loss | | | | |
| 8316 | Unrealized evaluation gains and losses on equity instrument investments measured at fair value through other comprehensive gains and losses | 4,922 | - | (2,997) | - |
| 8349 | Income taxes related to items that are not reclassified | (<u>984</u>) | <u>-</u> | <u>578</u> | <u>-</u> |
| | | <u>3,938</u> | <u>-</u> | (<u>2,419</u>) | <u>-</u> |
| 8360 | Items that may be reclassified subsequently to profit or loss | | | | |
| 8361 | Exchange differences on translation of financial statements of foreign operating institutions | 74,233 | 1 | (18,747) | (1) |
| 8399 | Income taxes related to items that are reclassified | (<u>14,843</u>) | <u>-</u> | <u>3,749</u> | <u>-</u> |
| | | <u>59,390</u> | <u>1</u> | (<u>14,998</u>) | (<u>1</u>) |
| 8300 | Other comprehensive profit or loss for the year (net after tax) | <u>63,328</u> | <u>1</u> | (<u>17,417</u>) | (<u>1</u>) |
| 8500 | Total comprehensive profit or loss for the year | <u>\$ 505,439</u> | <u>11</u> | <u>\$ 203,241</u> | <u>6</u> |
| | Earnings per share (Note XXV) | | | | |
| 9750 | Basic | <u>\$ 7.36</u> | | <u>\$ 3.67</u> | |
| 9850 | Dilution | <u>\$ 7.32</u> | | <u>\$ 3.65</u> | |

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

Chairman: Liang, Hui-Pin

General Manager: Wu, Chuan-Shih

Accounting Supervisor: Lai, Yi-Han

Solid Year Co., LTD
Parent Company Only Statement of Changes in Equity
Jan. 1 to Dec. 31, 2024 and 2023

Unit: NT\$'000

| Code | | Ordinary share capital (Note XXI) | Capital fund (Note XXI) | Retained earnings (Note 21) | | | Other equity | | Total equity |
|------|---|--------------------------------------|----------------------------|-----------------------------|-----------------|------------------------|---|---|---------------------|
| | | | | Legal reserve | Special reserve | Undistributed earnings | Financial assets at fair value through other comprehensive income or loss | Exchange differences on translation of financial statements of foreign operating institutions | |
| A1 | Balance as of January 1, 2023 | \$ 600,504 | \$ 90,525 | \$ 168,555 | \$ 22,669 | \$ 529,945 | (\$ 35,700) | \$ 7,559 | \$ 1,384,057 |
| | Appropriation and distribution of earnings | | | | | | | | |
| B1 | Legal reserve | - | - | 18,894 | - | (18,894) | - | - | - |
| B3 | Special reserve | - | - | - | 23,827 | (23,827) | - | - | - |
| B5 | Cash dividends to shareholders of the Company | - | - | - | - | (114,096) | - | - | (114,096) |
| D1 | Net income in 2023 | - | - | - | - | 220,658 | - | - | 220,658 |
| D3 | Other comprehensive income after tax in 2023 | - | - | - | - | - | (2,419) | (14,998) | (17,417) |
| D5 | Total comprehensive income in 2023 | - | - | - | - | 220,658 | (2,419) | (14,998) | 203,241 |
| Z1 | Balance as of December 31, 2023 | 600,504 | 90,525 | 187,449 | 46,496 | 593,786 | (38,119) | (7,439) | 1,473,202 |
| | Appropriation and distribution of earnings | | | | | | | | |
| B1 | Legal reserve | - | - | 35,837 | - | (35,837) | - | - | - |
| B3 | Special reserve | - | - | - | (46,496) | 46,496 | - | - | - |
| B5 | Cash dividends to shareholders of the Company | - | - | - | - | (192,161) | - | - | (192,161) |
| D1 | Net income in 2024 | - | - | - | - | 442,111 | - | - | 442,111 |
| D3 | Other comprehensive income after tax in 2024 | - | - | - | - | - | 3,938 | 59,390 | 63,328 |
| D5 | Total comprehensive profit or loss for 2024 | - | - | - | - | 442,111 | 3,938 | 59,390 | 505,439 |
| Z1 | Balance as of December 31, 2024 | <u>\$ 600,504</u> | <u>\$ 90,525</u> | <u>\$ 223,286</u> | <u>\$ -</u> | <u>\$ 854,395</u> | <u>(\$ 34,181)</u> | <u>\$ 51,951</u> | <u>\$ 1,786,480</u> |

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

Chairman: Liang, Hui-Pin

General Manager: Wu, Chuan-Shih

Accounting Supervisor: Lai, Yi-Han

Solid Year Co., LTD
Parent Company Only Statement of Cash Flows
Jan. 1 to Dec. 31, 2024 and 2023

Unit: NT\$'000

| Code | | 2024 | 2023 |
|--------|---|----------------|----------------|
| | Cash flow from operating activities | | |
| A10000 | Net profit before tax for the year | \$ 550,374 | \$ 288,735 |
| A20010 | Income, expense and loss items: | | |
| A20300 | Expected credit impairment (turning interest) loss | (68) | 253 |
| A20100 | Depreciation expense | 17,825 | 17,012 |
| A20200 | Amortization expense | 2,325 | 1,788 |
| A20900 | Financial costs | 6,662 | 9,183 |
| A21200 | Interest income | (13,319) | (9,529) |
| A22400 | The share of profits and losses of subsidiaries and associates by the equity method | (231,070) | (105,997) |
| A22500 | Disposal of property, plant and equipment losses (gains) | 796 | (685) |
| A23200 | Gains on disposal of subsidiaries | (537) | - |
| A23700 | Inventory depreciation and impairment losses | 4,834 | 23,602 |
| A24100 | Net gain from foreign currency exchange | 12,646 | (15,731) |
| A30000 | Net change in operating assets and liabilities | | |
| A31150 | Accounts receivable | (150,794) | (10,374) |
| A31180 | Other receivables | 5,608 | 728 |
| A31200 | Inventory | 76,697 | (208,940) |
| A31230 | Payment in advance | (3,311) | 22,096 |
| A31240 | Other current assets | 5,417 | (16,237) |
| A32125 | Contractual Liabilities - Current | 1,370 | (25,294) |
| A32150 | Accounts payable | 323,279 | 507,106 |
| A32180 | Other payables | 28,590 | 2,845 |
| A32200 | Provision for liabilities | 22,710 | 11,052 |
| A32230 | Other current liabilities | (79) | 39 |
| A33000 | Cash generated from operations | 659,955 | 491,652 |
| A33100 | Interest collected | 13,319 | 9,529 |
| A33300 | Interest paid | (6,504) | (8,903) |
| A33500 | Income tax paid | (49,837) | (36,905) |
| AAAA | Cash inflow from operating activities | <u>616,933</u> | <u>455,373</u> |

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(Continued from previous page)

| Code | | 2024 | 2023 |
|--------|---|-------------|-------------|
| | Cash flows from investing activities | | |
| B00010 | Financial assets at fair value through other comprehensive income or loss | (48,000) | (35,892) |
| B00020 | Disposal of financial assets at fair value through other comprehensive income | - | 35,892 |
| B01800 | Acquisition of long-term equity investments accounted for using the equity method | (17,698) | - |
| B02700 | Purchase of property, plant and equipment | (17,231) | (99,617) |
| B02800 | Disposal amount of real estate, plant and equipment | - | 2,000 |
| B03800 | Deposit margin increased | (6,722) | (15,199) |
| B04600 | Purchase of intangible assets | (7,426) | (1,429) |
| B06800 | Decrease of other non-current assets | 403 | 3,230 |
| B07100 | Prepayment for equipment increased | (3,106) | (490) |
| BBBB | Net cash outflow from investing activities | (99,780) | (111,505) |
| | Cash flow from financing activities | | |
| C00100 | Increase in short-term borrowing | 30,000 | 85,000 |
| C00200 | Decrease in short-term borrowings | (65,000) | (234,000) |
| C04020 | Repayment of principal of lease liabilities | (3,507) | (3,253) |
| C01600 | Long-term loans | 8,900 | 106,660 |
| C01700 | Repayment of long-term borrowings | (176,704) | (63,089) |
| C03000 | Collect deposit margin | 741 | - |
| C03100 | Decrease in guarantee for deposits received | - | (690) |
| C04500 | Payment of dividends | (126,106) | (150,125) |
| CCCC | Net cash outflow from financing activities | (331,676) | (259,497) |
| EEEE | Net increase in cash and cash equivalents | 185,477 | 84,371 |
| E00100 | Cash and approximate cash balance at the beginning of the year | 350,583 | 266,212 |
| E00200 | Cash and approximate cash balance at the end of the year | \$ 536,060 | \$ 350,583 |

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

Chairman: Liang, Hui-Pin

General Manager: Wu, Chuan-Shih

Accounting Supervisor: Lai, Yi-Han

Solid Year Co., Ltd.

Comparison Table of Amendments to the Articles of Incorporation

| Article before amendment | Article after amendment | Amendment description |
|---|---|--|
| <p>Article 20:</p> <p>When the Company makes a profit, it shall allocate 3–10% of the profit for compensation, which shall be paid in the form of stock or cash after resolution by the Board of Directors. Employees of the parent company or its subsidiaries meeting certain requirements are eligible to receive remuneration. The Company may allocate 1–5% of the aforesaid profits as remuneration to the directors as resolved by the Board of Directors. Employee remuneration and directors' remuneration distribution plans shall be reported to the shareholders' meeting. However, if the Company still has accumulated losses, it shall first make up for the losses and then allocate the remuneration of employees and directors in accordance with the proportions mentioned in the preceding paragraph.</p> | <p>Article 20:</p> <p>If the Company recognized a profit, 3–10% of the profit shall be set aside as employee compensation, <u>of which no less than 3% shall be allocated to entry-level employees</u>, with the Board of Directors resolving on distribution in the form of stock or cash. The recipients may include employees of subsidiaries meeting certain criteria. The Company may also, from the aforementioned profit, by resolution of the Board of Directors, set aside 1–5% as compensation for Directors. Employee remuneration and directors' remuneration distribution plans shall be reported to the shareholders' meeting. However, if the Company still has accumulated losses, it shall first make up for the accumulated losses in advance and then allocate the remuneration of employees and directors in accordance with the proportion mentioned in the preceding paragraph.</p> | <p>Amended in accordance with the provisions of the Securities and Exchange Act.</p> |
| <p>Article 23:</p> <p>These Articles of Incorporation were enacted on December 13, 1978.</p> <p>The first amendment was made on Jun.10, 1982.</p> <p>The second amendment was made on May 20, 1983.</p> <p>The third amendment was made on Feb. 20, 1986.</p> <p>The fourth amendment was made on March 20, 1986.</p> <p>The fifth amendment was made on Nov. 20, 1986.</p> <p>The sixth amendment was made on Jun. 5, 1991.</p> <p>The seventh amendment was made on Oct. 15, 1993.</p> <p>The eighth amendment was made on Nov. 8, 1996.</p> <p>The ninth amendment was made on November 4, 2000.</p> <p>The tenth amendment was made on Dec. 11, 2001.</p> | <p>Article 23:</p> <p>These Articles of Incorporation were enacted on December 13, 1978.</p> <p>The first amendment was made on Jun.10, 1982.</p> <p>The second amendment was made on May 20, 1983.</p> <p>The third amendment was made on Feb. 20, 1986.</p> <p>The fourth amendment was made on March 20, 1986.</p> <p>The fifth amendment was made on Nov. 20, 1986.</p> <p>The sixth amendment was made on Jun. 5, 1991.</p> <p>The seventh amendment was made on Oct. 15, 1993.</p> <p>The eighth amendment was made on Nov. 8, 1996.</p> <p>The ninth amendment was made on November 4, 2000.</p> <p>The tenth amendment was made on Dec. 11, 2001.</p> | <p>Frequency and date of amendments</p> |

| | | |
|--|--|--|
| <p>The eleventh amendment was made on Dec. 4, 2002.</p> <p>The twelfth amendment was made on Dec. 4, 2002.</p> <p>The thirteenth amendment was made on May 14, 2003.</p> <p>The fourteenth amendment was made on May 28, 2003.</p> <p>The fifteenth amendment was made on Jun. 22, 2011.</p> <p>The sixteenth amendment was made on Jun. 22, 2011.</p> <p>The seventeenth amendment was made on Dec.18, 2012.</p> <p>The eighteenth amendment was made on Jun. 28, 2013.</p> <p>The nineteenth amendment was made on Jun. 25, 2014.</p> <p>The twentieth amendment was made on Jun. 30, 2015.</p> <p>The twenty-first amendment was made on Aug. 20, 2015.</p> <p>The twenty-second amendment was made on Nov. 3, 2015.</p> <p>The twenty-third amendment was made on Dec. 30, 2015.</p> <p>The twenty-fourth amendment was made on Jun. 30, 2016.</p> <p>The twenty-fifth amendment was made on Apr. 6, 2017.</p> <p>The twenty-sixth amendment was made on Jun.8, 2017.</p> <p>The twenty-seventh amendment was made on Jun. 25, 2018.</p> <p>The twenty-eighth amendment was made on Jun. 10, 2019.</p> <p>The twenty-ninth amendment was made on Nov. 11, 2019.</p> <p>The thirtieth amendment was made on Dec. 11, 2020.</p> <p>The thirty-first amendment was made on Dec. 28, 2021.</p> <p>The thirty-second amendment was made on Jun. 17, 2022.</p> | <p>The eleventh amendment was made on Dec. 4, 2002.</p> <p>The twelfth amendment was made on Dec. 4, 2002.</p> <p>The thirteenth amendment was made on May 14, 2003.</p> <p>The fourteenth amendment was made on May 28, 2003.</p> <p>The fifteenth amendment was made on Jun. 22, 2011.</p> <p>The sixteenth amendment was made on Jun. 22, 2011.</p> <p>The seventeenth amendment was made on Dec.18, 2012.</p> <p>The eighteenth amendment was made on Jun. 28, 2013.</p> <p>The nineteenth amendment was made on Jun. 25, 2014.</p> <p>The twentieth amendment was made on Jun. 30, 2015.</p> <p>The twenty-first amendment was made on Aug. 20, 2015.</p> <p>The twenty-second amendment was made on Nov. 3, 2015.</p> <p>The twenty-third amendment was made on Dec. 30, 2015.</p> <p>The twenty-fourth amendment was made on Jun. 30, 2016.</p> <p>The twenty-fifth amendment was made on Apr. 6, 2017.</p> <p>The twenty-sixth amendment was made on Jun.8, 2017.</p> <p>The twenty-seventh amendment was made on Jun. 25, 2018.</p> <p>The twenty-eighth amendment was made on Jun. 10, 2019.</p> <p>The twenty-ninth amendment was made on Nov. 11, 2019.</p> <p>The thirtieth amendment was made on Dec. 11, 2020.</p> <p>The thirty-first amendment was made on Dec. 28, 2021.</p> <p>The thirty-second amendment was made on Jun. 17, 2022.</p> | |
|--|--|--|

| | | |
|--|--|--|
| The thirty-third amendment was made on March 10, 2023. | The thirty-third amendment was made on March 10, 2023. <u>The thirty-fourth amendment will be made on May 30, 2025.</u> | |
|--|--|--|

Nomination of candidates for the 17th Board of Directors and
Independent Directors of the Company

| Job title | Name | Number of shares held | Academic experience |
|----------------|-----------------|-----------------------|---|
| Board director | Liang, Hui-Pin | 3,901,180 | <ul style="list-style-type: none"> ◆National Changhua Normal University ◆SOLID YEAR CO., LTD. Chairman ◆Goldtek Technology Co., Ltd. Board director |
| Board director | Liang, Ching-Yu | 1,022,781 | <ul style="list-style-type: none"> ◆Kun Shan University Department of Accounting ◆HUA-SHENG Investment Co., Ltd. Board director ◆SOLID YEAR CO., LTD. Sustainability Dep. Associate |
| Board director | Liang, Hui-Hu | 4,690,311 | <ul style="list-style-type: none"> ◆The Affiliated Industrial Vocational High School of NCUE ◆SOLID YEAR CO., LTD. Executive Director ◆Dongguan Solidtek Electronics Co., Ltd. Board director |
| Board director | Tai, Wen-Cheng | 0 | <ul style="list-style-type: none"> ◆National Taipei University of Technology ◆Tunghai University Senior Management Training Course ◆FU SAN MACHINERY CO., LTD. Deputy General Manager |
| Board director | Wu, Shih-Wen | 120,580 | <ul style="list-style-type: none"> ◆ZEN DEL High School ◆HORNG CHANG AUTO MACHINERY WORKS Chairman ◆SHIH-HO Industrial Co., Ltd. Chairman |
| Board director | Liang, Chun-Kai | 4,000 | <ul style="list-style-type: none"> ◆Doctor of Engineering, Department of Industrial Education and Technology, College of Science and Technology, National Changhua University of Education ◆TIAN JHENG CONSTRUCTION & DEVELOPMENT CO., LTD. Chairman ◆Shangyuan Real Estate Development Co., Ltd. Chairman ◆Tianzhijiaozi Enterprise Co., Ltd. Chairman ◆LING TUNG University Part-time Lecturer |

| | | | |
|----------------------|--------------------|---|---|
| Independent director | Yang, Yung-Lieh | 0 | <ul style="list-style-type: none"> ◆Soochow University PhD, Institute of Economics ◆LING TUNG University Vice President and Provost ◆LING TUNG University Dean of the School of Business ◆LING TUNG High School Supervisor ◆Weixin Shengjiao College headmaster |
| Independent director | Chen, Kun-Cheng | 0 | <ul style="list-style-type: none"> ◆National Yang Ming Chiao Tung University PhD ◆Asia University Full-time Associate Professor |
| Independent director | Chen, Mei-Zhu | 0 | <ul style="list-style-type: none"> ◆Executive Master of Public Affairs, Tunghai University ◆Pass the Higher Examination for Professionals and Technicians and the Accountant Examination ◆The Ministry of Finance, Central District, National Taxation Bureau, Taichung Branch, was appointed as the tenth-level branch director |

Attachment IX

Details of duties for which non-compete restrictions on directors are lifted

| Job title | Name | Currently holding other positions in other companies |
|----------------|-----------------|--|
| Board director | Liang, Hui-Pin | GOODTEK LIMITED Board director Wonder Top Co., Ltd. Board director LONG WIN LIMITED Board director UGREAT MARKETING LIMITED Board director Goldtek Technology Co., Ltd. Board director HSUAN-HUI Investment Co., Ltd. Chairman KUO-CHIEN Development and Construction Co., Ltd. Chairman Kanrich Electronic Corp. Chairman Youyi Biotechnology Co., Ltd. Chairman CHIN-CHIANG Zhaotai Machinery Industry Co., Ltd. Chairman HSIN-TA Venture Capital Co., Ltd. Supervisor LYSINE NEW ENERGY TECHNOLOGY CO., LTD. Chairman EAGLE WAVE LIMITED Board director |
| Board director | Liang, Ching-Yu | Wonder Top Co., Ltd. Board director UGREAT MARKETING LIMITED Board director HUA-SHENG Investment Co., Ltd. Board director |
| Board director | Liang, Hui-Hu | Wonder Top Co., Ltd. Board director Dongguan Solidtek Electronics Co., Ltd. Board director UGREAT MARKETING LIMITED Board director HSUAN-FENG Investment Co., Ltd. Board director Guojian Development and Construction Co., Ltd. Board director OPEN ROAD SOLUTIONS, INC. Supervisor COLLEX COMMUNICATION CORP. Board director GOOD HOPE ENTERPRISE LIMITED Board director CHIN YIN PLASTIC ELECTRONIC (Wujiang) Co., Ltd. Board director SUN-Q DOOR CONTROLS LIMITED Board director EAGLE WAVE LIMITED Board director |
| Board director | Tai, Wen-Cheng | FU SAN MACHINERY CO., LTD. Deputy General Manager |

| Job title | Name | Currently holding other positions in other companies |
|----------------------|-----------------|---|
| Board director | Wu, Shih-Wen | LYSINE NEW ENERGY TECHNOLOGY CO., LTD. Board director HORNG-CHANG MACHINERY WORKS Chairman SHIH-HO Industrial Co., Ltd. Chairman |
| Board director | Liang, Chun-Kai | TIAN JHENG CONSTRUCTION & DEVELOPMENT CO., LTD. Chairman SHANG-YUAN Real Estate Development Co., Ltd. Chairman Tianzhijiaozi Enterprise Co., Ltd. Chairman KUO-CHIEN Development and Construction Co., Ltd. Supervisor LYSINE NEW ENERGY TECHNOLOGY Co., LTD. Board director LING TUNG University Part-time Lecturer |
| Independent director | Yang, Yung-Lieh | LING TUNG High School Supervisor Weixin Shengjiao College headmaster |
| Independent director | Chen, Kun-Cheng | Asia University Full-time Associate Professor |
| Independent director | Chen, Mei-Zhu | N. A. |

**Articles of Incorporation of Solid Year Co., LTD.
(Pre-Amendment)**

Chapter 1 General Provisions

Article 1: The Company shall be organized in accordance with the provisions of the Company Act and shall be named 秀育企業股份有限公司. (English name: Solid Year Co., Ltd.)

Article 2: The Company's scope of business is as follows:

1. Watches and Clocks Manufacturing
2. Manufacture of Power Generation, Transmission and Distribution Machinery
3. Electrical Appliances and Audiovisual Electronic Products Manufacturing
4. Lighting Equipment Manufacturing
5. Wired Communication Mechanical Equipment Manufacturing
6. Wireless Communication Mechanical Equipment Manufacturing
7. Electronics Components Manufacturing
8. Manufacture of Batteries and Accumulators
9. Computer and Peripheral Equipment Manufacturing
10. Data Storage Media Manufacturing and Duplicating
11. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
12. CD01030 Motor Vehicles and Parts Manufacturing
13. CE01010 General Instrument Manufacturing
14. CE01030 Optical Instruments Manufacturing
15. F110010 Wholesale of Clocks and Watches
16. F210010 Retail Sale of Watches and Clocks
17. F106010 Wholesale of Hardware
18. F113010 Wholesale of Machinery
19. F113020 Wholesale of Electrical Appliances
20. F113030 Wholesale of Precision Instruments
21. F113050 Wholesale of Computers and Clerical Machinery Equipment
22. F113060 Wholesale of Measuring Instruments
23. F113070 Wholesale of Telecommunication Apparatus
24. F113110 Wholesale of Batteries
25. F114010 Wholesale of Motor Vehicles
26. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
27. F118010 Wholesale of Computer Software
28. F119010 Wholesale of Electronic Materials
29. F206010 Retail Sale of Hardware
30. F213010 Retail Sale of Electrical Appliances
31. F213030 Retail Sale of Computers and Clerical Machinery Equipment
32. F213040 Retail Sale of Precision Instruments

33. F213050 Retail Sale of Measuring Instruments
34. F213060 Retail Sale of Telecommunication Apparatus
35. F213080 Retail Sale of Machinery and Tools
36. F213110 Retail Sale of Batteries
37. F214010 Retail Sale of Motor Vehicles
38. F218010 Retail Sale of Computer Software
39. F219010 Retail Sale of Electronic Materials
40. F401010 International Trade
41. F116010 Wholesale of Camera Equipment
42. G903010 Telecommunications Enterprises
43. E701020 Satellite Television KU Channels and Channel C Equipment Installation
44. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering
45. C804020 Industrial Rubber Products Manufacturing
46. CA02010 Manufacture of Metal Structure and Architectural Components
47. CA02030 Screw, Nut and Rivet Manufacturing
48. CA02040 Spring Manufacturing
49. CA02070 Lock Manufacturing
50. CA02090 Metal Wire Products Manufacturing
51. CA02990 Other Metal Products Manufacturing
52. CB01990 Other Machinery Manufacturing
53. F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories
54. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
55. F106030 Wholesale of Molds
56. F206030 Retail Sale of Molds
57. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
58. I301010 Information Software Services
59. I301020 Data Processing Services
60. E604010 Machinery Installation
61. F199990 Other Wholesale Trade
62. I199990 Other Consulting Service
63. I501010 Product Designing
64. IG03010 Energy Technical Services
65. F208031 Retail Sale of Medical Apparatus
66. CF01011 Medical Devices Manufacturing
67. C301010 Spinning of Yarn
68. C302010 Weaving of Textiles
69. C303010 Manufacture of Non-woven Fabrics
70. C305010 Printing, Dyeing, and Finishing
71. C306010 Wearing Apparel
72. C307010 Clothing Accessories
73. C399990 Other Textile and Products Manufacturing

- 74. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 75. F108031 Wholesale of Medical Devices
- 76. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 77. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 78. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 79. F208050 Retail Over-the-counter drugs class B
- 80. F108021 Wholesale of Western Pharmaceutical
- 81. F208021 Retail Sale of Western Pharmaceutical

Article 2-1: The Company may provide external guarantee.

Article 3: The Company may reinvest in other enterprises for business needs. The total amount of reinvestment may exceed 40% of the paid-in capital of the Company.

Article 4: The Company shall have its head office in New Taipei City and may set up branches in other appropriate places if necessary. The establishment and elimination of branches shall be decided by the board of directors.

Article 5: Public announcements of the Company shall be made in accordance with the provisions of Article 28 of the Company Act.

Chapter II Shares

Article 6: The authorized capital of the Company is NT\$1 billion, consisting of 100 million shares, with a par value of NT\$10 per share. The board of directors is authorized to issue the unissued shares in separate installments as required. Within the total authorized capital in the preceding paragraph, NT\$ 100 million, divided into ten million shares with a par value of NT\$ 10 per share, shall be reserved for the issuance of employee warrants.

Article 7: The share certificates of the Company shall without exception be in registered form, signed by, or affixed with the seals of directors, and authenticated by the competent governmental authority upon issuance. Shares issued by the Company may be exempted from printing shares, and other securities issued shall be the same, provided that registration shall be registered with the centralized securities depository institution.

Article 8: All entries in the shareholders register due to share transfers shall be suspended for 60 days prior to an ordinary shareholders meeting, or for 30 days prior to a special shareholders meeting, or for 5 days prior to the record date fixed for distributing dividends, bonus, or any other benefit. The measures for the handling of stock affairs shall be in accordance with the "Regulations Governing the Administration of

Shareholder Services of Public Companies" issued by the competent authority.

Chapter III Shareholders' Meeting

- Article 9: Shareholders' meetings of the Company are of two kinds: regular shareholders meetings and special shareholders meetings. The regular shareholders' meeting is called once per year within six months of the close of the fiscal year. A special shareholders' meeting shall be convened according to law when necessary. If the notice of convening the shareholders' meeting is approved by the shareholders, it may be done electronically.
- Article 10: When a shareholder is unable to attend the shareholders' meeting, he/she/it may appoint a proxy to attend the meeting by using the proxy form issued by the Company and stating therein the scope of power authorized to the proxy. In addition to the provisions of Article 177 of the Company Act, the measures for entrustment of shareholders of the Company shall be handled in accordance with the provisions of the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.
- Article 11: Except in the circumstances otherwise provided for in the law, a shareholder shall have one voting power in respect of each share in his/her/its possession.
- Article 11- 1: After the Company has publicly issued shares, if it wishes to cancel the public offering, it shall apply to the competent authority after the resolution of the shareholders' meeting, and this article shall not be changed during the period of IPO and listing (IPO).
- Article 12: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the law or the Company's Articles of Incorporation, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. When the shareholders' meeting is held after the Company's shares are listed (listed), electronic means shall be listed as one of the channels for exercising shareholders' voting rights, and the exercise method shall be handled in accordance with the Company Act and the provisions of the competent authority.
- Article 13: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The production and distribution of the proceedings shall be handled in accordance with Article 183 of the Company Act.

Chapter IV Directors and Audit Committee

- Article 14: The Company shall have seven to eleven directors, with a three-year term of office. Directors shall be elected by the shareholders' meeting from among the persons with disposing capacity.

In addition, in accordance with Article 14-2 of the Securities and Exchange Act, the number of independent directors shall not be less than three and shall not be less than one-fifth of the total number of directors of the Company. The professional qualifications, shareholdings, restrictions on concurrent employment, nomination and election of independent directors and other matters to be followed shall be in accordance with the relevant regulations of the competent securities authorities.

The Company shall establish an audit committee in accordance with the provisions of Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors, and its number shall not be less than three, and the relevant organizational rules shall be established by resolution of the Board of Directors.

The total number of shares of registered stock held by all directors of the Company shall be subject to the regulations of the securities regulatory authorities.

Article 14-1: The following relationships may not exist among more than half of a company's directors:

I. Spouse.

II. Relatives within the second degree of consanguinity.

Article 14-2: When the number of directors falls short by one-third of the total number of directors, the Board of Directors shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a by-election for directors. The term of newly elected directors shall continue for the original term of the directors replaced.

Article 15: The directors constitute the Board. They shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The directors shall elect a deputy chairman of the board from among themselves by the same method when necessary. The chairman represents the Company externally, and executes all matters of the Company in accordance with the law, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the Board of Directors.

Unless otherwise provided in the Company Act, a resolution of the Board of Directors shall be made with the consent of a majority of the directors present. If a director is unable to attend a meeting for any reason, he or she may appoint another director to attend the meeting by proxy by listing the scope of authority to convene the meeting in a proxy form.

If a director has an interest in a meeting, he or she shall state the important content of his or her interest at the current board meeting.

If a director's spouse, second degree of consanguinity, or a company with which the director has a controlling relationship of subordination, has an interest in the matter of the preceding meeting, the director is deemed to have an interest in that matter.

If the board of directors meets by video conference, its directors who participate in the meeting by video conference shall be deemed to be present in person.

The Company shall state the reasons for the convening of the board of directors and

notify each director seven days prior to the meeting; However, in case of emergency, they may be summoned at any time. Notice of board meeting and minutes may be distributed in writing, electronically or by fax.

Article 16: In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the chairman's proxy shall be appointed according to Article 208 of the Company Act.

Article 17: The Board of Directors is authorized to determine the remuneration to the directors, taking into account the extent of their participation in the Company's operations and the value of their contributions, as well as the standards of the industry within the R.O.C. and overseas. The Company may purchase liability insurance for directors to protect them against potential legal liabilities that may arise from the performance of their duties.

Chapter V Manager

Article 18: The Company may appoint several managerial officers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 19: The Company's fiscal year is scheduled to begin on January 1st and end on December 31st. The Company shall, at the end of each fiscal year, prepare the following list by the board of Directors and submit it to the Audit Committee for examination and approval 30 days prior to the ordinary meeting of shareholders.

(1) Business reports (2) financial statements (3) proposals for surplus distribution or loss appropriation.

Article 20: When the Company makes a profit in the year, it shall allocate 3% - 10% of the profit as employee's compensation, which shall be paid in the form of stock or cash with resolution made by the Board of Directors. The qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The Company may allocate 1-5% of the aforesaid profits as remuneration to the directors as resolved by the Board of Directors. Employee remuneration and directors' remuneration distribution plans shall be reported to the shareholders' meeting. However, if the Company still has accumulated losses, it shall reserve the amount of compensation in advance and allocate the remuneration of employees and directors in accordance with the proportion mentioned in the preceding paragraph.

Article 21: The Company's surplus earning distribution or loss off-setting proposal may be proposed at the close of each quarter or each half fiscal year. If the surplus earning is distributed in the form of cash, it shall be approved by a meeting of the board of

directors in accordance with the Article 228-1 and Article 240-5 of the Company Act, and shall be reported at the shareholders' meeting, but no ratification is required at the shareholders' meeting.

When the Company has no surplus, no dividend and bonus shall be distributed. When distributing surplus, the Company shall first estimate and reserve to pay taxes, make up losses and set aside one-tenth (10%) as legal reserve; However, when the accumulation of legal reserve has reached the paid-in capital of the Company, this provision shall not apply. Then, the special reserve shall be appropriated as required by law or by the competent authority.

After the Company appropriates the surplus reserve in accordance with Item 2 of this Article, the remaining surplus shall be distributed in accordance with the regulations, the procedures prescribed in the Articles of Association and the following principles: The Company may distribute the distributable surplus in full in accordance with financial, business and operation factors.

Surplus may be distributed in the form of cash dividends or stock dividends. The Company has no surplus to distribute, or the amount of surplus is much lower than the surplus actually distributed by the Company previously, or in accordance with the consideration of the Company's financial, business and operation factors, the Company may distribute all or part of the reserve according to law or regulations of the competent authority. If the reserve is distributed in cash, the board of directors may make a resolution in accordance with Article 241 of the Company Act and report to the shareholders' meeting. There is no need to submit to the shareholders' meeting for recognition.

Article 21-1: The Company's dividend policy is based on the Company's current and future development plans, taking into account the Company's investment environment, capital requirements, domestic and foreign competition, and the interests of shareholders. The Company allocates no less than 10% of its distributable earnings each year for distributing dividends to its shareholders. However, no dividend may be distributed if the Company has accumulated distributable earnings less than 10% of the paid-in capital. In addition, dividends to shareholders may be distributed in the form of cash or shares, with cash dividends not to be less than 10% of the total dividends.

Chapter VII Supplementary Provisions

Article 22: Any matters not provided for by these Articles of Incorporation shall be subject to the provisions of the Company Act.

Article 23: These Articles of Incorporation were enacted on December 13, 1978.
The first amendment was made on Jun. 10, 1982.
The second amendment was made on May. 20, 1983.
The third amendment was made on Feb. 20, 1986.
The fourth amendment was made on March. 20, 1986.
The fifth amendment was made on Nov. 20, 1986.
The sixth amendment was made on Jun. 5, 1991.

The seventh amendment was made on Oct. 15, 1993.
The eighth amendment was made on Nov. 8, 1996.
The ninth amendment was made on November 4, 2000.
The tenth amendment was made on Dec. 11, 2001.
The eleventh amendment was made on Dec. 4, 2002.
The twelfth amendment was made on Dec. 4, 2002.
The thirteenth amendment was made on May 14, 2003.
The fourteenth amendment was made on May. 28, 2003.
The fifteenth amendment was made on Jun. 22, 2011.
The sixteenth amendment was made on Jun. 22, 2011.
The seventeenth amendment was made on Dec.18, 2012.
The eighteenth amendment was made on Jun. 28, 2013.
The nineteenth amendment was made on Jun. 25, 2014.
The twentieth amendment was made on Jun. 30, 2015.
The twenty-first amendment was made on Aug. 20, 2015.
The twenty-second amendment was made on Nov. 3, 2015.
The twenty-third amendment was made on Nov. 3, 2015.
The twenty-third amendment was made on Jun. 30, 2016.
The twenty-fifth amendment was made on Apr. 6, 2017.
The twenty-sixth amendment was made on Jun.8, 2017.
The twenty-seventh amendment was made on Jun. 25, 2018.
The twenty-eighth amendment was made on Jun. 10, 2019.
The twenty-ninth amendment was made on Nov. 11, 2019.
The thirtieth amendment was made on Dec. 11, 2020.
The thirty-first amendment was made on Dec. 28, 2021.
The thirty-second amendment was made on Jun. 17, 2022.
The thirty-third amendment was made on March. 10, 2023.
The thirty-fourth amendment was made on Nov. 3, 2023.

Solid Year Co., LTD.

Rules of Procedure for Shareholders Meetings

I. Purpose:

In order to establish a good shareholders' meeting governance system, improve the supervision function and strengthen the management function of the Company, these rules are formulated for compliance.

II. Scope:

The rules of procedure of the Company's shareholders' meeting, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

III. Operational Procedures:

(I) Convening shareholders meetings and shareholders meeting notices:

1. Unless otherwise provided for in laws or articles of association, the shareholders' meeting of the Company shall be convened by the board of directors.
2. Unless otherwise provided in Regulations Governing the Administration of Shareholder Services of Public Companies, the Company convenes a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors. Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.
3. The Company shall, in accordance with the time and manner prescribed by the relevant laws and articles of association, make electronic files of the notice of the shareholders' meeting, the paper of proxy, the causes and explanations of the motions such as the recognition proposal, the discussion proposal, and the selection or dismissal of directors and send them to the public information observatory 30 days prior to the ordinary meeting of shareholders or 15 days prior to the extraordinary meeting of shareholders. The procedure manual and supplementary information of the shareholders' meeting shall be made and sent to the public information Observatory in electronic files 21 days before the ordinary meeting of shareholders or 15 days before the extraordinary meeting of shareholders. In addition, before 15 days before the date of the shareholders meeting,

the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

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

- (1) For physical shareholders meetings, to be distributed on-site at the meeting.
 - (2) For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
 - (3) For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.
4. The reasons for convening a shareholders meeting, the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention shall be specified in the meeting notice and public announcement. The time during which shareholder attendance registrations will be accepted shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person. If the notice of convening the shareholders' meeting is approved by the shareholders, it may be done electronically.
5. Election or dismissal of directors, change of articles of association, capital reduction, application for suspension of public offering, directors' competition license, transfer of surplus to increase capital, transfer of reserve to increase capital, dissolution, merger, division or matters mentioned in paragraph 1 of Article 185 of the Company Act, Article 26 1 of the Securities Exchange Law, Article 43 6 of the Securities Exchange Law, and Article 56 1 and Article 56 of the Handling Standards for issuers' Raising and issuing of securities The matters referred to in Article 60-20 shall be listed in the reasons for convening and the main contents thereof shall not be proposed by provisional motion.
- The reason for the convening of the shareholders' meeting has stated the comprehensive re-election of directors and the date of their inauguration. After the completion of the re-election of the shareholders' meeting, the date of their inauguration shall not be changed by AD hoc motion or other means at the same meeting.
6. A shareholder holding more than 1% of the total number of issued shares may submit a proposal to the Company for an ordinary meeting of

shareholders, subject to a limit of one proposal. Any proposal exceeding one shall not be included in the proposal. Shareholders may put forward suggestions to urge the Company to promote public interests or fulfill social responsibilities, and the procedures shall be limited to one proposal in accordance with the relevant provisions of Article 172:1 of the Company Act. Any proposal exceeding one shall not be included in the proposal. In addition, the board of directors may not list a proposal proposed by a shareholder as one of the circumstances specified in item 4 of Article 172 of the Company Act.

7. The Company shall, prior to the cessation of stock transfer prior to the ordinary meeting of shareholders, announce the acceptance of shareholders' proposals, written or electronic acceptance methods, acceptance premises and acceptance period; The acceptance period shall not be less than 10 days.
8. The proposal proposed by shareholders is limited to 300 words. If it exceeds 300 words, the proposal will not be included in the proposal; The proposing shareholder shall attend the ordinary meeting of shareholders in person or by proxy and participate in the discussion of the proposal.
9. The Company shall, prior to the notice of the convening of the shareholders' meeting, notify the proposed shareholders of the result of the handling, and list the proposals in accordance with this article in the notice of the meeting. For any shareholder's proposal not included in the proposal, the board of directors shall explain the reasons for not including the proposal at the shareholders' meeting.

(II) Attending by proxy:

1. A shareholder may, at each shareholders' meeting, issue a power of attorney issued by the Company, stating the scope of authorization, and appoint an agent to attend the shareholders' meeting.
2. A shareholder shall issue a power of attorney limited to one person and deliver it to the registered place of the Company or to the place designated in the notice of the shareholders' meeting or the power of attorney sent by the Company five days prior to the meeting of shareholders. In case of duplication of the power of attorney, the one delivered first shall prevail. However, this limitation shall not apply to those who declare to revoke the entrustment before.
3. After the power of attorney is delivered to the Company, a shareholder who wishes to attend the shareholders' meeting in person or wishes to exercise his voting rights in writing or electronically shall give a written notice to the Company two days prior to the meeting of the shareholders' meeting to revoke the power of attorney; In case of overdue cancellation, the voting right exercised by the entrusted agent shall prevail.

(III) Convening of the shareholders' meeting:

1. The shareholders' meeting shall be convened at such time and place as

may be designated by the Board of Directors, provided that, unless otherwise provided by statute or the Articles of Association, the shareholders' meeting shall be convened within the territory of Taiwan. If the Shareholders' Meeting is held outside Taiwan, the relevant procedures and approvals shall be handled in accordance with the regulations of the relevant competent authorities of the Republic of China. When a shareholders' meeting is held outside the Republic of China, the Company shall appoint a professional stock affairs agency in Taiwan to handle the administrative affairs of such shareholders' meeting (including but not limited to the handling of proxy voting matters). The start time of the shareholders' meeting shall not be earlier than 9 am or later than 3 PM, and the place and time of the meeting shall take full account of the opinions of the independent directors.

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

2. The shareholder himself or the agent entrusted by the shareholder (hereinafter referred to as the "shareholder") shall attend the shareholders' meeting by presenting the attendance certificate, attendance card or other attendance documents, and the Company shall not arbitrarily add other supporting documents to the supporting documents on which the shareholder attends the meeting; The person who is a power of attorney shall bring proof of identity for verification. The Company shall set up a signature book for the attending shareholders to sign in, or the attending shareholders shall hand in a signature card for signing on their behalf.
3. The Company shall deliver the procedure manual, annual report, attendance certificate, speech note, voting ballot and other meeting materials to the shareholders attending the shareholders' meeting; Where directors are elected, additional electoral votes shall be attached.
4. Where the government or a legal person is a shareholder, the number of representatives attending the shareholders' meeting shall not be limited to one. When a legal person is entrusted to attend a shareholders' meeting, only one representative may be appointed to attend.
5. In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.
6. In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.
7. To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:
 - (1) How shareholders attend the virtual meeting and exercise their rights.
 - (2) Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

- To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- (3) To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the Company and other related matters requiring attention.
8. If the shareholders' meeting is convened by the board of directors, the chairman shall be the chairman. If the chairman is on leave or is unable to exercise his functions and powers for some reason, the vice chairman shall act as the proxy; if there is no vice chairman or the vice chairman is also on leave or unable to exercise his functions and powers for some reason, the chairman shall appoint a director to act as the proxy; if the chairman does not appoint an agent or the appointed agent is unable to exercise his functions and powers for some reason. The other directors present shall recommend one other agent. The chairman shall be acted by a director who has been in office for more than six months and knows the financial situation of the Company; The same shall apply if the chairman is the representative of the director of the legal person.
9. The shareholders' meeting convened by the board of directors shall be presided over by the chairman himself, and shall be attended by at least one representative of more than half of the directors of the board of

- directors and members of various functional committees, and the attendance shall be recorded in the minutes of the shareholders' meeting.
10. If the shareholders' meeting is convened by any other convener other than the board of directors, the chairman shall be held by such convener. If there are more than two conveners, one of each other shall serve as the chairman.
 11. The Company may appoint appointed lawyers, accountants or relevant personnel to attend the shareholders' meeting as non-voting delegates.

(IV) Commencement of the shareholders' meeting:

1. Attendance at the shareholders' meeting shall be calculated on the basis of shares. The number of shares present shall be calculated according to the signature book or the signature card submitted, plus the number of shares exercising their voting rights in writing or electronically.
2. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.
3. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 3.
4. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

(V) Discussion of proposals:

1. If the shareholders' meeting is convened by the board of directors and the agenda is determined by the board of directors, relevant motions (including interim motions and amendments to original motions) shall be voted on a case-by-case basis, and the meeting shall be carried out in

accordance with the scheduled agenda and shall not be changed without resolution of the shareholders' meeting.

2. The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.
3. The Chairman shall not terminate the meeting without a resolution before the conclusion of the proceedings (including provisional motions) on the agenda of the first two items; If the chairman violates the rules of procedure and announces the dissolution of the meeting, other members of the board of directors shall promptly assist the shareholders present to establish procedures in accordance with the law to elect one person as chairman to continue the meeting with the consent of more than half of the voting rights of the shareholders present.
4. The Chairman shall give full explanation and discussion of a motion and any amendment or provisional motion proposed by a shareholder. When the chairman considers that the vote has been reached, he may discontinue the discussion and call for a vote and arrange an adequate time for a vote

(VI) Shareholder speech:

1. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
2. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. If the content of the speech is inconsistent with the record of the speech, the content of the speech shall prevail.
3. Each shareholder shall not speak more than twice on the same motion without the consent of the chairman, and each speech shall not exceed five minutes. However, the chairman may stop the shareholder from speaking if he violates the regulations or exceeds the scope of the topic.
4. When the attending shareholder speaks, other shareholders shall not interfere with the speech unless they have obtained the consent of the chairman and the speaking shareholder, and the chairman shall stop the violator.
5. When a corporate shareholder appoints more than two representatives to attend the shareholders' meeting, only one person may speak on the same motion.
6. After the shareholders present have spoken, the chairman may reply in person or designate relevant personnel.
7. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the

same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

(VII) Calculation of voting shares and recusal system

1. Attendance at the shareholders' meeting shall be calculated on the basis of shares.
2. The resolution of the shareholders' meeting shall not count the number of shares of non-voting shareholders into the total number of shares issued.
3. A shareholder shall not participate in the voting on the matter of the meeting, nor shall he exercise his voting rights on behalf of another shareholder, if his own interests may be harmful to the interests of the Company.
4. The number of shares not subject to voting rights in the preceding paragraph shall not be counted as the voting rights of shareholders present.
5. Except for a trust enterprise or a stock agency approved by the securities authority, when a person is entrusted by more than two shareholders at the same time, the voting rights of his agent shall not exceed 3% of the total number of voting rights of the issued shares, and the voting rights in excess shall not be counted.

(VIII) Voting:

1. Each shareholder shall have one vote per share; However, those who are restricted or who have no voting right as listed in item 2 of Article 179 of the Company Act shall not be subject to this restriction.
2. When the Company holds a shareholders' meeting, it shall exercise its voting rights electronically and may exercise its voting rights in writing; However, if the shareholders' meeting is held outside Taiwan, the Company shall provide the shareholders with the option to exercise their voting rights by written vote or electronic means. When it exercises its voting right in writing or electronically, the method of exercise shall be specified in the notice of shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, the interim motion and the amendment of the original motion of the shareholders' meeting shall be deemed as abstention, so the Company shall avoid proposing the interim motion and the amendment of the original motion.
3. For those who exercise their voting rights in writing or electronically in the preceding paragraph, their expression of intention shall be delivered to the Company two days prior to the meeting of shareholders. In case of duplication, the one delivered first shall prevail. However, this limitation shall not apply to those who express their intention before the declaration

of revocation.

4. If a shareholder wishes to attend a shareholders' meeting in person after exercising his voting rights in writing or by electronic means, he shall revoke his expression of intention to exercise his voting rights as mentioned in the preceding paragraph two days prior to the shareholders' meeting; In case of overdue cancellation, the voting right exercised in writing or electronically shall prevail. If the voting right is exercised in writing or electronically and the proxy is appointed to attend the shareholders' meeting by power of attorney, the voting right exercised by the proxy shall prevail.
5. Unless otherwise provided for in the Company Act and the articles of association of the Company, a vote on a motion shall be passed with the consent of more than half of the voting rights of the shareholders present. After the chairman or his designees announce the total number of voting rights of the shareholders present on a case-by-case basis, the shareholders shall vote on a case-by-case basis, and the results of the shareholders' approval, objection and abstention shall be entered into the public information observatory on the day after the shareholders' meeting is held.
6. Where there are amendments or substitutes to the same bill, the president shall determine the order of voting in the same way as the original bill. If one of the bills has been passed, the other bills shall be deemed to be rejected and no further vote shall be taken.
7. The supervisors and counting personnel for voting on a motion shall be appointed by the chairman, provided that the supervisors shall have the status of shareholders.
8. The counting of votes or election motions at the shareholders' meeting shall be done at a public place in the shareholders' meeting, and the voting results, including the counted weights, shall be announced on the spot after the counting of votes is completed and made into records.
9. When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.
10. In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.
11. When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

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

(IX) Election matters:

1. If the shareholders' meeting elects directors, it shall do so in accordance with the relevant election standards set by the Company, and the election results shall be announced on the spot, including the list of elected directors and their elected rights and the list of unsuccessful directors and their elected rights.
2. The electoral votes for the election matters mentioned in the preceding paragraph shall be sealed and signed by the vote supervisors, and shall be kept properly for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the conclusion of the lawsuit.

(X) Minutes of the meeting:

1. A minutes of the matters decided at the shareholders' meeting shall be made, signed or sealed by the chairman, and distributed to all shareholders within 20 days after the meeting. The production and distribution of the proceedings may be done electronically.
2. The Company may distribute the foregoing minutes by means of announcements entered into the Market Observation Post System.
3. The minutes shall indeed be recorded in accordance with the year, month, day, venue, name of the chairman, method of resolution, essence of the proceedings and voting results (including the number of votes counted) of the meeting. When directors are elected, the number of votes received by each candidate shall be disclosed. It shall be retained permanently for the duration of the Company's existence.
4. Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.
5. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

6. The Company shall continuously record and videotape the whole process of shareholders' report, meeting and vote counting from the time of receiving the shareholders' report, and the audio and video materials shall be kept for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the conclusion of the lawsuit.
7. Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.
8. The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.
9. In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

(XI) Public disclosure:

1. On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.
2. During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.
3. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

(XII) Maintaining order at the meeting place:

1. The personnel handling the shareholders' meeting shall wear identification cards or armbands.

2. The Chairman may direct pickets or security guards to assist in maintaining order at the meeting. When wardens or security personnel are present to help maintain order, they should wear "wardens" armbands or identification cards
3. If the meeting place is equipped with sound amplifying equipment, the chairman may stop the shareholders from speaking unless they are using the equipment equipped by the Company.
4. If a shareholder violates the rules of procedure and fails to obey the correction of the chairman, or hinders the proceeding of the meeting, the chairman may instruct the pickers or security personnel to ask him to leave the meeting place.

(XIII) Recess and resumption of a shareholders meeting:

1. When a meeting is in progress, the chairman may announce a break at his discretion. In the event of an irresistible situation, the chairman may rule to temporarily suspend the meeting and announce the time of resumption of the meeting as appropriate.
2. If the venue for the meeting cannot be used until the agenda scheduled by the shareholders' meeting (including provisional motions) is concluded, the shareholders' meeting may decide to find another venue to continue the meeting.
3. The shareholders' meeting may, in accordance with Article 182 of the Company Act, decide to postpone or resume the meeting within five days.

(XIV) Disclosure of information at virtual meetings:

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

(XV) Location of the chair and secretary of virtual-only shareholders meeting

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

(XVI) Handling of disconnection

1. In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.
2. In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the

virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

3. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.
4. For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.
5. During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.
6. When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.
7. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
8. When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
9. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5,

paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

IV. Implementation and Amendments:

These rules shall come into force after being approved by the shareholders' meeting and shall be the same when amended. After the enactment of these Rules, in case of any change in relevant laws and regulations, these Rules shall be amended in due course and shall be adopted by resolution of the board of directors and the shareholders' meeting in accordance with the laws and regulations.

Solid Year Co., LTD. Director Election Method

I. Purpose:

The election of directors of the Company shall be conducted in accordance with the provisions of these Regulations, unless otherwise provided by laws or the Articles of Association.

II. Operation Procedure

1. The selection of directors of the Company shall take into account the overall composition of the Board of Directors. The composition of the board of directors should consider many factors diversification, and formulate appropriate diversification strategies based on their own operations, business models and development needs. Including but not limited to the following two aspects of standards:

- (1) Basic conditions and values: gender, age, nationality and culture, etc.
- (2) Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

Board members should generally possess the knowledge, skills and qualities necessary to perform their duties. The capabilities are as follows:

- (1) Operational judgment ability.
- (2) Accounting and financial analysis capabilities.
- (3) Operational and management capabilities.
- (4) Crisis management capabilities.
- (5) Industry knowledge.
- (6) International market perspective.
- (7) Leadership ability.
- (8) Decision-making ability.

Directors shall hold more than half of the seats and shall not be spouses or relatives within the second degree of kinship.

The Company's Board of Directors shall consider adjusting the composition of the Board of Directors based on the results of the performance evaluation.

2. The qualifications of the Company's independent directors shall comply with the "Establishment of Independent Directors of Public Companies and Regulations to be Complied with" The provisions of Article 2, Article 3 and Article 4 of the "Measures".

The appointment of independent directors of the Company shall comply with the "Regulations on the Establishment of Independent Directors of Publicly Issued Companies and the Regulations on the Implementation of the Regulations on the Establishment of Independent Directors of Publicly Issued Companies". Article 5, Article 6, Article 7, Article 8 and Article 9 of the Measures and The company shall comply with Article 24 of the "Code of Corporate Governance for Listed

and OTC Companies".

3. The election of directors of the company shall be based on the candidate nomination prescribed in Article 192-1 of the Company Law. It is called the system procedure.

If the number of directors is less than five due to the dismissal of directors for any reason, the company shall elect new directors at the most recent shareholders' meeting. But the directors If the vacancies reach one third of the seats stipulated in the Articles of Association, the company shall hold a meeting within sixty days from the date of occurrence of the vacancy. An extraordinary general meeting of shareholders shall be held to elect the new member.

If the number of independent directors is less than that specified in the proviso to Paragraph 1 of Article 14-2 of the Securities and Exchange Act, The most recent shareholders' meeting to re-elect the independent directors; if all independent directors are dismissed, they shall be re-elected within 60 days from the date of the fact., convene an extraordinary general meeting of shareholders to elect a by-election.

4. The election of directors of the Company shall be conducted by single-member cumulative voting. Each share has the same voting rights as the number of directors to be elected. Votes may be collectively elected for one person or distributed for several persons.
5. The directors of the Company shall calculate the voting rights of independent directors and non-independent directors separately according to the number of seats stipulated in the Articles of Association of the Company. Those with the greater number of voting rights shall be elected in order. If two or more persons have the same number of rights and the number of seats is exceeded, those with the same number of rights shall draw lots to decide. Those who are absent shall be drawn by the Chairman on their behalf.
6. Before the election begins, the Chairman shall designate a number of scrutineers and vote counters who are shareholders to perform relevant duties. The ballot box shall be prepared by the Board of Directors and shall be opened and inspected in public by the poll watchers before voting.
7. The Board of Directors shall prepare ballots equal to the number of directors to be elected, fill in the weights, and distribute them to shareholders attending the general meeting. The name of the elector may be replaced by the attendance certificate number printed on the ballot.
8. A ballot paper shall be invalid if any of the following conditions are met:
 - 8.1 Those who do not use the ballot paper prepared by the person with the right to convene.
 - 8.2 In addition to filling in the number of allocated voting rights, other words are written in between.
 - 8.3 The handwriting is illegible or has been altered.
 - 8.4 The nominated candidates do not match the list of director candidates after

verification.

8.5 A person who puts a blank ballot paper into the ballot box.

9. After the voting is completed, the ballots shall be counted on the spot and the results shall be announced by the Chairman on the spot, including the list of elected directors and their elected weights.

The ballot papers for the election matters referred to in the preceding paragraph shall be sealed and signed by the poll watchers and kept in a safe place for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the documents shall be preserved until the conclusion of the lawsuit.

10. The elected directors shall be issued a notice of election by the Board of Directors of the Company.

III. Implementation and Revision:

This regulation shall be implemented after approval by the shareholders' meeting, and the same applies to any amendments. After the revision of these Measures, if there are any changes in relevant laws and regulations, these Measures shall be amended in a timely manner and shall be approved by the Board of Directors and the General Meeting of Shareholders in accordance with the laws and regulations.

Appendix IV

Solid Year Co., LTD.

The minimum number of shares held by all directors and the number of shares held individually and collectively

- I. Pursuant to Article 26 of the Securities and Exchange Act, the minimum number of shares held by all directors of the Company is 4,804,032 shares.
- II. The details of the shares held individually and by all the directors as recorded in the shareholder roster as at the book closure date of this Annual Shareholders' Meeting are as follows:

| Title | Name | No. of shares held | Shareholding ratio |
|----------------------|--------------------|--------------------|--------------------|
| Board director | Liang, Hui-Pin | 3,901,180 | 6.50% |
| Board director | Liang ,Hui-Hu | 4,690,311 | 7.81% |
| Board director | Tai ,Wen-Cheng | 0 | 0.00% |
| Board director | Wu, Shih-Wen | 120,580 | 0.20% |
| Board director | Liang,Chun-Kai | 4,000 | 0.01% |
| Independent director | Yang, Yung-Lieh | 0 | 0.00% |
| Independent director | Chen, Kun-Cheng | 0 | 0.00% |
| Independent director | Chen ,Yu-Fen | 32,000 | 0.05% |
| Total | | 8,748,071 | 14.57% |