

EUROCHARM HOLDINGS CO., LTD

(the “Company”)

MINUTES OF THE 2024 SHAREHOLDERS’ ANNUAL GENERAL MEETING

- Date and Time:** May 31, 2024 (Friday) at 9:30 A.M.
- Venue:** No. 82, Zhongzheng Rd., Xinzhuang Dist., New Taipei City, Taiwan
(R.O.C.) (Chun Fen Gu Yu Meeting Room at Han Pin Hotel)
- In Attendance:** The shareholders present in person or by proxy represented 49,366,010 issued shares of the Company, which are equivalent to 73.59% of the total 66,752,468 outstanding and issued shares of the Company (including shareholders vote by electronic transmission represented 48,580,854 shares).
- Present Directors:** The representative of New General Limited, YU, Min-Hui (Director)
The representative of Seashore Group Limited, YU, Yi-Chang (Director)
YU, Yi-Yuan (Director) 、Independent Director YUAN, Cheng-Tian
Independent Director KUO, Yi-Jen
- In Attendance** Ernst & Young, CHAN, Kuo-Shuai (Accountant)
- Personnel:** LCS & Partners, CHANG, Ping-Kun (Attorney)
Andy Wu (General Manager) 、James Chan (Deputy General Manager)

Chairman: YU, Min-Hui (Chairman of the Board) Secretary: KAO, Hung-Yi
(Assistant Manager)

I. Meeting Duly Constituted: (Report present shares)

II. Chairman’s Remarks: omitted

III. Reporting Matters:

1. Review the 2023 Financial Year Annual Business Report.

Explanation:

The 2023 Financial Year Annual Business Report of the Company, please refer to attachment 1.

2. Review the 2023 Financial Year Audit Committee's Financial Statements Review Report.

Explanation:

The 2023 Financial Year Audit Committee's Financial Statements Review Report, please refer to attachment 2.

3. Report on the 2023 remuneration to Directors and employees' compensation.

Explanation:

- (1) The Company's 2023 profit is NT\$1,307,639,840. It is proposed that the remuneration to Directors be NT\$12,000,000 and the employees' compensation be NT \$40,552,687; both shall be paid in cash.
- (2) The employees' compensation is paid to employees of the Company and its subsidiaries who meet certain conditions. The amount of the payment will be based on seniority, ranking, performance, overall contribution or special merits, and the Chairman of the Board of Directors may handle the relevant matters such as determining employees' qualifications.

4. Report on the 2023 Remuneration to Directors.

Explanation:

- (1) According to the regulations of the Company's Articles of Association, the remuneration of the Chairman and directors shall be determined by the Board of Directors, and based on their participation in the company's operations and the value of their contributions, taking into account the industry standards, domestically and abroad.
- (2) The Articles of Association of the Company clearly stipulate that no more than 2% of the annual profit shall be used as the director's remuneration, and the remuneration shall be based on factors such as the time invested by the directors and the shared responsibilities.
- (3) The remuneration distribution table for directors and independent directors of the Company, is as follow:

Title	Name	Remuneration								Total Remuneration (A+B+C+D) and Ratio of It to Net Income (%)		Relevant Compensation Received by Directors who are Also Employees								Total Compensation (A+B+C+D+E+F+G) and Ratio of It to Net Income (%)		Compensation Paid to Directors from Parent Company or an Invested Company Other than th Company's Subsidiaries
		Base Compensation (A)		Severance Pay (B)		Bonus to Directors (C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Profit Sharing- Employee Bonus (G)						
		The Company	All companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements			The company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company				
										Cash	Stock							Cash	Stock			
Chairman (Legal Representative)	Steven Yu (Note 1)	2,288	2,288	-	-	3,300	3,300	-	-	5,588 0.54	5,588 0.54	-	1,150	-	-	-	-	-	-	5,588 0.54	6,738 0.65	N/A
Director (Legal Representative)	Michael Yu (Note 2)	-	-	-	-	1,500	1,500	-	-	1,500 0.15	1,500 0.15	1,440	2,542	-	-	2,604	-	2,604	-	5,544 0.54	6,646 0.64	N/A
Director	Antonio Yu	-	-	-	-	1,500	1,500	-	-	1,500 0.15	1,500 0.15	1,730	2,542	-	-	2,604	-	2,604	-	5,834 0.56	6,646 0.64	N/A
Director	Steven Chang	-	-	-	-	1,000	1,000	120	120	1,120 0.11	1,120 0.11	-	-	-	-	-	-	-	-	1,120 0.11	1,120 0.11	N/A
Independent Director	Yi Jen Kuo	-	-	-	-	1,000	1,000	120	120	1,120 0.11	1,120 0.11	-	-	-	-	-	-	-	-	1,120 0.11	1,120 0.11	N/A
Independent Director	Yen-Hsi Lin	-	-	-	-	1,000	1,000	120	120	1,120 0.11	1,120 0.11	-	-	-	-	-	-	-	-	1,120 0.11	1,120 0.11	N/A
Independent Director	Chen Tien Yuan	-	-	-	-	1,000	1,000	120	120	1,120 0.11	1,120 0.11	-	-	-	-	-	-	-	-	1,120 0.11	1,120 0.11	N/A
Total		2,288	2,288	-	-	10,300	10,300	480	480	13,068 1.28	13,068 1.28	3,170	6,234	-	-	5,208	-	5,208	-	21,446 2.08	24,510 2.37	-

Note 1: Steven Yu is the legal representative of New General Limited.

Note 2: Michael Yu is the legal representative of Seashore Group Limited.

5. Report on the 2023 Earning Distribution Proposal.

Explanation:

- (1) In accordance with the Company's Articles of Association, the Board of Directors agreed unanimously to distribute the cash dividend of NT\$519,153,115 (NT\$7.81 per share, based on 66,472,870 outstanding shares as of December 31, 2023) to shareholders. For the Earning Distribution Proposal, please refer to Attachment 3.
- (2) The Chairman is authorized to specify the ex-dividend date and the date of payment in accordance with the relevant regulations. In the case of an unexpected circumstance where the amount of distribution per share needs to be altered, the Chairman has the final authority to make corresponding adjustments.

6. Report on the Related Party Transactions.

Explanation:

- (1) All related party transactions are to be reported at the meeting in accordance with the Regulations for Financial Transactions Among Related Parties.
- (2) For the information of the Company's related party transactions in 2023, please refer to Attachment 4.

7. Amendment to the Procedures For Meetings of the Board of Directors.

Explanation:

The Procedures For Meetings of the Board of Directors are proposed to be amended to comply with the amended laws and to respond to the actual operational needs of the Company. For comparison of the Rules prior to and after such amendment, please refer to Attachment 5.

IV. Recognition Matters:

1. (Proposed by the Board of Directors)

Motion: Adoption of the 2023 Business Report and Consolidated Financial Statements.

Explanation:

- (1) The Company's 2023 Consolidated Financial Statements have been audited by independent auditors (CPAs) Kuo-Shuai Chen and Chih-Ming Chang of Ernst & Young, who issued an no-reserve opinion on the Audited Report.

- (2) For the 2023 Business Report, CPA's Audited Report, and Consolidated Financial Statements, please refer to Attachment 1 and Attachment 6.
- (3) Please approve.

Resolution:

At the time of voting, total votes of the present shareholder represented 49,366,010 shares, approval votes represented 48,168,590 shares, which is equivalent to 97.57% of the total votes, against votes represented 50 shares, abstention/dissenting votes represented 1,197,370 shares, and the approval votes exceeded quorum. It was resolved as the original proposal.

2. (Proposed by the Board of Directors)

Motion: Adoption of the Proposal for Distribution of 2023 Profits.

Explanation:

- (1) The proposal for distribution of the 2023 profits has been approved by the 13th meeting of the 5th Board of Directors of the Company. The Company's 2023 net income is NT\$1,032,845,462, adding the beginning retained earnings of NT\$2,137,824,312; adding 2023 remeasurements of defined benefit plans of NT\$441,612 and setting aside legal reserve of NT\$103,328,707 and deducting special reserve of NT\$57,238,978, the aggregated undistributed earnings are NT\$3,010,543,701. The detail of distribution is according to the Article of Association as follows: The cash dividends to common shareholders are NT\$519,153,115 (NT\$7.81 per share, based on 66,472,870 outstanding shares as of December 31, 2023), the aggregated undistributed retained earnings are NT\$2,491,390,586, which is retained for future year. For the 2023 Earning Distribution Proposal, please refer to Attachment 3.
- (2) Please approve.

Resolution:

At the time of voting, total votes of the present shareholder represented 49,366,010 shares, approval votes represented 48,168,590 shares, which is equivalent to 97.57% of the total votes, against votes represented 50 shares, abstention/dissenting votes represented 1,197,370 shares, and the approval votes exceeded quorum. It was resolved as the original proposal.

V. Matters for Discussion

1. (Proposed by the Board of Directors)

Motion: Proposal to issue the 2024 Employee Restricted Stocks.

Explanation:

- (1) To attract and retain talents required by the company and to motivate employees and enhance their morale, aiming to collectively create benefits for the company and shareholders, the Company hereby establishes the Employee Restricted Stock Rules in accordance with Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Foreign Issuers and related regulations.
- (2) The Employee Restricted Stocks will be granted one or more times over a period of one year from the date of resolution at the shareholders' meeting and within two years from the date of the notice of effective registration of the authority. The Board of Directors may authorize Chairman to determine, the actual issuance date and relevant matters.
- (3) Terms and conditions of the Employee Restricted Stocks are follows:
 - ① The total issuance amount of Employee Restricted Stocks is NT\$ 2,000,000 with a par value of NT\$ 10 per share, totaling 200,000 ordinary shares to be issued.
 - ② Terms and conditions:
 - A. Issue price: paid subscription, with the issuance price of 50% of the average closing price for the month prior to the issuance date.
 - B. Class of the shares to be issued: common shares
 - C. Vesting conditions:
 - a. The vesting conditions are divided into Category A and Category B. Under Category A, 80,000 shares will be issued to employees who have served 12 years or more of service as of the grant date. Under Category B, 120,000 shares will be issued to employees who have served for less than twelve years (inclusive) as of the grant date.
 - b. Employees who remain employed and have not violated the labor contracts, work rules, non-compete agreements, confidentiality agreements, or contractual agreements with the company, and simultaneously achieve the individual performance evaluation metric and overall company performance metric set by the company, the respective share allocation ratio for meeting the vested conditions is as follows:

- (a) after subscribing, upon completion of one year of service: 30%
 - (b) after subscribing, upon completion of two years of service: 30%
 - c. after subscribing, upon completion of three years of service: 40%
 Individual performance evaluation metric: The most recent annual individual performance evaluation score is 80 points or above.
 - d. Overall company performance metric: Based on the most recent audited financial statements for the fiscal year ending at the completion of the vesting period, meeting one of the following conditions:
 - (a) revenue (compared to the previous year): Growth of 10%.
 - (b) operating profit margin: Reaching 13%.
- ③ Eligibility and the number of shares employees may be granted.
- A. Only the Company's full-time executive officers or the Company's and its Affiliates' who are employed as of the date of the granting of the Employee Restricted Stocks and who meet the performance requirements are eligible for this incentive plan. The term "Affiliates" shall be determined according to the standards specified in the Financial Supervisory Commission Order No. 1070121068. Qualified executives must be at the (vice) managerial level or above and have a significant influence on the Company's operational decisions or are the Company's selected critical talents for its future core technologies and strategy development.
 - B. The actual number of shares granted to the employees shall be determined based on factors such as years of service, ranking, job performance, overall contribution, special merits, or other factors required for operational management and business development strategies. The determination shall be made by the Chairman and submitted to the Board of Directors for approval. However, employees with managerial positions or director position must first obtain approval from the Remuneration Committee, while employees without managerial positions must first obtain approval from the Audit Committee.
 - C. The shares issued, in accordance with Article 56-1, Paragraph 1 of Regulations Governing the Offering and Issuance of Securities by Foreign Issuers, which are granted to a single employee, the aggregated number of shares that can be subscribed through Employee Shares Options, plus the total number of Employee Restricted Stocks subscribed by the

employee shall not exceed 0.3% of the total issued shares, and the shares mentioned above, plus the total number of shares that the Company granted to a single employee through the issuance of employee stock options under Article 56, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Foreign Issuers shall not exceed one percent of the total issued shares. However, if it is approved by the relevant competent authority, the total number of employee stock options and Employee Restricted Stocks subscribed by a single employee may be exempt from the mentioned ratio restrictions.

④ The necessity reasons for issuing Employee Restricted Stocks:

To attract and retain talents required by the company and to motivate employees and enhance their morale, aiming to collectively create benefits for the Company and shareholders.

⑤ The impact on the shareholders' interests

A. Estimated expenses: 30-day average of the closing price of the company stock counting until the end of 31st Jan 2024, i.e. NT\$174.66 per share, assuming the measurements have been achieved, the total expenses will be NT\$16,932 thousand. From 2024 to 2026, the annual expenses are projected to be approximately NT\$5,080 thousand, NT\$5,080 thousand, and NT\$6,772 thousand, respectively.

B. Dilution of the Company's EPS: Based on the Company's 66,472,870 outstanding shares (as of December 31, 2023), the potential impact due to the above mentioned expenses to the Company's EPS is preliminarily estimated at approximately NT\$0.08, NT\$0.08, and NT\$0.10 from 2024 to 2026, respectively.

(4) The 2024 Employee Restricted Stocks Rules, please refer to Attachment 7. In the event that it is necessary to revise or adjust the Rules due to the instructions from the competent authority or amendments to relevant laws and regulations, it is proposed that the Board of Directors or its authorized representative have full authority from the shareholders' general meeting to handle such matters.

Resolution:

At the time of voting, total votes of the present shareholder represented 49,366,010 shares, approval votes represented 48,167,590 shares, which is equivalent to 97.57% of the total votes, against votes represented 1,050 shares, abstention/dissenting votes represented 1,197,370 shares,

and the approval votes exceeded quorum. It was resolved as the original proposal.

2. (Proposed by the Board of Directors)

Motion: Proposal to amend the Memorandum and Articles of Association of the Company.

Explanation:

- (1) To comply with the amendments to the Securities and Exchange Act, it is proposed to amend the Articles of Association of the Company. The comparison table for the amendments of the Articles of Association, please refer to Attachment 8.
- (2) Please approve.

Resolution:

At the time of voting, total votes of the present shareholder represented 49,366,010 shares, approval votes represented 48,168,590 shares, which is equivalent to 97.57% of the total votes, against votes represented 50 shares, abstention/dissenting votes represented 1,197,370 shares, and the approval votes exceeded quorum. It was resolved as the original proposal.

3. (Proposed by the Board of Directors)

Motion: Proposal to amend the Procedures For Shareholders' Meeting.

Explanation:

To comply with the relevant laws and regulations and Company's operational needs, it is proposed that the Procedures For Shareholders' Meeting should be amended. The comparison table for the amendments to the Procedures For Shareholders' Meeting, please refer to Attachment 9.

Resolution:

At the time of voting, total votes of the present shareholder represented 49,366,010 shares, approval votes represented 48,168,590 shares, which is equivalent to 97.57% of the total votes, against votes represented 50 shares, abstention/dissenting votes represented 1,197,370 shares, and the approval votes exceeded quorum. It was resolved as the original proposal.

VI. Other Question and Motion: none.

VII. Close of the Meeting: May 31, 2024 (Friday) at 10:12 A.M.

(Note 1: There is no question raised by shareholder at 2024 Annual General Shareholders' Meeting.

Note 2: This meeting minutes is extracted from the 2024 Annual General Shareholders' Meeting, the details are subject to the audio and video recording.)

Attachment 1

2023 Business Report

The operating result, net assets and liabilities, profitability analysis, and future development strategy report of Eurocharm Holdings Co., Ltd. (hereinafter referred to as the Company) as reflected in its 2023 consolidated financial statements are as follows:

1.1 2023 Business Operations

1. Operating Result

The total consolidated revenue for 2023 was NT\$7,267,327 thousand, and the consolidated operating margin was NT\$1,522,578 thousand. The total net profit after tax was NT\$1,031,525 thousand, in which the vested consolidated net profit after tax that was attributable to the shareholders of the Parent Company was NT\$1,032,845 thousand. The basic earnings per share after-tax were NT\$15.60.

2. Net Assets and Liabilities

As of December 31, 2023, the total consolidated assets amounted to NT\$6,756,085 thousand. The total consolidated liabilities were NT\$1,724,639 thousand, which accounted for 25.53% of the total consolidated assets. The total consolidated shareholders' equity was NT\$5,031,446 thousand, which marked 74.47% of the total consolidated assets.

3. Profitability Analysis

The Company's consolidated financial statements for 2023 indicates that basic earnings per share after tax was NT\$15.60. The net profit margin was 14.19%. The rate of return on assets was 14.99%, and the return on equity was 21.84%.

4. Budget Execution

Not applicable as the Company's 2023 financial forecast is not public.

5. Income, Expenditure and Profitability Analysis

Please refer to the Consolidated Financial Statements.

6. Future Development and Strategies

The Company's 2023 research and development expenses accounted for 1.18% of net operating revenue. To expedite the process of product development and reduce the defect rate, the Company will continue to invest in mold and metal processing research and upgrades. The Company envisions that this will improve capacity for new product development and technologies.

1.2 2023 Business Plan

1. Expansion of Production Capacity

To cope with the significant growth of our customers' business in the future, the Company will continue investing in equipment and expanding production capacity based on customers' needs. In addition, the Company will continue to expand the mold factory and related processing equipment, and continue to improve the ratio of mold, inspection and jig's production, and product development speed. The Company will also enhance the speed of automation introduction, in order to reduce the operational risk caused by the growth of wages and labor shortage in Vietnam.

2. Emphasis on Health and Medical Product Market

The Company continues to expand cooperation with existing health and medical manufactures in Europe, the United States and Japan and seek out new product businesses. Regarding the revenue ratio for this sector in 2023, there has been delay in the production timeline of several new development projects due to economy fluctuations in the United States and Europe. However, it will be put into mass production in 2024, and the Company is hopeful for keeping up with the growth momentum of this market.

3. Development of Electric Scooters and Recreational Vehicles

As of the end of 2023, several customers have gradually progressed into mass production of

electric scooters. With the solid foundation of motorcycle chassis production, the Company has the advantage of developing further business opportunities in the electric scooter sector. In terms of recreational vehicles, the Company has been actively investing considerable resources in developing business opportunities. With brands in North America and Europe steadily increasing their output volumes as well as new products being launched in 2024 the Company expects the relevant businesses will grow noticeably in the upcoming years.

4. Development of Automobile Parts

In response to the growing business opportunities for electric vehicles and automobiles parts, the Company is actively engaged in developing new customers, as well as strengthening the relationship with the existing automobile customers. The Company also actively cultivates new businesses in electric auto parts and expects the result to be reflected in the profit growth in the future.

Looking back on 2023, the global economy had been gradually stepping away from the impacts of COVID-19, and production level has also been recovering. In 2023 the Company had significant improvement in operation and profitability with significant decrease in the operation pressures and quarterly reduction of the raw material prices. However, manufacturing sectors in many developed countries (mostly in the United States and Europe) still flatlines due to global inflation. The overall consumer demand is still at the relatively low point.

For 2024, although inflation has made impacts globally, the overall operating environment has gradually recovered, and the new development projects undertaken by the Company in the past and construction of Baishan II will continually contribute to the growth in profits. In addition, the Company will continue to improve its management and production technology and diversify the risk for customers. With professional manufacturing ability and high-quality service concept, the Company is striving for the entry of new orders from domestic and foreign customers, and actively realizing product innovation for customers, the Company aims to achieve the following targets:

1. Perfect Governance Creates Value

Following the Corporate Governance 3.0 Sustainable Development Road Map launched by the Financial Supervisory Commission, Eurocharm stands on solid corporate governance, as it actively provides customers with high-quality and diversified precision machinery by applying manufacturing technology and overall solutions to meet the specific product needs of our customers. Eurocharm brings the maximum benefit to our shareholders and to the development of our employees. We strive to become an elite enterprise that is trusted and respected by the society while maintaining good interaction with the stakeholders and continuing to create corporate values.

2. Continue to Promote Smart Manufacturing

In 1983, Eurocharm introduced welding robots to achieve automatic production lines and since then has continued to transform our production in the wake of the Industry 4.0 era. The Company builds intelligent production, equipment and management based on data. Connecting design, production, and services, we have successfully reduced our costs, improved manufacturing efficiency and optimized quality and experience, which facilitates the progress of the industrial environment. Eurocharm continues to develop automatization by introducing TOYOTA lean production, utilizing various aspects such as the system structure, personnel organization, operation methods, and market supply and demand, as well as combining the implementation of the MES project. Our production system can immediately adapt to the rapid changes in user demand and reduce unnecessary waste in the production process to strengthen our production management model.

3. Mitigate Environmental Impact

On November 30, 2023, COP 28 UN Climate Change Conference in UAE ran a global check on the climate actions of 200 countries after the Paris Agreement in 2015, which aims to not only urge each nation to commit to their NDC (Nationally Determined Contribution) and put forward their plans, but also to ensure that each projected milestone can be met timely. As a responsible

corporate citizen, Eurocharm has started greenhouse gas emission checkup since September 2022 and completed the 2022 check in June 2023. We are committed to reducing carbon emission in the efforts to mitigate the impacts of climate change on enterprises. We are also actively assessing the feasibility of building solar power facilities to respond to the globe's much-needed clean energy transition so that the emission of greenhouse gas can be greatly reduced by 2030.

4. Friendly Environment, Employee Health and Industrial Safety

We will continue to make improvements in noises, dust, air, sewage treatment systems, lighting, and electrical furnaces while replacing old equipment. We will also strive to keep our factories green and move toward the goal of energy saving and carbon reduction. At the same time, we are continuously making substantial changes in employee participation, safe production, working environment, quality improvement, shortened delivery time, reduction of invalid working hours, and better employee compensation and benefits. We aim to strengthen the cohesiveness of the factory, improve internal factory management, and continuously improve our working environment and labor conditions to protect the legal rights of employees and become an enterprise that brings our employees happiness.

5. Actively Cultivate International Talents and Succession plan

Diversity, equity and inclusion (DEI) have become mainstream values among transnational enterprises. This is an inevitable wave to each enterprise of this globalized era. To help management talents at all levels equip with the proactive problem-solving ability and international perspectives, the Company continues to develop training programs with external experts and arrange training contents according to individual characteristics and job attributes. Our major goal is to cultivate and retain outstanding management and technical talents, laying a more solid foundation for the company's sustainable development. Looking forward to the future, Eurocharm will continue to actively expand into recreational vehicle components and medical instruments and move strategically towards production internationalization to ensure sustainable growth in performance and profits. Meanwhile, we will follow the blueprint of the sustainable strategy and fulfill our

corporate responsibility to achieve sustainable operations. Looking to the future, the Company has formulated the following internal execution plans to elevate the management in the new year.

The Company would like to thank all our shareholders for your persistent support and trust. The value of challenging excellence and cherishing each opportunity has taken the Company from its humble origin to the accomplishments which we all share. One project at a time, the Eurocharm Group will continue to live up to all shareholders' expectations and pay our appreciation in record-breaking numbers. Lastly, once again, we sincerely thank all the shareholders and dedicated colleagues for their long-term support and encouragement to the Company. We express our highest respect to each and every one of you!

Sincerely yours,

Chairman

Steven Yu/s/

General Manager

Andy Wu/s/

Chief Accountant

James Chan/s/

Attachment 2

2023 Audit Committee's Review Report

The Board of Directors has prepared the Company's 2023 Business Report, Consolidated Financial Statements, and proposal for the allocation of profits. The Consolidated Financial Statements have been audited by CPAs Kuo-Shuai Chen and Chih-Ming Chang of Ernst & Young, who has already issued an no-reserve opinion on the audited report. The Business Report, Consolidated Financial Statements and proposal for the allocation of profits have been reviewed and determined to be correct and accurate by the Audit Committee members of Eurocharm Holdings Co., Ltd. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

To Eurocharm Holdings Co., Ltd. 2024 Annual General Shareholders' Meeting

Eurocharm Holdings Co., Ltd.

Chairman of the Audit Committee: Chen-Tien Yuan

February 29, 2024

Attachment 3

PROFIT DISTRIBUTION TABLE
Year 2023
Eurocharm Holdings Co., Ltd.

Unit : NT\$	
Items	Amount
Beginning retained earnings	\$2,137,824,312
Plus : Net income of 2023	1,032,845,462
Plus : Other comprehensive income	
Remeasurements of defined benefit plans of 2023)	441,612
Deduct : Setting Aside Legal reserve (Note 1)	(103,328,707)
Deduct : Reversing Special reserve (Note 2)	(57,238,978)
Earnings available for distribution	3,010,543,701
Distribution items :	
Cash Dividend to common shareholders for the first half of 2023	(0)
Cash Dividends to common shareholders for the second half of 2023	(519,153,115)
Unappropriated retained earnings	\$2,491,390,586

Note :

1. For the first half of 45,722,557 was provided and 57,606,150 was added for the year.
2. For the first half of 2022, 333, the turnover number is 0, and the annual increase provision is \$57,238,978.
3. The cash dividend will be determined by the Chairman after being approved by the Board of Directors and reported at the shareholders' meeting. The ex-dividend date and other related matters will be set by the Chairman. The cash dividend for this time will be calculated up to the units and disregarded below the unit. The total amount of fractional balance less than one unit will be included in the other income item.

Chairman

Steven Yu/s/

General Manager

Andy Wu/s/

Chief Accountant

James Chan/s/

Attachment 4

Related Party Transactions

Counterparty to the transaction	JENN FENG TRADING INC
Target	Electroplating Production Equipment
Transacted number/amount	One set
Actual transaction price and terms	Approximately 2.06 million
Whether the transaction is made in accordance with the price calculation formula approved by the Board of Directors	Yes
Whether the transaction goes within the annual transaction amount limit set by the Board of Directors	Yes
Remarks	The acceptance of equipment has not been performed

Attachment 5

Eurocharm Holdings Co., Ltd.

Comparison table for the amendments to the “Procedure For Meetings of the Board of Directors”

Article	Amended version	Original version	Explanation
Article 6.1.3	All matters set forth under Article 6.5 of these Rules shall be specified in the notice of the reasons for convening a board meeting and none of those matters may be raised by extraordinary motion.	All matters set forth under Article 6.5 of these Rules shall be specified in the notice of the reasons for convening a board meeting and none of those matters may be raised by extraordinary motion <u>except in the case of an emergency or for other legitimate reason.</u>	Revised in accordance with the amendment of Article 3 of Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article 6.3.7	If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce that the meeting time will be postponed <u>on the same day</u> , provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 6.1.2.	If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce that the meeting time will be postponed, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 6.1.2.	Revised in accordance with the amendment of Article 12 of Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article 6.5.1	The matters listed below shall be raised for discussion at the board meeting of this Corporation: 1. This Corporation's business plan.	The matters listed below shall be raised for discussion at the board meeting of this Corporation: 1. This Corporation's business plan.	Adding Paragraph 6 in accordance with Article 7 of Regulations Governing Procedure for Board of Directors

<p>2. Annual financial reports, and financial reports for the second quarter which shall be audited and attested by a certified public accountant (CPA).</p> <p>3. Adoption or amendment of an internal control system and assessment of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment of any handling procedures for material financial or business transactions, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p><u>6. The election or discharge of the chairman of the Board of Directors.</u></p> <p><u>7.</u> The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><u>8.</u> A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the</p>	<p>2. Annual financial reports, and financial reports for the second quarter which shall be audited and attested by a certified public accountant (CPA).</p> <p>3. Adoption or amendment of an internal control system and assessment of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment of any handling procedures for material financial or business transactions, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p>6. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition,</p> <p>8. Any matter that, under Article 14-3 of the Securities and</p>	<p>Meetings of Public Companies while the current Paragraph 6 to 8 are shifted as Paragraph 7 to 9.</p>
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	<p>following Board of Directors meeting for retroactive recognition.</p> <p>9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw or Memorandum and Articles of Association, must be approved by resolution at a shareholders' meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p>	<p>Exchange Act or any other law, regulation, or bylaw or Memorandum and Articles of Association, must be approved by resolution at a shareholders' meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p>	
Article 6.6.1.2	<p><u>(Adjusting the Article number)</u></p> <p>The chair may not declare the adjournment of the meeting without the approval of a majority of the directors present at the director meeting.</p>		
Article 6.6.1.3	<p><u>(Adjusting the Article number)</u></p> <p>At any time during the course of a board meeting, if the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon the motion proposed by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 6.3.7 shall apply mutatis mutandis.</p>		
Article 6.6.1.4	<p><u>(Adding this Article)</u></p>		Revised in accordance with the amendment of

	<u>During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare adjournment of the meeting under Article 6.6.1.2, the provisions of Article 6.3.3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u>		Article 13 of Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article 6.10	These rules were resolved and adopted by the Board of Directors on February 26, 2021. <u>These rules were revised on February 29, 2024.</u>	These rules were resolved and adopted by the Board of Directors on February 26, 2021.	

Attachment 6

Report of Independent Auditors and 2023 Consolidated Financial Statements

English Translation of a Report Originally Issued in Chinese

REPORT OF INDEPENDENT AUDITORS

To the Board of Directors and Shareholders
of Eurocharm Holdings Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Eurocharm Holdings Co., Ltd. (the “Company”) and its subsidiaries as of December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including the summary of material accounting policies (collectively referred as “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2023 and 2022, and their consolidated financial performance and cash flows for the years then ended, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Revenue recognition

We determine that revenue recognition is one of the key audit matters. The Company's consolidated revenue amounting to NT\$7,267,327 thousand for the year ended December 31, 2023 is significant to the Company's consolidated financial statements. The Company and its subsidiaries have conducted these sale activities through multi-market places. Furthermore, varieties of sale terms and conditions enacted in the main sale contracts or sale orders judging and determining the performance obligation and the time of satisfaction. We therefore conclude that there are significant risks with respect to the topic of revenue recognition. Our audit procedures therefore include, but not limit to, evaluating the properness of accounting policy for performance obligation, of revenue recognition assessing and testing the effectiveness of relevant internal controls related to performance obligation of revenue recognition, executing sale cut-off tests, sampling-test of details, including to review the consistency of the fulfillment timing between determining the performance obligation of revenues recognition and the major sales orders or agreements for their terms and conditions. We also evaluated the appropriateness of the related disclosure in Note 6 to the consolidated financial statements.

Trade receivables – loss allowance

The Company's consolidated gross trade receivables and loss allowance as of December 31, 2023 amounted to NT\$1,086,782 thousand and NT\$55,757 thousand, respectively. The consolidated net trade receivables represented 15% of the Company's total consolidated assets and were significant to the Company's consolidated financial statements. The amount of loss allowance against trade receivable is measured based on expected credit loss during its existing period. For the measurement purpose, underlying receivable should be grouped appropriately and the application of related assumptions, including proper aging intervals, expected loss ratio and forward-looking information for each aging interval, be judged and analyzed. We conclude that the estimation of impairment loss toward trade receivable is one of the key audit matters due to its complexity of judgment, analysis and estimation and its significant impact on carrying value of net trade receivable. Our audit

procedures therefore include, but not limit to, analyzing the appropriateness of the methodology to group trade receivable, confirming whether the customers with significantly different loss patterns

(i.e. similar risk characteristics) are appropriately grouped (i.e. by historical experiences, etc.); testing the preparation matrix adopted by the Group, including evaluation on reasonableness of determining aging intervals, and examining the correctness of original document for basic information; reviewing trade receivable subsequent collection for evaluating its recoverability; analyzing long-term variation trend of loss allowance and turnover rate of trade receivable and concluding whether any significant impairment needs to be made at the end of period. We have also evaluated the appropriateness of the disclosure in Note 5 and Note 6 to the consolidated financial statements regarding trade receivables and related risk.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee or supervisors, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2023 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

/s/Chen, Kuo-Shuai

/s/Chang, Chih-Ming

Ernst & Young, Taiwan

February 29th, 2024

Notice to Readers

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

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Consolidated Financial Statements Originally Issued in Chinese

EUROCHARM HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

As of December 31, 2023 and 2022

(Amounts Expressed in Thousands of New Taiwan Dollars)

Assets				Liabilities and Equity			
Accounts	Notes	2023.12.31	2022.12.31	Accounts	Notes	2023.12.31	2022.12.31
Current assets				Current liabilities			
Cash and cash equivalents	4, 6(1)	\$974,048	\$1,397,304	Short-term borrowings	6(12), 8	\$360,459	\$1,642,067
Financial assets at fair value through profit or loss	4, 6(2), 6(14)	41	292	Contract liabilities	4, 6(18)	58,056	28,486
Financial assets measured at amortized cost	4, 6(3)	382,990	528,379	Trade payables		347,508	525,991
Trade receivables	4, 6(4), 6(19), 8	772,155	1,076,855	Trade payables-related parties	7	26,168	38,252
Trade receivables-related parties	4, 6(4), 6(19), 7	258,870	368,486	Other payables	6(13)	353,170	377,918
Other receivables		8,992	18,371	Current tax liabilities	4, 6(24)	119,615	110,803
Other receivables-related parties	7	3,691	2,729	Lease liabilities	4, 6(22)	2,502	3,725
Current tax assets	4, 6(24)	512	512	Lease liabilities-related parties	4, 6(22), 7	-	1,910
Inventories	4, 6(5), 8	737,881	1,102,281	Other current liabilities		1,678	3,376
Prepayments	7	69,056	77,479	Refund liabilities		30,460	30,767
Other current assets		47,901	120,223	Total current liabilities		1,299,616	2,763,295
Total current assets		3,256,137	4,692,911				
Non-current assets				Non-current liabilities			
Financial assets measured at fair value through other comprehensive income	4, 6(6)	95,705	95,705	Bonds payable	4, 6(14)	394,184	465,295
Financial assets measured at amortized cost	4, 6(3)	126,617	14,989	Deferred tax liabilities	4, 6(24)	18,608	18,468
Investment accounted for under the equity method	4, 6(7)	521,082	384,101	Lease liabilities	4, 6(22)	-	2,528
Property, plant and equipment	4, 6(8), 7, 8	1,994,080	2,129,237	Other non-current liabilities	6(15)	12,231	13,156
Right-of-use assets	4, 6(22), 7	645,163	308,396	Total non-current liabilities		425,023	499,447
Investment property	4, 6(9)	81,196	72,997	Total liabilities		1,724,639	3,262,742
Intangible assets	4, 6(10)	6,635	3,641	Equity attributable to shareholders of the parent			
Deferred tax assets	4, 6(24)	1,540	2,900	Capital	6(17)		
Other non-current assets	6(11), 6(16)	27,930	3,799	Common stock		664,729	659,163
Total non-current assets		3,499,948	3,015,765	Capital surplus	6(17)	962,026	888,652
				Retained earnings	6(17)		
				Legal reserve		321,016	218,316
				Special reserve		233,118	307,951
				Unappropriated Earnings		3,125,389	2,587,975
				Other components of equity		(290,357)	(233,118)
				Non-controlling interests	6(17), 6(26)	15,525	16,995
				Total equity		5,031,446	4,445,934
Total assets		\$6,756,085	\$7,708,676	Total liabilities and equity		\$6,756,085	\$7,708,676

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese

EUROCHARM HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2023 and 2022

(Amounts Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

Description	Notes	2023	2022
Operating revenues	4, 6(18), 7	\$7,267,327	\$8,037,354
Operating costs	6(20), 7	(5,744,734)	(6,478,423)
Gross profit		1,522,593	1,558,931
Realized (Unrealized) sales profit	4	(6)	313
Gross profit, net		1,522,587	1,559,244
Operating expenses	6(20), 7		
Sales and marketing		(98,952)	(117,340)
General and administrative		(244,606)	(238,445)
Research and development		(85,790)	(84,123)
Expected credit gains (losses)	4, 6(19)	(13,224)	(25,932)
Operating expenses total		(442,572)	(465,840)
Operating income		1,080,015	1,093,404
Non-operating incomes and expenses			
Other incomes	6(21), 7	162,397	104,496
Other gains and losses	6(21), 7	79,699	(44,650)
Finance costs	6(21), 7	(65,668)	(52,226)
Share of profit or loss of associates and joint ventures accounted for under the equity method	4, 6(7)	(1,356)	24,913
Non-operating incomes and expenses total		175,072	32,533
Income before income tax		1,255,087	1,125,937
Income tax expense	4, 6(24)	(223,562)	(189,939)
Net income		1,031,525	935,998
Other comprehensive income (loss)	6(23)		
Not to be reclassified to profit or loss in subsequent periods:			
Remeasurements of defined benefit plans		442	3,576
May be reclassified to profit or loss in subsequent periods:			
Exchange differences arising on translation of foreign operations		(54,998)	394,062
Share of other comprehensive income of associates and joint ventures accounted for under the equity method		(2,391)	16,146
Total other comprehensive income, net of tax		(56,947)	413,784
Total comprehensive income		\$974,578	\$1,349,782
Net income (loss) attributable to:			
Stockholders of the parent		\$1,032,845	\$941,354
Non-controlling interests		(1,320)	(5,356)
		\$1,031,525	\$935,998
Total comprehensive income (loss) attributable to:			
Stockholders of the parent		\$976,048	\$1,353,400
Non-controlling interests		(1,470)	(3,618)
		\$974,578	\$1,349,782
Earnings per share-basic (in NTD)	6(25)	\$15.60	\$14.29
Earnings per share-diluted (in NTD)	6(25)	\$14.95	\$13.91

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

EUROCHARM HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2023 and 2022

(Amounts Expressed in Thousands of New Taiwan Dollar)

Description	Equity Attributable to Shareholders of the Parent							Non-controlling Interests	Total Equity
	Share capital		Retained Earnings			Other Components of Equity	Total		
	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations			
Balance as of January 1, 2022	\$658,262	\$836,782	\$155,069	\$620,146	\$1,690,315	\$(641,588)	\$3,318,986	\$20,613	\$3,339,599
Appropriation and distribution of 2021 earnings and earnings for the six-month period ended June 30, 2022:									
Legal reserve			63,247		(63,247)		-		-
Cash dividends-common shares					(296,218)		(296,218)		(296,218)
Special reserve reversal				(312,195)	312,195		-		-
Equity component of convertible bonds issued by the Company		40,024					40,024		40,024
Net income (loss) in 2022					941,354		941,354	(5,356)	935,998
Other comprehensive income in 2022					3,576	408,470	412,046	1,738	413,784
Total comprehensive income (loss)	-	-	-	-	944,930	408,470	1,353,400	(3,618)	1,349,782
Conversion of convertible bonds	901	11,846					12,747		12,747
Balance as of December 31, 2022	659,163	888,652	218,316	307,951	2,587,975	(233,118)	4,428,939	16,995	4,445,934
Appropriation and distribution of 2022 earnings and earnings for the six-month ended June 30, 2023:									
Legal reserve			102,700		(102,700)		-		-
Cash dividends-common shares					(468,006)		(468,006)		(468,006)
Special reserve reversal				(74,833)	74,833		-		-
Net income (loss) in 2023					1,032,845		1,032,845	(1,320)	1,031,525
Other comprehensive income in 2023					442	(57,239)	(56,797)	(150)	(56,947)
Total comprehensive income (loss)	-	-	-	-	1,033,287	(57,239)	976,048	(1,470)	974,578
Conversion of convertible bonds	5,566	73,374					78,940		78,940
Balance as of December 31, 2023	\$664,729	\$962,026	\$321,016	\$233,118	\$3,125,389	\$(290,357)	\$5,015,921	\$15,525	\$5,031,446

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese

EUROCHARM HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2023 and 2022

(Amounts Expressed in Thousands of New Taiwan Dollars)

Items	2023	2022	Items	2023	2022
Cash flows from operating activities:			Cash flows from investing activities:		
Net income before tax	\$1,255,087	\$1,125,937	Acquisition of financial assets measured at fair value through other comprehensive income	-	(40,000)
Adjustments to reconcile net income before tax to net cash provided by (used in) operating activities:			Decrease (increase) in financial assets measured at amortized cost	33,761	(370,014)
Depreciation (include investment property)	284,771	267,535	Acquisition of investment accounted for under the equity method	(165,261)	(58,733)
Amortization	2,614	3,078	Acquisition of property, plant and equipment	(198,205)	(299,234)
Expected credit losses	13,224	25,932	Proceeds from disposal of property, plant and equipment	45	9,700
Net loss (gain) of financial assets (liabilities) at fair value through profit or loss	186	(103)	Acquisition of intangible assets	(5,608)	(1,465)
Interest expense	65,668	52,226	Acquisition of right-of-use assets	(355,701)	-
Interest income	(70,335)	(37,837)	Net cash provided by (used in) investing activities	<u>(690,969)</u>	<u>(759,746)</u>
Dividends	(27,744)	(17,621)	Cash flows from financing activities:		
Share of profit or loss of associates and joint ventures accounted for under the equity method	1,356	(24,913)	Increase in (repayment of) short-term borrowings	(1,281,608)	(451,849)
Loss (gain) on disposal of property, plant and equipment	1,878	(586)	Issuance of convertible bonds	-	512,995
Loss on inventory valuation	13,224	53,249	Increase (decrease) in guarantee deposits	(925)	35
Unrealized (realized) sales profit	6	(313)	Repayment of lease liabilities principal	(5,819)	(5,624)
Changes in operating assets and liabilities:			Cash dividends	(468,006)	(296,218)
Trade receivables	292,144	(310,233)	Net cash provided by (used in) financing activities	<u>(1,756,358)</u>	<u>(240,661)</u>
Trade receivables-related parties	109,616	(42,244)	Effect of exchange rate changes	<u>(28,879)</u>	<u>191,354</u>
Other receivables	6,825	(3,184)	Net increase (decrease) in cash and cash equivalents	(423,256)	250,559
Other receivables-related parties	(962)	(1,144)	Cash and cash equivalents at beginning of period	<u>1,397,304</u>	<u>1,146,745</u>
Inventories	352,485	129,384	Cash and cash equivalents at end of period	<u>\$974,048</u>	<u>\$1,397,304</u>
Prepayments	8,423	8,314			
Other current assets	72,322	(10,769)			
Contract liabilities	29,570	(41,663)			
Trade payables	(178,483)	13,751			
Trade payables-related parties	(12,084)	8,085			
Other payables	(11,827)	42,866			
Other current liabilities	(1,698)	1,610			
Net defined benefit liabilities	(482)	(406)			
Refund liabilities	(307)	2,483			
Cash generated from (used in) operations	<u>2,205,477</u>	<u>1,243,434</u>			
Interest received	72,851	31,942			
Dividends received	45,430	37,389			
Interest paid	(57,767)	(51,352)			
Income tax paid	(213,041)	(201,801)			
Net cash provided by (used in) operating activities	<u>2,052,950</u>	<u>1,059,612</u>			

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

Attachment 7

2024 Employee Restricted Stocks Rules

I. Purpose of issuance

To attract and retain talents required by the company and to link their compensation with shareholders' interests and Environmental, Social, Governance (ESG) achievements, and to motivate employees and enhance their morale, aiming to collectively create benefits for the company and shareholders. The Company hereby establishes the Employee Restricted Stocks Rules (the "Rules") in accordance with Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Foreign Issuers (the "Act") promulgated by the Financial Supervisory Commission. (the "Authority")

II. Issuance Period

The Employee Restricted Stocks will be granted one or more times over a period of one year from the date of resolution at the shareholders' meeting and within two years from the date of the notice of effective registration of the Authority. The Board of Directors may authorize Chairman to determine, the actual issuance date and relevant matters.

III. Eligibility and the number of shares employees may be granted.

1. Only the Company's full-time executive officers or the Company's and its Affiliates' who are employed as of the date of the granting of the Employee Restricted Stock and who meet the performance requirements are eligible for this incentive plan. The term "Affiliates" shall be determined according to the standards specified in the Financial Supervisory Commission Order No. 1070121068. Qualified executives must be at the (vice) managerial level or above and have a significant influence on the Company's operational decisions or are the Company's selected critical talents for its future core technologies and strategy development.
2. The actual number of shares granted to the employees shall be determined based on factors such as years of service, ranking, job performance, overall contribution, special achievements, or other factors required for operational management and business development strategies. The determination shall be made by the Chairman and submitted to the Board of Directors for approval. However, employees with managerial positions or directors position must first obtain approval from the Remuneration Committee, while employees without managerial positions must first obtain approval from the Audit Committee.
3. The shares issued, in accordance with Article 56-1, Paragraph 1 of the Act, which are granted to a single employee, the aggregated number of shares that can be subscribed through Employee Shares Options, plus the total number of Employee Restricted Stocks subscribed by the employee shall not exceed three per thousand of the total issued shares, and the shares mentioned above, plus the total number of shares that the company granted to a single employee through the issuance of employee stock options under Article 56, Paragraph 1 of the Act shall not exceed one percent of the total issued shares. However, if it is approved by the relevant competent authority, the total number of employee stock options and Employee Restricted Stocks subscribed by a single employee may be exempt from the mentioned ratio restrictions.

IV. Expected total shares.

The total issuance amount of Employee Restricted Stocks this time is NT\$ 2,000,000, with a par value of NT\$ 10 per share, totaling 200,000 ordinary shares issued.

V. Issuance Conditions

1. Issue price: paid subscription, with the issuance price of 50% of the average closing price for the month prior to the issuance date.
2. Class of the shares to be issued: The Company's common shares.
3. Vesting conditions:
 - A. The vesting conditions are divided into two categories, Category A and Category B. Under Category A, 80,000 shares will be issued to employees who have served twelve years or above of service as of the grant date. Under Category B, 120,000 shares will be issued to employees who have served for less than twelve years (inclusive) as of the grant date.
 - B. Employees who remain employed and have not violated the labor contracts, work rules, non-compete agreements, confidentiality agreements, or contractual agreements with the company, and simultaneously achieve the individual performance evaluation metric and overall company performance metric set by the company, the respective share allocation ratio for meeting the vested conditions is as follows:
 - a. after subscribing, upon completion of one year of service:30%
 - b. after subscribing, upon completion of two years of service:30%
 - c. after subscribing, upon completion of three years of service:40%Individual performance evaluation metric: The most recent annual individual performance evaluation score is 80 points or above.
 - C. Overall company performance metric: Based on the most recent audited financial statements for the fiscal year ending at the completion of the vesting period, meeting one of the following conditions:
 - a. pre-tax net profit (compared to the previous year): Growth of 10%.
 - b. operating profit margin: Reaching 13%.
4. After the employee subscribes to the Employee Restricted Stocks, measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance:
 - A. For those who do not meet the vesting conditions, the Company will repurchase their shares at the original issuance price without interest and proceed with cancellation; accordingly, related stock and dividend payments shall be settled in cash to the employees by the 10th of the following month of not meeting the vesting conditions.
 - B. Voluntary Separation, or involuntary discharge, separation with a severance, retirement, Natural death:

The unvested Employee Restricted Stocks shall be deemed as not meeting the vesting conditions from the date of the event. The company shall repurchase and cancel them at the original issuance price."
 - C. In the event of occupational injury resulting in inability to continue employment or death:
 - a. Employees who become disabled due to occupational injury during the vesting period and are unable to continue employment shall be deemed to have met all

vesting conditions for their unvested Employee Restricted Stocks from the effective date of their resignation.

- b. In the event of death due to occupational injury during the vesting period, employees shall be deemed to have met all vesting conditions for their unvested Employee Restricted Stocks from the date of death. Upon completion of the necessary legal procedures by their heirs and submission of relevant documentary evidence, they may apply to receive the shares they are entitled to inherit.

D. Unpaid leave:

For employees on unpaid leave during the vesting period, their entitlements shall be reinstated upon their return to work. However, their subscription rights shall be recalculated based on the actual period of employment, using the original subscribed shares as the basis, the other shares shall be deemed as not meeting the vesting conditions, and the Company shall repurchase and cancel them at the original issue price. If the vesting date falls on a day of unpaid leave, it shall be deemed as not meeting the vesting conditions, and the Company shall repurchase and cancel the employee's shares at the original issue price.

E. Transfer to affiliate company:

When any employees are assigned to a position in any of the Company's Affiliates, shall remain vested according to the proportion of the vesting schedule outlined in these Rules, unaffected by the transfer.

When an employee voluntarily transfers to a subsidiary, Affiliates, or other company, the unvested Employee Restricted Stocks should be handled in the same manner as Voluntary Separation.

VI. Restrictions imposed on the employees' rights in the Employee Restricted Stocks before the vesting conditions are fulfilled:

1. Upon the grant of the Employee Restricted Stocks, the Employee Restricted Stocks shall be deposited in a trust/custody account. Before the vesting conditions are fulfilled, the employees cannot request the trustee/custodian to return to them the Employee Restricted Stocks for any reasons or by any means.
2. Before employees meet the vesting conditions after subscribing to Employee Restricted Stocks, no employees granted Employee Restricted Stocks may sell, mortgage, transfer, give, or pledge, to another person, create any encumbrance on, or otherwise dispose of, any shares under the unvested Employee Restricted Stocks.
3. The attendance, proposal rights, speech rights, voting rights and any other shareholder rights shall be exercised by the trust and custody agreement.
4. Subject to the restrictions mentioned above, the rights of the employees with regard to the unvested Employee Restricted Stocks granted under these Rules before the fulfillment of the vesting conditions, including but not limited to the entitlement to any distribution regarding dividends, bonuses, and capital reserve, and the subscription right of the new shares issued for any capital increase, are the same as those of holders of common shares of the Company. The relevant matters shall be handled in accordance with the Employee Restricted Stocks trust/custody agreement.
5. During each vesting period, if the Company conducts a capital reduction for cash return,

capital reduction for loss offset, or other non-statutory capital reduction, the unvested Employee Restricted Stocks shall be cancelled proportionally by the ratio of such capital reduction. If the Company conducts a capital reduction for cash return, the returned cash shall be deposited in a trust account and shall not be delivered to the employees until the vesting conditions are fulfilled and reached the expiration date. If the vesting conditions are not met upon the expiration of the deadline, the cash will be returned to the Company.

VII. Tax

Any tax matters incurred in connection with the Employee Restricted Stocks under these Rules shall be handled under the then-current laws and regulations of the R.O.C. and the countries where the employees reside.

VIII. Other Important Agreements

1. If the company determines that it is necessary to entrust the Employee Restricted Stocks subscribed through this regulation to a trust institution for safekeeping, the company shall have the right to negotiate, execute, modify, extend, rescind, and terminate the trust agreement on behalf of the employees, as well as transfer, dispose of, or otherwise act upon the trust property (shares and cash) based on this regulation.
2. Employees who subscribe the Employee Restricted Stocks under these regulations must, before the fulfillment of vesting conditions, deliver them to the designated trust institution appointed by the Company for safekeeping.
3. Signing of Contracts and Confidentiality
 - A. When the Company processes the issuance of Employee Restricted Stocks in accordance with these regulations, the handling department shall notify subscribing employees to sign the "Employee Restricted Stock Agreement". Upon completion of the signing of the "Employee Restricted Stock Agreement" by the subscribing employees, it shall be deemed that they have acquired the subscription rights. Any employees who do not complete such signing of relevant documents will be considered to forfeit the subscription rights.
 - B. All subscribing employees must adhere to the confidentiality clauses of the company. They are not allowed to inquire any other about or disclose to any other any information about the number of the Employee Restricted Stocks granted to them and any relevant matters. In the event of any breach thereof, the company reserves the right to impose penalties according to the severity of the situation. In cases where an employee is found to have committed a serious violation, as determined by the company, regarding the Employee Restricted Stocks that have not yet met the vesting conditions, the employee will immediately forfeit the right to subscribe the stocks. The company is entitled to repurchase the shares at the original issuance price and cancel them.
4. Before these Rules may be implemented, it shall be approved by the majority votes in a meeting of the Board of Directors in which two-thirds or more directors are present and shall become effective after effective registration with the competent authority, also, in case of any revisions before issuance. During the submission and review process, if any amendment hereto is necessary due to requirement of the competent authority, Chairman is authorized to make any necessary amendment hereto and submit the revised Rules to the Board of

Directors for acknowledgement before the Employee Restricted Stocks may be granted.

5. Any other matters not set forth in these Rules shall be dealt with in accordance with the applicable laws and regulations.

Attachment 8

Comparison table for the amendments of “Memorandum and Articles of Association”

Amended version	Original version	Explanation
Cover		
THE COMPANIES LAW (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF EUROCHARM HOLDINGS CO., LTD. - Incorporated on the 18th day of July, 2011 – (as adopted by a Special Resolution dated as of May 31, 2024)	THE COMPANIES LAW (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF EUROCHARM HOLDINGS CO., LTD. - Incorporated on the 18th day of July, 2011 – (as adopted by a Special Resolution dated as of May 31, 2023)	To update the amendment date by a Special Resolution.
Memorandum of Association		
THE COMPANIES LAW (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF EUROCHARM HOLDINGS CO., LTD. (as adopted by a Special Resolution dated as of May 31, 2024)	THE COMPANIES LAW (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF EUROCHARM HOLDINGS CO., LTD. (as adopted by a Special Resolution dated as of May 31, 2023)	To update the amendment date by a Special Resolution.
Articles of Association		

Amended version	Original version	Explanation
THE COMPANIES LAW (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF EUROCHARM HOLDINGS CO., LTD. (as adopted by a Special Resolution dated as of May 31, 2024)	THE COMPANIES LAW (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF EUROCHARM HOLDINGS CO., LTD. (as adopted by a Special Resolution dated as of May 31, 2023)	To update the amendment date by a Special Resolution.
25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six consecutive months may in writing request the <u>Independent Directors of the</u> Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction as the court of first instance. If the <u>Independent Directors fail</u> to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.	25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six consecutive months may in writing request the Independent Directors of the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.	Revised in accordance with the amendment of Paragraph 4, the provisions regarding the application of Articles 213, 214, and 223 of the Company Act concerning supervisors in relation to Independent Directors of the Audit Committee are deleted. The relevant provisions pertain to lawsuits against directors by the Company and directors engaging in transactions such as buying, selling, lending/borrowing of funds to/from others, or other legal acts with the Company. Such matters shall be determined by the Audit Committee as stipulated in Paragraph 3, Article

Amended version	Original version	Explanation
		14-4 of the Securities and Exchange Act, and represented by a member appointed by the Audit Committee. The Audit Committee may decide whether the representation should be conducted individually or jointly.

Attachment 9

Eurocharm Holdings Co., Ltd.

Comparison table for the amendments to the “Procedures For Shareholders’ Meeting”

Article	Amended version	Original version	Explanation
Article 6.1.1	<p>Unless otherwise provided by law and regulation or Memorandum and Articles of Association, the shareholders’ meetings of the company shall be convened by the Board of Directors.</p> <p>Changes to how <u>the company</u> convenes its shareholders’ meeting shall be resolved by the , and shall be made no later than mailing of the shareholders’ meeting notice.</p> <p><u>When the company convenes a virtual shareholders’ meeting, unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, the company shall state such meetings in its Memorandum and Articles of Association and obtain a resolution of its Board of Directors to convene a virtual shareholders’ meeting. Such virtual shareholders’ meeting shall require a resolution adopted by a majority vote at a meeting of the Board of Directors</u></p>	<p>Unless otherwise provided by law and regulation or Memorandum and Articles of Association, the shareholders’ meetings of the company shall be convened by the Board of Directors.</p> <p>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.</p>	<p>Revised in accordance with the amendment of Article 44-9 of Regulations Governing the Administration of Shareholder Services of Public Companies.</p>

Article	Amended version	Original version	Explanation
	<u>attended by over two-thirds of the directors.</u>		
Article 6.1.2	The company shall, in accordance with relevant law and regulation or Memorandum and Articles of Association, prepare electronic versions of the shareholders' meeting notice, proxy forms, and the origins of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The company shall prepare electronic versions of the shareholders' meeting agenda handbooks and supplemental meeting materials and upload them to MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the shareholders' meeting. However, in the case of a TWSE or TPEX listed company with paid-in capital reaching <u>NT\$2 billion</u> or more as of the last day of the most recent	The company shall, in accordance with relevant law and regulation or Memorandum and Articles of Association, prepare electronic versions of the shareholders' meeting notice, proxy forms, and the origins of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The company shall prepare electronic versions of the shareholders' meeting agenda handbooks and supplemental meeting materials and upload them to MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the shareholders' meeting. However, in the case of a TWSE or TPEX listed company with paid-in capital reaching <u>NT\$10 billion</u> or more as of the last day of the most recent	Revised in accordance with the amendment of Article 6 of Regulations Governing Content and Compliance Requirements for the Shareholders Meeting Agenda Handbooks of Public Companies.

Article	Amended version	Original version	Explanation
	<p>fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held.</p> <p>15 days before the date of the shareholders' meeting, the company shall also have prepared the shareholders' meeting agenda handbooks and supplemental meeting materials and made them available for review by shareholders at any time, and the meeting agenda handbook and supplemental materials shall also be displayed at the company and its shareholder services agent as well as being distributed on-site at the meeting place.</p> <p>The company shall make the aforementioned meeting agenda handbooks and supplemental meeting materials available to shareholders for review in the following manner on the date of the shareholders' meeting:</p>	<p>fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held.</p> <p>15 days before the date of the shareholders' meeting, the company shall also have prepared the shareholders' meeting agenda handbooks and supplemental meeting materials and made them available for review by shareholders at any time, and the meeting agenda handbook and supplemental materials shall also be displayed at the company and its shareholder services agent as well as being distributed on-site at the meeting place.</p> <p>The company shall make the aforementioned meeting agenda handbooks and supplemental meeting materials available to shareholders for review in the following manner on the date of the shareholders' meeting:</p>	

Article	Amended version	Original version	Explanation
	(a)for physical shareholders’ meetings, to be distributed on-site at the meeting; (b)for hybrid shareholders’ meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform; or(c)for virtual-only shareholders’ meetings, electronic files shall be shared on the virtual meeting platform.	(a)for physical shareholders’ meetings, to be distributed on-site at the meeting; (b)for hybrid shareholders’ meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform; or (c)for virtual-only shareholders’ meetings, electronic files shall be shared on the virtual meeting platform.	
Article 6.1.3	<p>The company shall specify in the meeting notices and public announcement the time during which attendance registrations will be accepted, the place to register for attendance, and other matters for attention.</p> <p>Where a shareholder’s meeting is held online, the company shall include in the shareholders’ meeting notice and public announcement how shareholders attend the virtual meeting and exercise their rights and actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars: (a) to what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot</p>	<p>The company shall specify in the meeting notices and public announcement the time during which attendance registrations will be accepted, the place to register for attendance, and other matters for attention.</p> <p>Where a shareholders’ meeting is held online, the company shall include in the shareholders’ meeting notice and public announcement how shareholders attend the virtual meeting and exercise their rights and actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars: (a) to what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot</p>	<p>Revised in accordance with the amendment of Article 44-21 of Regulations Governing the Administration of Shareholder Services of Public Companies.</p>

Article	Amended version	Original version	Explanation
	<p>be removed, and the date to which the meeting is postponed or on which the meeting will resume; (b) shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session; (c) in case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholder's meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholder's 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 shareholder's meeting; and (d) actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out; to convene a virtual-only shareholder's meeting,</p>	<p>be removed, and the date to which the meeting is postponed or on which the meeting will resume; (b) shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session; (c) in case of a hybrid shareholder's 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 shareholder's meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholder's 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 shareholder's meeting; and (d) actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out; to convene a virtual-only shareholder's meeting,</p>	

Article	Amended version	Original version	Explanation
	<p>appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholder's meeting online shall be specified; <u>except in the circumstances set out in Article 44-9, paragraph 6, 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.</u></p> <p>The time during which shareholder attendance registrations will be accepted, shall be at least 30 minutes prior to the time the meeting commences and 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 shareholder's meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts and shareholders completing registration will be deemed as attend the shareholder's meeting in person.</p>	<p>appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholder's meeting online shall be specified.</p> <p>The time during which shareholder attendance registrations will be accepted, shall be at least 30 minutes prior to the time the meeting commences and 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 shareholder's meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts and shareholders completing registration will be deemed as attend the shareholder's meeting in person.</p> <p>With the consent of the addressee, the meeting notice may be given in electronic form.</p>	

Article	Amended version	Original version	Explanation
	With the consent of the addressee, the meeting notice may be given in electronic form.		
Article 6.15	<p>These rules were revised by the Board of Directors on March 25, 2022 and adopted by the shareholder's meeting on May 31, 2022.</p> <p><u>These rules were revised by the Board of Directors on February 29, 2024 and adopted by the shareholder's meeting on May 31, 2024.</u></p>	<p>These rules were revised by the Board of Directors on March 25, 2022 and adopted by the shareholder's meeting on May 31, 2022.</p>	