

Stock Code : 1735



日勝化工股份有限公司

EVERMORE CHEMICAL INDUSTRIAL CO., LTD.

Handbook for the 2024 Annual General Shareholders' Meeting

Time : June 27 (Thursday) 2024, 9:30 AM

Place : No. 7, Gongye South 2nd Road, Nantou City (Evermore Chemical Industry Co., Ltd.)

Notice to readers

This English version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

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One. Meeting Procedures:

Evermore Chemical Industry Co., Ltd. 2024 Annual General Meeting Procedure

- I. Call to Order
- II. Chair's Address
- III. Management Presentation
- IV. Proposals
- V. Discussions
- VI. Elections
- VII. Other Matters
- VIII. Questions and Motions
- IX. Adjournment

Two. Meeting Agenda:

Evermore Chemical Industry Co., Ltd. 2024 Annual General Meeting Agenda

Time: June 27, 2024 (Thursday), 9:30 AM

Venue: No. 7, Gongye South 2nd Road, Nantou City (Evermore Chemical Industry Co., Ltd.)

Form of Shareholders' Meeting: Physical

I. Management Presentation:

- (I) Report on allocation of remuneration to employees and directors for 2023.
- (II) Business and financial reports for 2023 and annual operating plan for 2024.
- (III) The Audit Committee's review report on the 2023 financial statements.
- (IV) Report on the funds lent and endorsement & guarantee provided by the Company.
- (V) Report on the Company's 2023 directors' remuneration.

II. Proposals:

- (I) Ratification of the 2023 business report and financial statements.
- (II) Ratification of 2023 earnings distribution plan.

III. Discussions:

- (I) Amendments to "Rules of Procedure for Shareholder Meetings."

IV. Elections:

- (I) The Company re-elected all 9 directors (including 3 independent directors).

V. Other Matters:

- (I) Discharge of new directors and representatives of the Company from non-competition restrictions.

VI. Questions and Motions

VII. Adjournment

I. Management Presentation

Proposal 1: Report on allocation of remuneration to employees and directors for 2023.

Description: In accordance with the Articles of Incorporation, the Company allocates 5% for employee remuneration and 2% for director remuneration. The amounts are NT\$4,975,204 and NT\$1,990,081, respectively. All will be paid in cash, and there is no difference with the number of accounts in 2023.

Proposal 2: Business and financial reports for 2023 and annual operating plan for 2024.

Description: Please refer to Appendix I (Pages 7-11).

Proposal 3: The Audit Committee's review report on the 2023 financial statements.

Description: Please refer to Appendix II (Page 12).

Proposal 4: Report on the funds lent and endorsement & guarantee provided by the Company.

Description: The funds lent and endorsement & guarantee provided by the Company as of December 31, 2023 are as follows:

1. Endorsements and guarantees:

Endorser & guarantor	Endorsee & guaranteed company	Endorsement & guarantee limit (NT\$ 1,000)	Actual amount of expenditure (NT\$ 1,000)
EVERMORE CHEMICAL INDUSTRY CO, LTD	TOP WELL ELASTIC TECHNOLOGY CO.,LTD.	NTD15,353 (USD 500)	NTD15,353 (USD 500)
	POU CHIEN CHEMICAL CO., LTD.	NTD260,993 (USD8,500)	-

2. Fund lending:

Lender(s)	Borrower(s)	Credit line for fund lending (NT\$ 1,000)	Actual amount of expenditure (NT\$ 1,000)
EVERMORE CHEMICAL INDUSTRY CO, LTD	TOP WELL ELASTIC TECHNOLOGY CO.,LTD.	NTD18,423 (USD600)	NTD12,856 (USD419)

Proposal 5: Report on the Company's 2023 directors' remuneration.

Description: (I) Policies, systems, standards, and structure by which the compensation was paid to the general directors and independent directors, and its association with business performance and future risks:

- According to the Articles of Incorporation, when directors of the Company carry out business for the Company, regardless of the operating profits and losses, the Company shall pay traffic allowance to them at such amount as determined by the Board of Directors. The remuneration for the directors of the Company shall be determined by the Board of Directors based on their level of participation in the Company's business operations and contribution to the Company, and in reference to the pay level among peer companies. For a director of the Company who is also an employee of the Company, he/she shall be paid remuneration regardless of the operating profits and losses, at such amount as determined in accordance with the "Measures for Management of the Compensation for New Hires" of the Company and in reference to the pay level among peer companies.
- The remuneration to directors shall be paid in accordance with the Company's "Regulations Governing Remuneration to Directors and Functional Committee Members." It consists of fixed traffic allowance, remuneration to directors equivalent to no more than 2% of the earnings defined under the Articles of

Incorporation, and remuneration to directors who are also employees. The directors' performance evaluation indicators consist of business, governance and financial results. The evaluation covers profitability, compliance with laws when exercising the Board of Directors' powers loyally, provision of fine-quality decision making suggestions and participation in the Board of Directors. Relevant performance evaluation and reasonableness of remuneration have been reviewed and approved by Remuneration Committee and Board of Directors.

(II) For the details about the directors' remuneration, please refer to Appendix III (Page 13).

II. Proposals

Proposal 1: The proposal for ratification of the 2023 business report and financial statements is presented for ratification. (Proposed by the Board of Directors)

Description: 1. The CPAs from Deloitte Taiwan, i.e. Chiang Shu-Ching and Su Ting-Chien, have audited the Company's parent company only financial statements and consolidated financial statements for 2023, and issued the external auditor's report accordingly. Meanwhile, the financial statements, business report and earnings distribution plan referred to in the preceding paragraph have been reviewed and approved by the Audit Committee, for which the Audit Committee issued an audit report accordingly.

2. Said statements and external auditor's report are enclosed herewith. Please refer to Appendix I (Pages 7-11), Appendix II (Page 12) and Appendix IV (Pages 14-32) for details.

Resolutions:

Proposal 2: The proposal for ratification of 2023 earning distribution plan is presented for ratification. (Proposed by the Board of Directors)

Description: 1. Enclosed please find the Company's 2023 earnings distribution plan. Please refer to Appendix V (Page 33) for details.

2. Cash dividend:NTD 49,694,000, distributed pro rata to the shareholders on the shareholder register as of record date at NTD 0.5 per share (round down to NTD 1). The fractional amount of dividends less than NTD 1 is summed and recognized as other income of the Company. After the approval of the general meeting, the Board of Directors is authorized by the shareholders to fix record date and date for dividend distribution.

3. If there is a change in dividend payout ratio due to changes in the number of outstanding shares of the Company prior to the record date, the Board of Directors shall be authorized by the shareholders to make adjustments.

Resolutions:

III. Discussions

Proposal 1: Amendments to "Rules of Procedure for Shareholders' Meetings" submitted for discussion. (Proposed by the Board of Directors)

Description: In response to practical needs, it is proposed to amend certain provisions of the Company's "Rules and Procedures of Shareholders' Meeting." Please refer to Appendix VI (Pages 34~49) for a comparison table of provisions before and after the amendments.

Resolutions:

IV. Elections

Proposal 1: The Company re-elected all 9 directors (including 3 independent directors) submitted for election. (Proposed by the Board of Directors)

Description: 1. The term of office to be held by the current directors expires on August 9, 2024. In accordance with Article 17 of the Company's Articles of Incorporation, 9 directors (including 3 independent directors) shall be elected under the candidate nomination system. Take office on the date of appointment, for a term of 3 years from June 27, 2024 to June 26, 2027.

2. The list of candidates for directors and independent directors and related information are detailed in the following table:

Category	Candidate	Main educational background and current position	Shares held		Whether he or she has served as an independent director for three consecutive terms
Director	Ho Wen-Chieh	Education: Department of Chemistry, Tamkang University Experience: Manager, Jie Hwa Chemical; Chairman, Evermore Chemical Industry Co., Ltd. Current position: Chairman, Evermore Chemical Industry Co., Ltd.; Chairman, Giant Star Trading Co., Ltd.; Executive Director, Aica Kogyo Company, Limited	7,003,532		N/A.
Director	Huang Chng Tze	Education: Master of Chemical Engineering, National Tsing Hua University Experience: Research Fellow of ITRI Material & Chemical Research Laboratories; Deputy Assistant Vice President of Pou Chen Corporation Current position: President of Evermore Chemical Industry Co., Ltd.	93		N/A.
Director	Yue Dean Technology Co., LTD.	Hand tool manufacturing, mold manufacturing, mold wholesale, mold retail, international trade, other design industries, product design industry.	Corporate entity	1,786,760	N/A.
Director	Aica Kogyo Company, Limited representative Omura Nobuyuki	Education: Faculty of Economics, University of Tokyo Experience: Mitsui & Co., Ltd., and AICA Kogyo Company, Limited Current position: Managing Director, Aica Industrial Co., Ltd., Manager of Chemical Products Division	Corporate entity	49,793,388	N/A.
			Individual	0	
Director	Aica Kogyo Company, Limited representative Mori Yosuke	Education: Department of Business Administration, Aichi Gakuin University Experience: Section Chief of the Business Planning Office of the General Planning Department of AICA Kogyo Co., Ltd., Director of アイカ SDK フェノール Board of Directors of AICA Kogyo Co., Ltd., and Deputy Director of the Financial Management Department of AICA Kogyo Co., Ltd. Current position: Manager of Finance, Aica Kogyo Company Limited.	Corporate entity	49,793,388	N/A.
			Individual	0	
Director	Aica Kogyo Company, Limited representative Nishino Go	Education: PhD in Engineering, Graduate School of Engineering, Nagoya Institute of Technology Experience: Manager of R&D Department and Sales Manager, Aica Kogyo Company, Limited Current position: Manager Of Sales Department, Aica Kogyo Company, Limited	Corporate entity	49,793,388	N/A.
			Individual	0	

Category	Candidate	Main educational background and current position	Shares held	Whether he or she has served as an independent director for three consecutive terms
Independent director	Higashiyama Mikio	Education:Keio University Department of Commerce Experience:Chairman and President, Mitsui & Co. (Taiwan), Ltd.; Director, Mitsui & Co., Ltd. Current position:Independent Administrative Agency Small and Medium Enterprises Base Development Organization Small and Medium Enterprise Consultant	0	No
Independent director	Su I Hsiu	Education:Master of Criminal Law Section, National Taiwan University Law School. Experience:Investigation Officer of Investigation Bureau, Ministry of Justice, Prosecutor of Taiwan Banqiao District Prosecutors Office, Attorney-at-Law of Kuroda Law Offices; Supervisor of Evermore C Chemical Industry Co., Ltd. Current position:Partner, Kuroda Japanese Foreign Law Firm	0	No
Independent director	Chen Wan-Yu	Education:Master of Accounting, National Cheng Kung University Experience:Team leader of Ernst & Young Global Limited, Taiwan. Manager of Investment Banking Dept. of Yuanta Securities Co., Ltd. . Current position:CPA of Yu Tang Certified Public Accountant Firm. Instructor of Taiwan Academy of Banking and Finance. Mediation Committee of Taiwan Taichung District Court.	0	No

Voting Results:

V. Other Matters

Proposal 1: Discharge of new directors and their representatives of the Company from non-competition restrictions, submitted for approval. (Proposed by the Board of Directors)

- Description:
1. According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
 2. In order to terminate the non-competition restrictions imposed on the directors for any other companies engaged in the business lines identical with or similar to the Company's, as invested or managed by themselves or on behalf of others, the motion for termination of the non-competition restrictions was proposed to the general shareholders' meeting for approval.
 3. For the list of directors concurrently holding other positions, please refer to Appendix VII (Page 50).

Resolutions:

VI. Questions and Motions

Three. Appendices

Appendix I: Business Report for 2023

I. Operating Results for 2023

(I) Results of Business Plans

The Company's consolidated net revenue for 2023 is NTD2,367,512 thousand. Consolidated net profit after tax was NTD75,215 thousand and consolidated basic earnings per share after tax was NTD0.76 per share.

In 2023, the overall economic condition continued to be affected by the COVID-19 pandemic and regional wars. Crude oil prices fluctuated frequently. Meanwhile, the overall economic activities did not improve significantly, due to the inflation. In 2023, the decline in sales volume and selling price led to a decrease in the overall operating revenue by 19.94% from 2022. However, the Company adjusted its product portfolio and increased the proportion of high-value products, and also benefited from the stable price of raw materials; therefore, its overall operating results were better than last year.

Operating Performance:

Unit: NTD Thousand

Item	2023	2022	Growth Rate
Operating Revenue	2,367,512	2,957,191	-19.94%
Operating gains (loss)	91,535	(3,293)	-
Net profits before tax	92,103	43,222	113.09%
Profit after tax	75,215	35,210	113.62%

(II) Budget Implementation

The Company has not disclosed the financial forecasts for the year of 2023.

(III) Financial Revenue and Expenditure

As of December 31, 2023, total assets were NTD3,297,669 thousand, total liabilities were NTD1,800,015 thousand, debt ratio was 55%, and current ratio was 112.67%.

(IV) Analysis of Profitability

Item	2023	2022
Return on assets (%)	2.84	1.59
Return on equity (%)	5.02	2.40
Income before tax/paid-in capital (%)	9.26	4.34
Net profit margin (%)	3.17	1.19
Earnings per share (NT\$)	0.76	0.35

(V) Status of Research and Development

1. R & D expenses spent in this year:

Item	2023
Amount (NT\$ 1,000)	64,164
Proportion to operating revenue (%)	2.71%

2. The technologies or products developed successfully:

A. Sports industry:

- i. Lightweight PU material for shoes developed with negative carbon raw materials

- ii. Polyurethane insole material for shoes developed with carbon negative raw materials
- iii. Development of ultra-lightweight bicycle seat cushion using supercritical nitrogen foaming technology
- iv. Recyclable Supercritical Nitrogen Foamed Polyurethane Shoe Material
- v. High stability waterborne PU dispersion emulsion for spraying inks for shoe materials

B. Industrial Sector:

- i. Small package moisture reactive hot melt adhesive for woodworking
- ii. Thermoplastic PU injection material for brand hand tools
- iii. Architectural water-based coatings
- iv. Glued laminated timber structural adhesive for sustainable use of forest resources

C. Green materials:

- i. Recycled PET into polyester polyol for waterproof and moisture-permeable PU textile coating
- ii. Recycled PET to make polyester polyol and apply it to waterproof and vapor-permeable film moisture-curing lamination adhesive
- iii. Injection components for recyclable TPU soft shoes
- iv. Benzene-free and ketone-free ink carrier
- v. DMF-free PVC lamination adhesive
- vi. Water-based PU resin dispersion for leather
- vii. Light-curing acrylate monomer corresponding to sustainable waste water-free process
- viii. Bluesign® certified polyurethane materials for textiles
- ix. Light-curing Acrylate Monomer/Oligomer Using Bio-based Raw Materials

D. High-value added materials:

- i. New water-based carbodiimide crosslinking agent
- ii. Surface treatment agent for medical latex gloves
- iii. High-temperature retort-resistant food packaging adhesive

II. Summary of Annual Business Plan for 2024

(I) Business Policies

1. In terms of core technology, we focus on polyurethane resins, functional acrylic monomers, oligomers, UV-curable resins, and the development and application of bridging agents and additives for coatings.
2. In terms of the application of products in the downstream industry, continuous attention should be paid to sports and leisure sectors, including the demand for functional materials in sports shoes, clothes, bags, equipment, outdoor activities, etc.; the Company plans to integrate upstream development and marketing with downstream development and marketing, and broaden cooperation with international brands; continue to expand the application of traditional woodware to 3C photoelectric coatings, the application of PU resin in construction, electronics and automotive-related industry to explore niche-type industries.
3. In the product development section, and in addition to functional requirements, we continue to develop green and environmentally friendly materials in line with modern trends. This includes one solvent-free liquid for textile coating lamination, two-component PU, thermoplastic PU, water-based PU, low-energy UV-curable

acrylic resins, and so on, in hopes of contributing to a green Earth.

4. In response to the 2050 zero-net GHG target under the Paris Agreement, the Company focuses on development and promotion of recyclable, bio-based and sustainable and carbon-reduction products.
5. For integration of the Group's resources, the Company exercises the consolidated effect strategies among various subsidiaries to maximize the effect of production, marketing and research complementing each other, and also combines the strategies of AICA and other subsidiaries to deepen the consolidated effects, by reproducing the successful case in reactive hot melt adhesive to other products, e.g. co-development and marketing of the fields including industrial film materials.
6. Focus on the development in the Southeast Asia market, especially the shoes materials market in Vietnam and ink market in Thailand; meanwhile, improve the development and promotion in the markets of Japan and Korea.
7. Strengthen the competitive advantage in the UV hardening coatings market and continue the investment in the production and sales of UV paper glazing coatings and functional oligomers, in order to further expand the Group's integration and synergy in UV and increase the Group's business scale.
8. Improve the development of the TPU market to increase production volume and maximize the market share.

(II) Expected Sales Volume and Its Basis

Unit: MT

Type of Products	PU resin	PE resin	Other products
Quantity	30,161	2,466	526

The above-mentioned expected quantities are based on the annual sales in 2023, in reference to the estimate of the overall economic situation for 2024.

(III) Significant Policies for Production and Sales

1. Continue to stabilize the quality of products, meet customer requirements, and improve customer loyalty.
2. To quickly respond to the customer's demand for special specifications of products and capture the market as soon as possible.
3. To strengthen the development of new products and customers, and take the initiative to pay close attention to the market.
4. Improve the consolidated effect of the subsidiaries in various territories and also maximize the consolidated effect of AICA.

III. The Company's development strategies in the future will be influenced by the external competitive environment, regulatory environment and overall business environment:

(I) The Company's Development Strategies in the Future

- To strengthen the function of the Group: Set up the general manager's office, integrate the executive functions of the Group, and the operational affairs of each business unit, enhance the functional level of the Group, and integrate and make full use of internal resources to maximize the value of the consolidate effects produced by various subsidiaries.
- To enhance the ability of the dedicated teams to take charge: keep the group's finance, marketing, R&D and supply chain functioned as the group's management center, with each department focused on the operation and management of specific areas, so that they are responsible for their respective goals and

strategies, and create profits.

- To continuously review and focus on core competencies: Carry out internal evaluation of the value and scalability of core competencies, and innovate products and sustain core capabilities by exerting the existing capabilities of marketing and R&D.
- To build a service-oriented business model: The key to the future business strategy of EVERMORE CHEMICAL is re-examining the characteristics of the existing industrial value chains with innovative thinking and vision, finding new niche, creating differentiated value, and developing the service-oriented corporate culture of manufacturing.
- Beginning with the end: Start with meeting the needs of the terminal industry and the market based on the core capabilities of precision chemistry and materials technology, and deeply explore and focus on the niche market. Looking ahead, we will focus on the overall solution in the year, by going beyond the original product application market, integrating the existing technologies of products with innovative thinking, providing customers with higher added value and developing innovative production process that keeps up with the green trends of carbon reduction and low pollution in the future.
- To improve production technology, product quality, yield rate and other related production processes through the cooperation model of international subcontracting.
- To expand the fields of construction, optoelectronics, adhesives and film materials, etc. through the AICA cooperation platform to improve business performance and profitability.
- Proactively expand the markets in Southeast Asia and emerging markets, as well as the specialized chemical product market in Northeast Asia.
- To continuously recruit and train outstanding talents to achieve medium- and long-term organizational goals.
- To develop new products with high added value and enhance internal core technologies based on industry trends and customer needs.
- Focus on development of green and eco-friendly products and also on the development and promotion based on the three major themes including Recycle, Sustainability and CO₂ reduction.
- Promotion of the ESG practices.

(II) Impact of the external competitive environment, regulatory environment and overall business environment, and countermeasures

The overall business environment, including international prosperity, regional political factors, crude oil prices, trade agreements, environmental regulations of each country and exchange rates, will have impact on the operation of the chemical industry. In terms of raw materials, with reference to the prices for crude oil and supply of raw materials in the market, we will purchase raw materials with competitive price advantage if appropriate to cut product costs; with respect to trade agreements, by taking into consideration of the status of each production base of the group, and with reference to the terms of the trade agreements for territories, we will take advantage of the Group's supply chain platform and adopt a more flexible marketing strategy; in response to the heightening environment protection awareness of each country driven by the environmental changes which limits the development of chemical industry, the Company gradually reduces its dependence on high-pollution energy, promotes lean production and strengthens the recycling of internal wastes, reduces waste emissions, and continues to develop environmentally friendly products in response to market development needs in the future; at the same time, in response to the changes in the business environment, we

will overcome excessive dependence on a single market, and gradually strengthen the development of the Southeast Asian market.

Despite the sluggish COVID-19 epidemic, the problems derived from the regional wars continued to bother the economic development. Therefore, 2024 is still full of challenges. The Company will continue to optimize the Group's consolidated effect, make every endeavor to mitigate the impact to the minimum and also aim to achieve the budget target this year.

Thank all of you for attending the meeting today. Wish you good health and good luck!

Chairman: Ho Wen-Chieh

Manager: Huang Chang-Tze

Accounting Manager: Chen Hsiang-Li

EVERMORE CHEMICAL INDUSTRY CO, LTD

Audit Committee's Review Report

The Company's parent company only financial statements and consolidated financial statements prepared and submitted by the Board of Directors for 2023 have been audited, and determined as sufficient to appropriately reflect the Company's financial position, business results and cash flow by the CPAs from Deloitte Taiwan, i.e. Chiang Shu-Ching and Su Ting-Chien. The Audit Report together with the Business Report and earning distribution plan are determined as qualified after review by the Audit Committee. The Committee hereby issue the Report in accordance with the provisions of Article 219 of the Company Act.

Best Regards

2024 General Annual Meeting of EVERMORE CHEMICAL INDUSTRY CO, LTD

Convener of Audit Committee: Chen Chun-Cheng

March 12, 2024

Appendix III. Details about the directors' remuneration

December 31, 2023 Unit: NT\$

Job title	Name	Remuneration to directors								Sum of A, B, C, and D as percentage of income after tax		Remuneration from concurrently servings as employees								Sum of A, B, C, D, E, F and G as percentage of income after tax		Remuneration from investees other than subsidiaries
		Remuneration (A)		Pension upon retirement (B)		Remuneration to directors (C)		Professional practice expenses (D)				Wages, bonuses, and special allowances, etc. (E)		Pension upon retirement (F)		Remuneration to employees (G)						
		The Company	Companies included into the financial statement	The Company	Companies included into the financial statement	The Company	Companies included into the financial statement	The Company	Companies included into the financial statement	The Company	Companies included into the financial statement	The Company	Companies included into the financial statement	The Company	Companies included into the financial statement	The Company		Companies included into the financial statement		The Company	Companies included into the financial statement	
																Cash	Stock	Cash	Stock			
Chairman	Ho Wen Chieh	0	0	0	0	1,990,081	1,990,081	3,030,000	3,040,000	5,020,081/ 6.6742%	5,030,081/ 6.6875%	5,148,204	5,148,204	0	0	210,203	0	210,203	0	10,378,488/ 13.7978%	10,388,488/ 13.8113%	0
Director	Huang Chang Tse																					
Director	Aica Kogyo Company, Limited																					
	Representative: Nishino Go																					
	Representative: Omura Nobuyuki																					
Director	Representative: Mori Yosuke																					
	Yue Dean Technology Co., LTD.																					
Independent director	Representative: Shih Chih-Hung																					
	Higashiyama Mikio																					
Independent director	Chen Chun-Cheng																					
Independent director	Chueh Liang-Wu																					
<div>1. Regarding independent directors' remuneration payment policies, systems, standards and structure, and in accordance with their responsibilities, risks, time invested and other factors, describe the relevance to the amount of remuneration: Independent directors of the Company bear the same responsibilities and risks as ordinary directors. According to the Company’s “Regulations Governing Remuneration to and Performance Evaluation on Directors and Functional Committee Members,” the remuneration is divided into fixed amounts and the amount allocated according to the Articles of Association is distributed subject to the degree of contribution. The part allocated according to degree of contribution is calculated based on the ratio of the number of board attendances by the independent director to the number of attendances by all independent directors.</div> <div>2. In addition to the disclosure above, in the most recent year, the directors of the company have received remuneration for providing services to all companies in the financial report (for example, as a consultant who is not an employee): None.</div> <div>3. Proposed employee compensation amount.</div>																						

Appendix IV. 2023 Parent Company Only Financial Statements and Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders Evermore Chemical Industry Co., Ltd.

Audit Opinion

We have audited the accompanying individual balance sheets of Evermore Chemical Industry Co., Ltd. ("the Company") as at December 31, 2023 and 2022, and the related individual statements of comprehensive income, of changes in equity and of cash flow for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and reports of other independent accountants, the accompanying parent company only financial statements present fairly, in all material respects, the individual financial position of the Company as at December 31, 2023 and 2022, and its individual financial performance and its individual cash flow for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers."

Basis for Opinion

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

Key Audit Matters

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

Key audit matters for the Company's 2023 parent company only financial statements are stated as follows:

Authenticity of revenue recognition for specific customers

The main source of the Company's revenue is the sales of resins, and the sales locations are mainly located in markets such as Asia. In the operating revenue in 2023, the amount of transactions with specific customers were critical to the overall operating revenue. Meanwhile, subject to the changes in the economic environment, there was a significant risk to the authenticity of their revenue and, therefore, the authenticity of revenue recognition for specific customers was listed as a key audit matter. For accounting policies related to revenue recognition, please refer to Note IV of the parent company only financial statements.

The main audit procedures that we have implemented in response to the above key audit matters are as follows:

1. Understand and evaluate internal control design related to inspection and risk in the sales and collection cycle, and execute tests of its effectiveness.
2. Select samples from the sales details of specific customers, review relevant documents such as shipment orders and export declarations, and check whether collection counterparties are consistent with sales counterparties.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with the auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with the governance unit, we have determined key audit matters of the Company's 2023 parent company only financial statements. 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 Taiwan
CPA Shu-Ching Chiang

Su Ting-Chien, CPA

Approval reference of the Financial
Supervisory Commission
Jin-Guan-Zheng-Shen-1000028068

Approval reference of the Financial Supervisory
Commission
SFB Shenzi No. 1070323246

March 12, 2024

Evermore Chemical Industry Co., Ltd.
BALANCE SHEETS
December 31, 2023 and 2022

Unit: NTD thousand

Code	ASSETS	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Notes IV and VI)	\$ 52,757	2	\$ 85,540	3
1136	Financial assets measured at amortized cost - current (Notes IV, VII and XXIII)	16,853	-	16,855	1
1150	Notes receivable (Notes IV, VIII, and XXII)	55,865	2	67,851	2
1170	Accounts receivable due from non-related parties (Notes IV and VIII)	188,347	6	164,182	5
1180	Accounts receivable due from related parties (Notes IV, VIII, and XXII)	117,228	4	102,575	3
1200	Other receivables (Note XXII)	24,055	1	5,664	-
1220	Current tax assets (Notes IV and XVIII)	-	-	2,691	-
1300	Inventories (Notes IV and IX)	284,077	9	356,545	11
1479	Other current assets	6,754	-	7,504	1
11XX	Total current assets	<u>745,936</u>	<u>24</u>	<u>809,407</u>	<u>26</u>
	NON-CURRENT ASSETS				
1550	Investment accounted for using the equity method (Notes IV and X)	1,188,717	38	1,167,342	37
1600	Property, plant, and equipment (Notes IV, XI, and XXIII)	1,087,670	34	1,107,538	35
1755	Right-of-use assets (Notes IV and XXII)	33,307	1	37,345	1
1760	Investment real estate (Note IV)	1,007	-	1,007	-
1780	Intangible assets (Note IV)	5,334	-	5,999	-
1840	Deferred tax assets (Notes IV and XVIII)	24,940	1	17,975	-
1915	Prepayments for equipment	57,811	2	26,079	1
1920	Refundable deposits	852	-	909	-
15XX	Total non-current assets	<u>2,399,638</u>	<u>76</u>	<u>2,364,194</u>	<u>74</u>
1XXX	TOTAL	<u>\$ 3,145,574</u>	<u>100</u>	<u>\$ 3,173,601</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	CURRENT LIABILITIES				
2100	Short-term borrowings (Notes XIII and XXIII)	\$ 842,683	27	\$ 809,852	26
2110	Short-term bills payable (Note XIII)	39,939	1	109,860	4
2150	Notes payable	3,066	-	4,338	-
2170	Accounts payable (Note XXII)	210,062	7	164,552	5
2200	Other payables (Notes XIV and XXII)	72,855	2	67,911	2
2230	Current tax liabilities (Notes IV and XVIII)	17,635	1	8,280	-
2280	Lease liabilities - current (Notes IV and XII)	3,911	-	3,866	-
2322	Long-term borrowings due within one year (Notes XIII and XXIII)	91,500	3	54,000	2
2399	Other current liabilities- Other	8,351	-	10,608	-
21XX	Total current liabilities	<u>1,290,002</u>	<u>41</u>	<u>1,233,267</u>	<u>39</u>
	NONCURRENT LIABILITIES				
2541	Long-term borrowings (Notes XIII and XXIII)	285,117	9	376,617	12
2570	Deferred tax liabilities (Notes IV and XVIII)	43,076	1	34,583	1
2580	Lease liabilities - non-current (Notes IV and XII)	29,725	1	33,635	1
25XX	Total non-current liabilities	<u>357,918</u>	<u>11</u>	<u>444,835</u>	<u>14</u>
2XXX	Total liabilities	<u>1,647,920</u>	<u>52</u>	<u>1,678,102</u>	<u>53</u>
	EQUITY				
3110	Share capital from common stock	993,880	32	993,880	31
3200	Capital surplus	98,017	3	98,017	3
	Retained earnings				
3310	Statutory reserves	226,553	7	223,032	7
3320	Special reserve	-	-	24,313	1
3350	Undistributed earnings	193,141	6	152,499	5
3400	Other equity	(13,937)	-	3,758	-
3XXX	Total equity	<u>1,497,654</u>	<u>48</u>	<u>1,495,499</u>	<u>47</u>
	TOTAL	<u>\$ 3,145,574</u>	<u>100</u>	<u>\$ 3,173,601</u>	<u>100</u>

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

Evermore Chemical Industry Co., Ltd.
STATEMENTS OF COMPREHENSIVE INCOME
January 1 to December 31, 2023 and 2022

Unit: NTD Thousand, Except Earnings Per Share

Code		2023		2022	
		Amount	%	Amount	%
4000	NET SALES REVENUES (Notes IV and XXII)	\$ 1,478,090	100	\$ 1,882,582	100
5000	OPERATING COSTS (Notes IX, XVII and XXII)	<u>1,258,453</u>	<u>85</u>	<u>1,679,993</u>	<u>89</u>
5900	GROSS PROFIT	219,637	15	202,589	11
5910	UNREALIZED GROSS PROFIT ON SALES TO SUBSIDIARIES	(1,770)	-	(4,166)	-
5920	REALIZED GROSS PROFIT ON SALES TO SUBSIDIARIES	<u>4,166</u>	<u>-</u>	<u>1,840</u>	<u>-</u>
5950	REALIZED GROSS PROFIT	<u>222,033</u>	<u>15</u>	<u>200,263</u>	<u>11</u>
	OPERATING EXPENSES (Note XVII)				
6100	Selling and marketing expenses	53,346	3	68,710	4
6200	Management expenses	70,221	5	66,613	4
6300	Research and development expenses	42,557	3	47,730	2
6450	Expected credit impairment loss (gain on reversal) (Notes IV and VIII)	<u>501</u>	<u>-</u>	(<u>2,696</u>)	<u>-</u>
6000	Total operating expenses	<u>166,625</u>	<u>11</u>	<u>180,357</u>	<u>10</u>
6900	OPERATING PROFIT	<u>55,408</u>	<u>4</u>	<u>19,906</u>	<u>1</u>
	NON-OPERATING REVENUE AND EXPENDITURE				
7010	Other income (Note XXII)	8,724	1	10,750	-
7020	Other gains and losses	(711)	-	(560)	-
7100	Interest income (Note XXII)	3,153	-	1,240	-
7230	Gain on foreign exchange, net	2,904	-	33,733	2

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Code		2023		2022	
		Amount	%	Amount	%
7510	Interest fees	(\$ 22,376)	(2)	(\$ 19,080)	(1)
7375	Share of gains (losses) of subsidiaries and affiliates using the equity method (Note IV)	45,437	3	(2,226)	-
7000	Total non-operating income and expenses	37,131	2	23,857	1
7900	NET PROFITS BEFORE TAX	92,539	6	43,763	2
7950	INCOME TAX EXPENSE (Notes IV and XVIII)	17,324	1	8,553	-
8200	NET INCOME	75,215	5	35,210	2
	OTHER COMPREHENSIVE INCOME (LOSS) (Note IV)				
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translating the financial statements of foreign operations	(20,787)	(1)	34,709	2
8399	Income tax relating to items that may be reclassified subsequently to profit or loss (Note XVIII)	3,092	-	(6,638)	(1)
8300	Other comprehensive income (loss) for the year, net income tax	(17,695)	(1)	28,071	1
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 57,520</u>	<u>4</u>	<u>\$ 63,281</u>	<u>3</u>
	EARNINGS PER SHARE (Note XIX)				
9750	Basic	<u>\$ 0.76</u>		<u>\$ 0.35</u>	
9850	Diluted	<u>\$ 0.75</u>		<u>\$ 0.35</u>	

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Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

Evermore Chemical Industry Co., Ltd.
STATEMENTS OF CHANGES IN EQUITY
January 1 to December 31, 2023 and 2022

Unit: NTD thousand

Code		Ordinary Shares	Capital Surplus	Retained earnings (Note XVI)			Exchange differences on translating the financial statements of foreign operations	Total Equity
		(Note XVI)	(Note XVI)	Statutory reserve	Special Reserve	Unappropriated Earnings	(\$ 24,313)	\$ 1,432,218
A1	Balance on January 1, 2022	\$ 993,880	\$ 98,017	\$ 222,026	\$ 11,624	\$ 130,984	(\$ 24,313)	\$ 1,432,218
	Earnings allocation and distribution for 2021							
B1	Statutory reserves	-	-	1,006	-	(1,006)	-	-
B3	Special reserve	-	-	-	12,689	(12,689)	-	-
D1	2022 net profit	-	-	-	-	35,210	-	35,210
D3	Other comprehensive income after tax for 2022	-	-	-	-	-	28,071	28,071
D5	Total comprehensive income for 2022	-	-	-	-	35,210	28,071	63,281
Z1	Balance on December 31, 2022	993,880	98,017	223,032	24,313	152,499	3,758	1,495,499
	Earnings allocation and distribution for 2022							
B1	Statutory reserves	-	-	3,521	-	(3,521)	-	-
B5	Cash dividends to the Company's shareholders	-	-	-	-	(49,694)	-	(49,694)
B17	Reversal of special reserve	-	-	-	(24,313)	24,313	-	-
M3	Reorganization	-	-	-	-	(5,671)	-	(5,671)
D1	2023 net profit	-	-	-	-	75,215	-	75,215
D3	Other comprehensive income after tax for 2023	-	-	-	-	-	(17,695)	(17,695)
D5	Total comprehensive income for 2023	-	-	-	-	75,215	(17,695)	57,520
Z1	Balance on December 31, 2023	<u>\$ 993,880</u>	<u>\$ 98,017</u>	<u>\$ 226,553</u>	<u>\$ -</u>	<u>\$ 193,141</u>	<u>(\$ 13,937)</u>	<u>\$ 1,497,654</u>

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

Evermore Chemical Industry Co., Ltd.
INDIVIDUAL CASH FLOW STATEMENT
January 1 to December 31, 2023 and 2022

Unit: NTD thousand

Code		2023	2022
	CASH FLOW FROM OPERATING ACTIVITIES		
A10000	Income before tax	\$ 92,539	\$ 43,763
A20000	Adjustments for:		
A20100	Depreciation expense	71,647	67,109
A20200	Amortization expense	1,514	1,317
A20300	Expected credit loss (reversal)	501	(2,696)
A20900	Interest fees	22,376	19,080
A21200	Interest income	(3,153)	(1,240)
A22300	Share of gains (losses) of subsidiaries and affiliates using the equity method	(45,437)	2,226
A22500	Loss on disposal and scrapping of property, plant, and equipment	5	9
A23800	Losses on (Gains on reversal of) market price decline and obsolete and slow-moving inventories	(2,037)	11,076
A23900	Unrealized (realized) profit from subsidiaries	(2,396)	2,326
A24100	Foreign exchange losses (gains)	3,591	(5,029)
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	11,986	30,766
A31150	Accounts receivable	(44,320)	118,278
A31180	Other receivables	(5,148)	1,517
A31200	Inventories	74,505	31,491
A31240	Other current assets	750	11,285
A32130	Notes payable	(1,272)	(21,505)
A32150	Trade payables	46,484	(108,515)
A32180	Other payables	6,083	8,073
A32230	Other current liabilities	(2,257)	(1,031)
A33000	Cash generated from operations	225,961	208,300
A33100	Interest received	3,125	1,214
A33300	Interest paid	(21,717)	(17,904)
A33500	Income tax refunded (paid)	(657)	2,181
AAAA	Net cash flow from operating activities	<u>206,712</u>	<u>193,791</u>

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Code		2023	2022
	CASH FLOW FROM INVESTING ACTIVITIES		
B01800	Investments acquired and accounted for using equity method	\$ -	(\$ 29,814)
B02700	Payments for property, plant, and equipment	(33,690)	(42,058)
B02800	Proceeds from disposal of property, plant, and equipment	1	36
B03700	Increase in refundable deposits	-	(120)
B03800	Decrease in refundable deposits	57	105
B04300	Decrease (increase) in other receivables from related parties	(13,143)	13,909
B04500	Acquisition of intangible assets	(849)	(4,826)
B07100	Increase in prepayments for equipment	(46,803)	(37,946)
B07600	Dividends received from subsidiaries	-	30,044
BBBB	Net cash used in investing activities	(<u>94,427</u>)	(<u>70,670</u>)
	CASH FLOW FROM FINANCING ACTIVITIES		
C00100	Proceeds from short-term borrowings	6,165,950	6,435,916
C00200	Repayments of short-term borrowings	(6,132,776)	(6,529,000)
C00600	Net decrease in short-term notes and bills payable	(70,683)	(21,173)
C01700	Repayments of long-term borrowings	(54,000)	(56,500)
C04020	Payments of lease liabilities	(3,865)	(2,872)
C04500	Dividends paid to owners of the Company	(<u>49,694</u>)	-
CCCC	Net cash flow used in financing activities	(<u>145,068</u>)	(<u>173,629</u>)
EEEE	Decrease in cash and cash equivalents	(32,783)	(50,508)
E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>85,540</u>	<u>136,048</u>
E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 52,757</u>	<u>\$ 85,540</u>

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

Statement of Affiliate's Consolidated Financial Report

For the year 2023 (January 1 - December 31, 2023), the Company complies with the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises in that the companies that should be included in the preparation of the consolidated financial statements of the affiliated companies are the same as the companies that should be included in the preparation of the consolidated financial statements of the parent and subsidiary companies in accordance with IFRS 10. In addition, the relevant information that should be disclosed in the consolidated financial statements of the associated companies has been disclosed in the consolidated financial statements of the parent and subsidiary companies of the former disclosure. Therefore, there is no need to prepare the consolidated financial statements of associated companies separately.

Hereby declared by

Evermore Chemical Industry Co., Ltd.

Chairman: Ho Wen-Chieh

March 12, 2024

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders Evermore Chemical Industry Co., Ltd.

Audit Opinion

We have completed our review of Evermore Chemical Industry Co., Ltd. and Subsidiaries (Evermore Group) Consolidated Balance Sheet for December 31, 2023 and 2022; and Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, Consolidated Statements of Cash Flows, and Notes to the Consolidated Financial Statements (including a summary of significant accounting policies) for January 1 – December 31, 2023 and 2022.

In our opinion, the aforementioned consolidated financial statements in all major respects are in compliance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretation, or SIC Interpretation endorsed by the Financial Supervisory Commission. They are sufficient to adequately express the consolidated financial status of Evermore Group as of December 31, 2023 and 2022 and its consolidated financial performance and consolidated cash flow from January 1 through December 31, 2023 and 2022.

Basis for Opinion

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

Key Audit Matters

Key audit matters refer to the most important matters for the audit of Evermore Group's 2023 consolidated financial statements based on our professional judgment. 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.

Key audit matters of Evermore Group's 2023 consolidated financial statements are hereby stated as follows:

Authenticity of revenue recognition for specific customers

The main source of revenue of Evermore Group is the sales of resins, and the sales locations are mainly located in markets such as Asia. In the operating revenue in 2023, the amount of transactions with specific customers were critical to the overall operating revenue. Meanwhile, subject to the changes in the economic environment, there was a significant risk to the authenticity of their revenue and, therefore, the authenticity of revenue recognition for specific customers was listed as a key audit matter. For accounting policies related to revenue recognition, please refer to Note IV of consolidated financial statements.

The main audit procedures that we have implemented in response to the above key audit matters are as follows:

1. Understand and evaluate internal control design related to inspection and risk in the sales and collection cycle, and execute tests of its effectiveness.
2. Select samples from the sales details of specific customers, review relevant documents such as shipment orders and export declarations, and check whether collection counterparties are consistent with sales counterparties.

Miscellaneous

Evermore Chemical Industry Co., Ltd. has prepared parent company only financial statements for 2023 and 2022, and the audit reports with unqualified opinions that we have issued are on file for reference.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue operations, disclosing related matters, as well as continuing operations with the basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no feasible alternative but to do so.

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

Auditors' Responsibilities for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards 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 auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

From the matters communicated with the governance unit, we have determined key audit matters of Evermore Group's 2023 consolidated financial statements. 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 Taiwan
CPA Shu-Ching Chiang

Su Ting-Chien, CPA

Approval reference of the Financial
Supervisory Commission
Jin-Guan-Zheng-Shen-1000028068

Approval reference of the Financial Supervisory
Commission
SFB Shenzhi No. 1070323246

March 12, 2024

EVERMORE CHEMICAL INDUSTRY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2023 and 2022

Unit: NTD thousand

Code	ASSETS	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Notes IV and VI)	\$ 372,784	11	\$ 215,148	6
1136	Financial assets measured at amortized cost - current (Notes IV, VII and XXIV)	16,853	-	16,855	1
1150	Notes receivable (Notes IV and VIII)	150,539	5	278,809	8
1170	Accounts receivable due from non-related parties (Notes IV and VIII)	397,825	12	412,679	12
1180	Accounts receivable due from related parties (Notes IV, IV, and XXIII)	44,216	1	37,284	1
1200	Other receivables (Note XXIII)	13,141	-	1,950	-
1220	Current tax assets (Notes IV and XIX)	199	-	2,691	-
130X	Inventories (Notes IV and IX)	578,164	18	680,911	20
1410	Prepayments	50,409	2	49,391	2
1479	Other current assets	<u>229</u>	<u>-</u>	<u>628</u>	<u>-</u>
11XX	Total current assets	<u>1,624,359</u>	<u>49</u>	<u>1,696,346</u>	<u>50</u>
	NON-CURRENT ASSETS				
1600	Property, plant, and equipment (Notes IV, XI, and XXIV)	1,335,939	41	1,373,046	41
1755	Right-of-use assets (Notes IV, XII and XXIV)	194,215	6	206,047	6
1760	Investment real estate (Note IV)	1,007	-	1,007	-
1780	Intangible assets (Note IV)	10,499	-	11,351	-
1805	Goodwill (Notes IV and XIII)	41,524	1	43,708	1
1840	Deferred tax assets (Notes IV and XIX)	29,478	1	24,503	1
1915	Prepayments for equipment	57,811	2	31,580	1
1920	Refundable deposits	<u>2,837</u>	<u>-</u>	<u>1,254</u>	<u>-</u>
15XX	Total non-current assets	<u>1,673,310</u>	<u>51</u>	<u>1,692,496</u>	<u>50</u>
1XXX	TOTAL	<u>\$ 3,297,669</u>	<u>100</u>	<u>\$ 3,388,842</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	CURRENT LIABILITIES				
2100	Short-term bank loans (Notes XIV and XXIV)	\$ 889,062	27	\$ 909,553	27
2110	Short term notes and bills payable (Note XXIV)	39,939	1	109,860	3
2150	Notes payable	3,436	-	25,427	1
2170	Accounts payable (Note XXIII)	261,270	8	205,193	6
2200	Other payables (Notes XV and XXIII)	120,857	4	108,185	3
2230	Current tax liabilities (Notes IV and XIX)	22,165	1	9,703	-
2280	Lease liabilities - current (Notes IV and XII)	3,911	-	3,866	-
2322	Long-term bank loans due within one year (Notes XIV and XXIV)	91,500	3	54,000	2
2399	Other current liabilities- Other	<u>9,500</u>	<u>-</u>	<u>12,715</u>	<u>1</u>
21XX	Total current liabilities	<u>1,441,640</u>	<u>44</u>	<u>1,438,502</u>	<u>43</u>
	NONCURRENT LIABILITIES				
2541	Short-term bank loans (Notes XIV and XXIV)	285,117	9	376,617	11
2570	Deferred tax liabilities (Notes IV and XIX)	43,100	1	44,148	1
2580	Lease liabilities - non-current (Notes IV and XII)	29,725	1	33,635	1
2645	Guarantee deposits	<u>433</u>	<u>-</u>	<u>441</u>	<u>-</u>
25XX	Total non-current liabilities	<u>358,375</u>	<u>11</u>	<u>454,841</u>	<u>13</u>
2XXX	Total liabilities	<u>1,800,015</u>	<u>55</u>	<u>1,893,343</u>	<u>56</u>
	EQUITY				
3110	Share capital from common stock	993,880	30	993,880	29
3200	Capital surplus	98,017	3	98,017	3
	Retained earnings				
3310	Statutory reserves	226,553	7	223,032	7
3320	Special reserve	-	-	24,313	1
3350	Undistributed earnings	193,141	6	152,499	4
3400	Other equity	<u>(13,937)</u>	<u>(1)</u>	<u>3,758</u>	<u>-</u>
3XXX	Total equity	<u>1,497,654</u>	<u>45</u>	<u>1,495,499</u>	<u>44</u>
	TOTAL	<u>\$ 3,297,669</u>	<u>100</u>	<u>\$ 3,388,842</u>	<u>100</u>

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

EVERMORE CHEMICAL INDUSTRY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

January 1 to December 31, 2023 and 2022

Unit: NTD Thousand, Except Earnings Per Share

Code		2023		2022	
		Amount	%	Amount	%
4000	NET SALES REVENUES (Notes IV and XXIII)	\$ 2,367,512	100	\$ 2,957,191	100
5000	OPERATING COSTS (Notes IX, XVIII and XXIII)	<u>1,927,663</u>	<u>81</u>	<u>2,571,177</u>	<u>87</u>
5900	GROSS PROFIT	<u>439,849</u>	<u>19</u>	<u>386,014</u>	<u>13</u>
	OPERATING EXPENSES (Note XVIII)				
6100	Selling and marketing expenses	138,123	6	157,367	5
6200	Management expenses	168,901	7	149,807	5
6300	Research and development expenses	64,164	3	71,174	3
6450	Expected credit loss (gain) (Notes IV and VIII)	(<u>22,874</u>)	(<u>1</u>)	<u>10,959</u>	<u>-</u>
6000	Total operating expenses	<u>348,314</u>	<u>15</u>	<u>389,307</u>	<u>13</u>
6900	PROFIT (LOSS) FROM OPERATIONS	<u>91,535</u>	<u>4</u>	(<u>3,293</u>)	<u>-</u>
	NON-OPERATING REVENUE AND EXPENDITURE				
7010	Other income (Note XXIII)	14,992	1	33,723	1
7020	Other gains and losses	(4,490)	-	(1,450)	-
7100	Interest income	7,033	-	1,557	-
7210	Gains (Losses) from disposal of property, plant, and equipment	189	-	(543)	-
7230	Gain on foreign exchange, net	7,799	-	40,005	1
7510	Interest fees	(<u>24,955</u>)	(<u>1</u>)	(<u>26,777</u>)	(<u>1</u>)
7000	Total non-operating income and expenses	<u>568</u>	<u>-</u>	<u>46,515</u>	<u>1</u>
7900	NET PROFITS BEFORE TAX	92,103	4	43,222	1
7950	INCOME TAX EXPENSE (Notes IV and XIX)	<u>16,888</u>	<u>1</u>	<u>8,012</u>	<u>-</u>
8200	Net income	<u>75,215</u>	<u>3</u>	<u>35,210</u>	<u>1</u>

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Code		2023		2022	
		Amount	%	Amount	%
	OTHER COMPREHENSIVE INCOME (LOSS) (Note IV)				
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translating the financial statements of foreign operations	(\$ 20,787)	(1)	\$ 34,709	1
8399	Income tax related to items that may be reclassified to profit or loss	3,092	-	(6,638)	-
8300	Other comprehensive income (loss) for the year, net income tax	(17,695)	(1)	28,071	1
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 57,520</u>	<u>2</u>	<u>\$ 63,281</u>	<u>2</u>
	EARNINGS PER SHARE (Note XX)				
9750	Basic	<u>\$ 0.76</u>		<u>\$ 0.35</u>	
9850	Diluted	<u>\$ 0.75</u>		<u>\$ 0.35</u>	

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

EVERMORE CHEMICAL INDUSTRY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
January 1 to December 31, 2023 and 2022

Unit: NTD thousand

		EQUITY						Total Equity
Code		Share capital from common stock	Capital Surplus	Retained Earnings (Note XVII)			Exchange differences on translating the financial statements of foreign operations	
		(Note XVII)	(Note XVII)	Legal Reserve	Special Reserve	Unappropriated Earnings		
A1	Balance on January 1, 2022	\$ 993,880	\$ 98,017	\$ 222,026	\$ 11,624	\$ 130,984	(\$ 24,313)	\$ 1,432,218
	Earnings allocation and distribution for 2021							
B1	Statutory reserves	-	-	1,006	-	(1,006)	-	-
B3	Special reserve	-	-	-	12,689	(12,689)	-	-
D1	2022 net profit	-	-	-	-	35,210	-	35,210
D3	Other comprehensive income after tax for 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>28,071</u>	<u>28,071</u>
D5	Total comprehensive income for 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>35,210</u>	<u>28,071</u>	<u>63,281</u>
Z1	Balance on December 31, 2022	993,880	98,017	223,032	24,313	152,499	3,758	1,495,499
	Earnings allocation and distribution for 2022							
B1	Statutory reserves	-	-	3,521	-	(3,521)	-	-
B5	Cash dividends to the Company's shareholders	-	-	-	-	(49,694)	-	(49,694)
B17	Reversal of special reserve	-	-	-	(24,313)	24,313	-	-
M3	Reorganization	-	-	-	-	(5,671)	-	(5,671)
D1	2023 net profit	-	-	-	-	75,215	-	75,215
D3	Other comprehensive income after tax for 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(17,695)</u>	<u>(17,695)</u>
D5	Total comprehensive income for 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>75,215</u>	<u>(17,695)</u>	<u>57,520</u>
Z1	Balance on December 31, 2023	<u>\$ 993,880</u>	<u>\$ 98,017</u>	<u>\$ 226,553</u>	<u>\$ -</u>	<u>\$ 193,141</u>	<u>(\$ 13,937)</u>	<u>\$ 1,497,654</u>

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

EVERMORE CHEMICAL INDUSTRY CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOW
January 1 to December 31, 2023 and 2022

Unit: NTD thousand

Code		2023	2022
	CASH FLOW FROM OPERATING ACTIVITIES		
A10000	Income before tax	\$ 92,103	\$ 43,222
A20000	Adjustments for:		
A20100	Depreciation expense	108,352	104,083
A20200	Amortization expense	1,970	1,742
A20300	Expected credit loss (reversal)	(22,874)	10,959
A20900	Interest fees	24,955	26,777
A21200	Interest income	(7,033)	(1,557)
A22500	Loss (gain) on disposal of property, plant, and equipment	(189)	543
A23700	Loss for market price decline and obsolete and slow-moving inventories	225	11,439
A24100	Gain on foreign exchange, net	(858)	(5,719)
A29900	Losses on goodwill impairment	2,096	-
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	126,378	(90,119)
A31150	Accounts receivable	26,519	321,749
A31180	Other receivables	(11,278)	9,769
A31200	Inventories	98,040	68,804
A31230	Prepayments	(1,982)	2,302
A31240	Other current assets	399	226
A32130	Notes payable	(21,991)	(701)
A32150	Trade payables	58,658	(120,221)
A32180	Other payables	11,503	(6,909)
A32230	Other current liabilities	(3,215)	(1,679)
A33000	Cash generated from operations	481,778	374,710
A33100	Interest received	7,033	1,557
A33300	Interest paid	(24,300)	(25,594)
A33500	Income tax paid	(7,630)	(5,368)
AAAA	Net cash flow from operating activities	<u>456,881</u>	<u>345,305</u>

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Code		2023	2022
	CASH FLOW FROM INVESTING ACTIVITIES		
B02700	Payments for property, plant, and equipment	(\$ 43,098)	(\$ 48,003)
B02800	Proceeds from disposal of property, plant, and equipment	860	1,602
B03700	Increase in refundable deposits	(1,846)	(120)
B03800	Decrease in refundable deposits	227	151
B04500	Acquisition of intangible assets	(1,083)	(4,826)
B07100	Increase in prepayments for equipment	(41,302)	(43,447)
BBBB	Net cash used in investing activities	(86,242)	(94,643)
	CASH FLOW FROM FINANCING ACTIVITIES		
C00100	Proceeds from short-term borrowings	6,343,201	6,796,580
C00200	Repayments of short-term borrowings	(6,319,577)	(7,031,361)
C00600	Net decrease in short-term notes and bills payable	(70,683)	(21,173)
C01700	Repayments of long-term borrowings	(54,000)	(56,500)
C04020	Payments of lease liabilities	(3,865)	(2,872)
C04500	Dividends paid to owners of the Company	(49,694)	-
C05700	Income tax paid for disposal of subsidiary	(5,671)	-
CCCC	Net cash flow used in financing activities	(160,289)	(315,326)
DDDD	EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	(52,714)	(3,658)
EEEE	NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS FOR THE YEAR	157,636	(68,322)
E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	215,148	283,470
E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 372,784	\$ 215,148

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

Appendix V. Earnings Distribution Plan

EVERMORE CHEMICAL INDUSTRY CO., LTD.

Statement for Distribution of Earnings

2023

Unit: NT\$

Item	Amount	
	Subtotal	Total
Earnings undistributed in the previous year		123,597,285
Reorganization		(5,671,269)
Net profit after tax in 2023	75,214,564	
Less: provision for 10% of statutory surplus reserves	(7,521,456)	
Less: Special surplus reserves listed in accordance with the law	(13,937,594)	
		53,755,514
Earnings distributable for this period		171,681,530
Distributed items:		
Dividends paid to shareholders - cash dividends (Note 2)		(49,694,000)
Earnings undistributed at the end of the reporting period		121,987,530

Notes:

1. The Board of Directors is authorized by the shareholders to fix the dividend date after the payment of cash dividends is approved at the annual general meeting by way of resolution.
2. Currently based on the issue of 99,388,000 shares, a cash dividend of NT\$0.5 per share is allocated. (The cash dividends distributed are round down to NT\$ 1. Therefore, the total amount of cash dividends is subject to the actual amount distributed.)
3. Letter under Jing-Shang-Zi No. 10802432410 dated January 9, 2020.
In response to the reform of domestic accounting standards, when the Company provides the legal reserve in accordance with Article 237 of the Company Act, the legal reserve shall be provided based on the "current net profit after tax" plus items other than the current net profit after tax stated into the undistributed earnings for the current year, provided that the Company may not apply the same until distributing the earnings in 2020 financial statements. It is not necessary to adjust the legal reserves provided in the past years retroactively.
4. The Company had no items other than the current net profit after tax stated into the undistributed earnings for the current year in 2023.

Chairman: Ho Wen-Chieh

Manager: Huang Chng-Tze

Chief Accountant: Chen Hsiang-Li

Appendix VI. Comparison Table of Amendments to the Rules of Procedure for Shareholders' Meetings

Evermore Chemical Industry Co., Ltd.

Rules of Procedure for Shareholder Meetings,

Comparison Table of Amendments

June 27, 2024

Revised Provisions	Original Provisions	Description
Article 1 Unless otherwise provided for by the relevant laws and regulations or the Company's Articles of Incorporation, the rules for the shareholders' meetings of the Company shall follow the Rules.	Article 1: Unless otherwise provided for by the relevant laws and regulations or the Company's Articles of Incorporation, the shareholders' meetings of the Company shall follow the Rules.	
Article 2 Unless otherwise stipulated by laws or regulations, the Company's shareholders' meetings shall be convened by the Board of Directors. Unless otherwise provided in the Regulations Governing the Administration of Shareholders Service of Public Companies, the Company's organization of a shareholders' meeting by means of visual communication network shall be expressly defined in the articles of incorporation and subject to resolution by the Board of Directors. Meanwhile, the organization of a shareholders' meeting by means of visual communication network shall be adopted per the resolution rendered by a majority of directors at a meeting attended by two-thirds or more of the total number of directors. Changes to the method of convening a shareholders' meeting of the Company shall be subject to a resolution by the Board of Directors, and made no later than the dispatch of the notice of the shareholders' meeting. The Company shall compile an electronic file that contains meeting notice, proxy letter form, motions for ratification, motions for discussion, election or dismissal of directors, etc. and post it on the MOPS before 30 days before the date of an annual general meeting or before 15 days before the date of a special shareholders' meeting. At least 21 days before an annual general meeting, or 15 days before a special shareholders' meeting, an electronic copy of the shareholders' meeting handbook and supplementary information shall be prepared and posted onto MOPS. Notwithstanding, where the Company's paid-in capital reaches NT\$10 billion or more at the end of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reaches 30% or more as recorded in the roster of shareholders at the time of organization of the annual general meeting in the most recent fiscal year, it shall upload the		In order to protect the rights and interests of shareholders participating in shareholders' meetings and to comply with laws and regulations, the Company amended its "Rules of Procedure for Shareholders' Meetings" in accordance with the "Sample Template of XXX Co., Ltd. Rules of Procedures for Shareholders' Meeting." The amendments were made based on the Sample Template; therefore, the reasons thereof are not explained item by item.

<p>electronic file 30 days prior to the day on which the annual general meeting is to be held. Within 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting handbook and supplementary information and made them available for review by shareholders at any time. The same shall also be displayed at the premises of the Company and the professional shareholder services agent designated by the Company. The handbook and supplementary information referred to in the preceding paragraph shall be made available to the shareholders for reference by the Company on the day of the meeting in the following manners:</p> <p>I. For tangible shareholders' meetings, to be distributed on-site at the meeting.</p> <p>II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform in an electronic form.</p> <p>III. For shareholders' meeting convened by means of visual communication network only, to be shared on the virtual meeting platform in an electronic form.</p> <p>The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for cessation of public offering, approval of directors' competition with the Company, capitalization of retained earnings and capital reserve, company dissolution, merger, spin-off, or the conditions set forth in Paragraph 1, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out, with the essential contents explained, in the notice of the reasons for convening the meeting. None of the above matters may be raised as an extraordinary motion.</p> <p>Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may submit to the Company a proposal for discussion at an annual general meeting, provided that the shareholder is allowed to submit no more</p>	<p>Article 7:</p> <p>Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may submit to the Company a proposal for discussion at an annual general meeting, provided that the shareholder is allowed to submit no more than one proposal to the annual general meeting. Any additional proposal will not be included into the motions.</p> <p>The proposal of a shareholder deemed by the Board of Directors as excluded from any of the following circumstances shall be included in the agenda and the reasons for convening of the annual general meeting shall be stated therein:</p> <p>I. Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a shareholders' meeting;</p> <p>II. Where the number of shares of the Company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer is suspended by the company at the annual general meeting.</p> <p>III. Where the said proposal is not submitted by the deadline fixed in the public notice for accepting shareholders' proposals in the preceding paragraph.</p> <p>IV. Proposed shareholder's proposal exceeds three hundred words (including punctuation).</p> <p>However, if the shareholder submission is a proposal to urge the company to promote public interest or fulfill its social responsibilities, the board of directors must still include the proposal.</p> <p>Prior to the book closure date before an annual general meeting is held, the Company shall publicly announce that it will receive shareholder proposals, whether it shall be via written or electronic acceptance, and the location and time period for their submission;</p>	
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<p>than one proposal to the annual general meeting. Any additional proposal will not be included into the motions. Additionally, when the circumstances of any subparagraph of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the motions.</p> <p>Any shareholder may submit any suggestive proposal to urge the Company to promote public interests or fulfill its social responsibilities. Procedurally, the shareholder is allowed to submit no more than one proposal pursuant to Article 172-1 of the Company Act. Any additional proposal will not be included into the motions. Prior to the book closure date before an annual general meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholders shall limit their proposed motions to 300 words only. Proposals that exceed 300 words will not be accepted for discussion. Shareholders who have successfully proposed their motions shall attend the annual general meeting in person or through proxy and participate in the discussion.</p> <p>The Company shall notify the resolution to the shareholders submitting the proposals before the date of notice for the shareholders' meeting, and list the motions meeting the requirements defined in this provision in the meeting notice. For shareholders' proposals that are not included in the motions, the Board of Directors shall explain the reasons for not including such proposals at the shareholders' meeting.</p>	<p>the period for submission of shareholder proposals may not be less than 10 days.</p> <p>The Company shall, prior to the date of an annual general meeting, notify all the shareholders who have made proposals of the proposal screening results, and shall list in the meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders which are not included in the agenda of a annual general meeting, the cause of exclusion of such proposals shall be explained by the Board in the meeting minutes. There is no need to include such cause in the agenda or meeting minutes.</p>	
<p>Article 3: For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy letter issued by the Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy letter and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy letter to the Company 5 days before the date of the meeting. When duplicate proxy letters are delivered, the one received earliest shall prevail. However, this excludes situations where the shareholder has issued a proper declaration to withdraw the previous proxy arrangement.</p> <p>After a proxy letter has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be</p>		

<p>submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after due date, votes casted at the meeting by the proxy shall prevail.</p> <p>After a proxy letter has been delivered to the Company, if the shareholder intends to attend a visual shareholders' meeting, a written notice of proxy cancellation shall be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after due date, votes casted at the meeting by the proxy shall prevail.</p>		
<p>Article 4 (Guidelines for Place and Time of Shareholders' Meetings)</p> <p>The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for the meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. Virtual shareholders' meetings are not subject to the location restrictions stated in the preceding Paragraph.</p>	<p>Article 3:</p> <p>The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for the meeting. The meeting shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. The opinions of independent directors shall be taken into full consideration when the time and place of a meeting are determined.</p>	
<p>Article 5 (Preparation of Documents Such as Attendance Book)</p> <p>The Company shall specify in the meeting notice the time and place for acceptance of the registration from the shareholders, solicitors and proxies (hereinafter referred to as "shareholders") and other matters to be noted.</p> <p>The time when shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person. Shareholders shall attend the shareholders meeting with the attendance card, sign-in card or other attendance documents. The Company shall not arbitrarily add requirements for other supporting documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting the proxy letters shall also bring identification documents for verification.</p> <p>The Company shall have a visitors' book for the attending shareholders to sign in, or the attending shareholders shall issue the sign-in cards instead. Shareholders who attend the meeting shall be given by the Company a copy of the meeting</p>	<p>Article 2:</p> <p>The Company shall indicate the time for acceptance of registration for attendance by shareholders, the place of registration, and other matters needing attention in the notice of a shareholders' meeting.</p> <p>The time for the acceptance of registration for attendance by shareholders described in the preceding paragraph shall be at least 30 minutes before the start of a shareholders' meeting; the place of registration shall be clearly marked and appropriate qualified personnel shall be put in charge thereof.</p> <p>A shareholder shall attend the shareholders' meeting in person or in proxy (hereinafter referred to as the "Shareholders") with the attendance certificate, sign-in card or other certificate of attendance. The Company shall not arbitrarily require a shareholder to provide other supporting documents in addition to those under which a shareholder attends the shareholders' meeting; The proxy acting on behalf of the shareholder shall provide ID document for verification.</p> <p>The Company shall have a visitors' book for the attending shareholders to sign in, or the attending shareholders shall issue the sign-in cards instead.</p> <p>The Company shall prepare meeting minutes, annual reports, attendance certificates, speech notes, votes for the meeting and the relevant materials, which shall be made available to the attending shareholders. Where directors are elected, such materials shall be</p>	

<p>handbook, annual report, attendance pass, opinion slip, agenda ballots and any information relevant to the meeting. Additional ballots shall be prepared if director election is also being held during the meeting.</p> <p>If a shareholder is a government or legal person, the representative attending a shareholders' meeting is not limited to one person. When a legal person is entrusted to attend a shareholders' meeting, only one representative may be appointed to attend such meeting.</p> <p>Where a shareholders' meeting is convened by means of visual communication network and any shareholder intends to attend the virtual shareholders' meeting, the shareholder shall register with the Company within 2 days prior to the shareholders' meeting.</p> <p>In the event of a virtual shareholders' meeting, the Company shall upload the meeting handbook, annual report and other related information to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</p>	<p>accompanied by a ballot.</p> <p>If a shareholder is a government or legal person, the representative attending a shareholders' meeting is not limited to one person. When a legal person is entrusted to attend a shareholders' meeting, only one representative may be appointed to attend such meeting.</p>	
<p>Article 6:</p> <p>The Company shall specify the following in the shareholders' meeting notice when convening a shareholders' meeting by means of visual communication network:</p> <p>I. Methods for shareholders to participate in the meeting and exercise their rights.</p> <p>II. 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:</p> <p>(I) 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, if required, or on which the meeting will resume.</p> <p>(II) Shareholders not registering to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.</p> <p>(III) 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 shareholders' 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</p>		

<p>meeting agenda of that shareholders' meeting.</p> <p>(IV) Actions to be taken if the outcome of all proposals have been announced while extempore motions have not been carried out.</p> <p>III. When convening a virtual shareholders' meeting, in addition to complying with the requirements in the preceding paragraph, the Company shall also specify in the meeting minute alternative measures available to shareholders with difficulties in attending the virtual shareholders' meeting. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.</p>		
<p>Article 7 (Chairperson of the Shareholders' Meeting and Attendees)</p> <p>If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the chairperson, the Vice Chairman shall act as the chairperson. Where no Vice Chairman is appointed, or the Vice Chairman is on leave or for any reason unable to exercise the powers of the chairperson too, the Chairman shall designate one managing director to act on behalf of him/her. Where no managing director is appointed, the Chairman may designate one director to act on behalf of him/her. Where the Chairman does not make such a designation, the managing directors, or directors, shall select from among themselves one person to serve as chairperson. Any managing director or a director acting on behalf of the chair described in the preceding paragraph has served for more than six months and is familiar with the Company's financial position and business operations. If a director as a legal person acts on behalf of the chair of a shareholders' meeting, such director shall also meet such requirements. It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of Board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the shareholders' meeting minutes.</p> <p>If a shareholders' meeting is convened by any person entitled to convene the meeting other than a member of the Board, such person shall preside at the meeting. However, if there are two or more persons entitled to convene the meeting, the chair of the meeting shall be elected from themselves.</p>	<p>Article 4:</p> <p>If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the chairperson, the Vice Chairman shall act as the chairperson. Where no Vice Chairman is appointed, or the Vice Chairman is on leave or for any reason unable to exercise the powers of the chairperson too, the Chairman shall designate one managing director to act on behalf of him/her. Where no managing director is appointed, the Chairman may designate one director to act on behalf of him/her. Where the Chairman does not make such a designation, the managing directors, or directors, shall select from among themselves one person to serve as chairperson. Any managing director or a director acting on behalf of the chair described in the preceding paragraph has served for more than six months and is familiar with the Company's financial position and business operations. If a director as a legal person acts on behalf of the chair of a shareholders' meeting, such director shall also meet such requirements. If a shareholders' meeting is called by the Board of Directors, the meeting shall be chaired by the Chairman of the Board in person, and be attended by half or more of the directors and by one member of each functional committee in proxy, with the information on attendance recorded in the shareholders' meeting minutes.</p> <p>If a shareholders' meeting is convened by any person entitled to convene the meeting other than a member of the Board, such person shall preside at the meeting. However, if there are two or more persons entitled to convene the meeting, the chair of the meeting shall be elected from themselves.</p>	

<p>The Company may appoint the designated counsel, CPA or other related persons to attend the meeting.</p>	<p>The Company may appoint the designated counsel, CPA or other related persons to attend the meeting.</p>	
<p>Article 8 (Audio or Video Recording of Shareholders' Meeting as Evidence) The Company shall have the entire sign-in process, the process of a shareholders' meeting, and the voting and count of votes tape recorded or videotaped from the time of accepting the registration for attendance by shareholders. These tapes shall be preserved for at least one year. If a shareholder institutes legal proceedings in accordance with Article 189 of Taiwan's Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded. Where a virtual shareholders' meeting is held, 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. The data and recordings referred to in the preceding paragraph shall be kept properly for as long as the Company exists; a copy of the recording shall also be retained by the video conference service provider. 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.</p>	<p>Article 5: The Company shall have the entire sign-in process, the process of a shareholders' meeting, and the voting and count of votes tape recorded or videotaped from the time of accepting the registration for attendance by shareholders. These tapes shall be preserved for at least one year. If a shareholder institutes legal proceedings in accordance with Article 189 of Taiwan's Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded.</p>	
<p>Article 9 Attendance at a general meeting shall be based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chairperson shall call the meeting to order at the appointed meeting time, and at the same time announce the number of non-voting shares and the number of shares 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 chairperson 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. If the quorum is not met after two</p>	<p>Article 8: Attendance at a general meeting shall be based on the number of shares. The number of shares held by the shareholders attending the meeting shall be calculated in accordance with the records of the visitors' book or attendance cards submitted by the shareholders, or the number of shares held by the shareholders who have exercised the voting rights in writing or in electric form. 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 number of one third of outstanding shares represented by the attending shareholders has not constituted the quorum after the meeting was postponed for two times, the chair shall announce the meeting is dissolved.</p>	

<p>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 Paragraph 1, Article 175 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 5. By the end of such meeting, if number of shares represented by the attending shareholders has already constituted more than one half of the outstanding shares, the chair may put the tentative resolution to the vote at the shareholders' meeting again in accordance with Article 174 of the Taiwan's Company Act.</p>	<p>If after two postponements, the number of shares represented by the attending shareholders has not constituted more than one third of outstanding shares, a tentative resolution may be passed Paragraph 1 of Article 175 of the Taiwan's Company Act, and notified to shareholders for convening a shareholders' meeting within one month from the date of notification.</p> <p>By the end of such meeting, if number of shares represented by the attending shareholders has already constituted more than one half of the outstanding shares, the chair may put the tentative resolution to the vote at the shareholders' meeting again in accordance with Article 174 of the Taiwan's Company Act.</p>	
<p>Article 10 If the shareholders' meeting is convened by the Board of Directors, its agenda shall be set by the Board of Directors. Relevant motions (including extempore motions and amendments to an original motion) should be decided by voting one by one. The meeting shall be conducted according to the scheduled agenda, and shall not be changed without the resolution of a shareholders' meeting. The above provision applies <i>mutatis mutandis</i> to the cases where the meeting is convened by any person, other than a member of the Board of Directors, who is entitled to convene such meeting. The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chairperson declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. For motions and amendments or Questions and Motions proposed by shareholders, the chair shall offer full explanation and discussion opportunities. When it is determined that a vote can be taken, a cessation of discussion must be announced and the matter shall be put to a vote, and adequate voting time shall be arranged.</p>	<p>Article 6: If the shareholders' meeting is convened by the Board of Directors, its agenda shall be set by the Board of Directors. Relevant motions (including extempore motions and amendments to an original motion) should be decided by voting one by one. The meeting shall be conducted according to the scheduled agenda, and shall not be changed without the resolution of a shareholders' meeting. The above provision applies <i>mutatis mutandis</i> to the cases where the meeting is convened by any person, other than a member of the Board of Directors, who is entitled to convene such meeting. Unless otherwise resolved at the general meeting, the chairman may not announce adjournment of the meeting before all the discussions (including Questions and Motions) listed in the agenda are resolved. However, in the event that the chair adjourns a shareholders' meeting in violation of these Procedural Procedures, other members of the Board shall assist the shareholders present thereat in designation of, by a majority of votes represented by the shareholders attending the meeting, one person as chair to continue the meeting. For motions and amendments or Questions and Motions proposed by shareholders, the chair shall offer full explanation and discussion opportunities. When it is determined that a vote can be taken, a cessation of discussion must be announced and the matter shall be put to a vote, and adequate voting time shall be arranged. The shareholders cannot designate any other person as chair and continue a general meeting in the same or other place after the meeting is adjourned.</p>	
<p>Article 11 (Speech by Shareholders) When a shareholder present at the shareholders' meeting wishes to speak, a speech note shall be filled out with</p>	<p>Article 9: When a shareholder present at the shareholders' meeting wishes to speak, a speech note shall be filled out with</p>	

<p>summary of the speech, the shareholder's account number (or the number of attendance certificate) and the account name of the shareholder. The sequence of speeches shall be decided by the chairperson.</p> <p>If any shareholder present at the shareholders' meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such shareholder. In case the contents of the speech made by a shareholder are inconsistent with the contents of the speech note, the contents of actual speech shall prevail.</p> <p>Unless otherwise permitted by the chair, each shareholder shall not speak more than twice concerning the same item, and each speech shall not last more than 5 minutes. In case the speech of any shareholder violates this Paragraph or exceeds the scope of the agenda, the chair may stop the speech of such shareholder.</p> <p>Unless otherwise permitted by the chair and the speaking shareholder, no shareholder shall interrupt the speeches of the other shareholders, otherwise, the chair shall stop such interruption.</p> <p>If a corporate shareholder has designated two or more representatives to attend the shareholders' meeting, only one representative can speak for each discussion item.</p> <p>After the speech of any attending shareholder, the chair may respond himself/herself or appoint an appropriate person to respond.</p> <p>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 time when the chairperson declares the meeting open until the chairperson declares the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Paragraphs 1~5 do not apply.</p>	<p>summary of the speech, the shareholder's account number (or the number of attendance certificate) and the account name of the shareholder. The sequence of speeches shall be decided by the chairperson.</p> <p>If any shareholder present at the shareholders' meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such shareholder. In case the contents of the speech made by a shareholder are inconsistent with the contents of the speech note, the contents of actual speech shall prevail.</p> <p>Unless otherwise permitted by the chair, each shareholder shall not speak more than twice concerning the same item, and each speech shall not last more than 5 minutes. In case the speech of any shareholder violates this Paragraph or exceeds the scope of the agenda, the chair may stop the speech of such shareholder.</p> <p>Unless otherwise permitted by the chair and the speaking shareholder, no shareholder shall interrupt the speeches of the other shareholders, otherwise, the chair shall stop such interruption.</p> <p>If a corporate shareholder has designated two or more representatives to attend the shareholders' meeting, only one representative can speak for each discussion item.</p> <p>After the speech of any attending shareholder, the chair may respond himself/herself or appoint an appropriate person to respond.</p>	
<p>Article 12 (Calculation of voting shares and recusal system)</p> <p>Voting at a shareholders' meeting shall be based on the number of shares.</p> <p>The shares held by any shareholder without voting rights shall not be included in the total number of outstanding shares while voting on resolutions at the shareholders' meeting.</p> <p>A Shareholder shall abstain from exercise of voting rights for himself/herself or on behalf of another shareholder in respect of any proposed matter for consideration at a shareholders' meeting if he/she bears personal interest therein that may conflict with and impair the interest of the Company.</p> <p>The shares represented by the voting rights contained in the preceding paragraph shall not be counted in the number of votes of the shareholders present at the said meeting.</p> <p>With the exception of a trust enterprise or a</p>	<p>Article 10:</p> <p>Voting at a shareholders' meeting shall be based on the number of shares.</p> <p>The shares held by any shareholder without voting rights shall not be included in the total number of outstanding shares while voting on resolutions at the shareholders' meeting.</p> <p>A Shareholder shall abstain from exercise of voting rights for himself/herself or on behalf of another shareholder in respect of any proposed matter for consideration at a shareholders' meeting if he/she bears personal interest therein that may conflict with and impair the interest of the Company.</p> <p>The shares represented by the voting rights contained in the preceding paragraph shall not be counted in the number of votes of the shareholders present at the said meeting.</p>	

<p>shareholder services agent approved by the securities competent authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.</p>		
<p>Article 13: A shareholder shall be entitled to one vote for each share held, except when the shares are RSAs or are deemed non-voting shares under Paragraph 2, Article 179 of the Company Act.</p> <p>When the company holds a shareholders meeting, electronic means should be adopted and voting rights should be exercised in writing; when voting rights are exercised in writing or electronically, the method of exercise shall be stated in the notice of the shareholders' meeting. Any shareholder who exercises voting rights in writing or in electronic form shall be deemed to have attended the shareholders' meeting in person. However, the Questions and Motions of the shareholders' meeting and the amendment of the original proposal are deemed to be abstentions, therefore, the Company should avoid proposing Questions and Motions and amendments to the original proposal.</p> <p>Instructions to exercise written and electronic votes shall be delivered to the Company at least 2 days before the shareholder meeting. In the event of duplicate submissions, the earliest submission shall be taken into record. However, this excludes situations where the shareholder has issued a proper declaration to withdraw the previous instruction.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or a virtual shareholders' meeting, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, within 2 days before the date of the shareholders' meeting. If the notice of retraction is submitted after due date, the voting rights already exercised by correspondence or electronic means shall prevail. If the voting right is exercised in writing or by electronic means and the agent entrusted via a power of attorney is present at the shareholders' meeting, the voting right of the entrusted agent shall prevail.</p> <p>Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a motion shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each</p>	<p>Article 11:</p> <p>When the company holds a shareholders meeting, electronic means should be adopted and voting rights should be exercised in writing; when voting rights are exercised in writing or electronically, the method of exercise shall be stated in the notice of the shareholders' meeting. Any shareholder who exercises voting rights in writing or in electronic form shall be deemed to have attended the shareholders' meeting in person. However, the Questions and Motions of the shareholders' meeting and the amendment of the original proposal are deemed to be abstentions, therefore, the Company should avoid proposing Questions and Motions and amendments to the original proposal.</p> <p>Except as otherwise specified in the relevant laws or in the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the shareholders' meeting.</p> <p>Article 13: When there is an amendment or an alternative to a motion, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. However, if any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.</p>	

<p>motion, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a motion, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other motions will then be deemed rejected, and no further voting shall be required.</p> <p>The chairperson will appoint a ballot examiner and a ballot counter, provided that the ballot examiner must be a shareholder. The votes cast at a general meeting or on election proposals shall be publicly counted at any general meeting venue, and the voting results (including statistical weight) shall be announced at the general meeting after the counting is finished, and placed on record. When the Company convenes a virtual shareholders' meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on motions and elections on the virtual meeting platform before the chairperson announces the voting session ends, or will be deemed abstained from voting. In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately. 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 2 days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extempore motions, they will not exercise voting rights on the original proposals or make any amendments to the original motions or exercise voting rights on amendments to the original motions.</p>	<p>Article 12: (Paragraphs 1 and 2)</p> <p>The chairperson will appoint a ballot examiner and a ballot counter, provided that the ballot examiner must be a shareholder. Vote counting for shareholder meeting proposals shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p>	
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<p>Article 14</p> <p>When the shareholders' meeting elects directors, it shall proceed in accordance with the regulations for election of directors established by the Company, and shall announce the results of the election on the spot, including the name list of elected directors and the number of votes with which they were elected, and the name list of directors not elected and number of votes they received.</p> <p>All ballots used in the election referred to in the preceding paragraph shall be sealed and signed by the ballot examiner, and held in proper custody for at least one year. If a shareholder institutes legal proceedings in accordance with Article 189 of Taiwan's Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded.</p>	<p>Article 12: (Paragraph 3)</p> <p>The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.</p>	
<p>Article 15:</p> <p>The resolutions of the shareholders' meeting shall be recorded in the minutes of meeting, signed or sealed by the chairperson, and distributed to each shareholder within 20 days after the meeting. The meeting minute may be produced and distributed in an electronic form.</p> <p>The Company may distribute the meeting minute referred to in the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minute shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minute shall be retained for the duration of the existence of the Company.</p> <p>Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minute as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chairperson's and minute recorder's name, alternative measures available to shareholders with difficulties in attending the virtual shareholders' meeting, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to force majeure events, and how issues are dealt with, shall also be included in the minute.</p> <p>When convening a virtual shareholders' meeting, in addition to complying with the requirements in the preceding paragraph, the Company shall also specify in the meeting minute alternative measures available to shareholders with difficulties in attending the virtual shareholders' meeting.</p>		

<p>Article 16 (Public announcement)</p> <p>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. 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 number of votes represented by attending shareholders is released during the meeting.</p>		
<p>Article 17 (Maintenance of order at the venue)</p> <p>The service personnel of the shareholders' meeting shall wear identification badges or armbands.</p> <p>The chairperson may instruct proctors or security personnel to help maintain order in the meeting. When proctors or security personnel help maintain order at the meeting place, they shall wear armbands or identification cards bearing the word "Proctor."</p> <p>For those shareholders who use microphones other than those supplied at the meeting venue may be refrained from speaking by the order of the chair.</p> <p>Shareholders who violate the Rules and refuse to obey the instructions given by the chair, the chair may order inspectors or security guards to remove them from the meeting venue.</p>	<p>Article 16:</p> <p>The service personnel of the shareholders' meeting shall wear identification badges or armbands.</p> <p>The chair may direct inspectors or security guards to assist in keeping order at the meeting venue. Such inspectors or security guards shall wear badges or identification cards marked with "Inspectors" for identification purpose.</p> <p>For those shareholders who use microphones other than those supplied at the meeting venue may be refrained from speaking by the order of the chair.</p> <p>Shareholders who violate the Rules and refuse to obey the instructions given by the chair, the chair may order inspectors or security guards to remove them from the meeting venue.</p>	
<p>Article 18 (Recess and resumption of the meeting)</p> <p>When a meeting is in progress, the chairperson may announce a break based on time considerations. In the event of a force majeure event, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.</p> <p>If, before the parliamentary procedure is accomplished in accordance with the agenda (including extempore motions), the meeting venue cannot be occupied any longer, participants may resolve to continue the meeting at an alternative location.</p>	<p>Article 15:</p> <p>Article 15: When a meeting is in progress, the chairperson may announce a break based on time considerations. In case of a <i>force majeure</i> event, the chair may decide to temporarily suspend a shareholders' meeting and announce, depending on the situation, when the meeting will resume, or resume the meeting within five days by resolution of the shareholders present at the meeting, without further notice or public announcement.</p> <p>Article 14:</p>	

Shareholders may also resolve to postpone or resume the meeting within the next 5 days, according to Article 182 of The Company Act.	Article 14: If the agenda of a shareholders' meeting is not completed for a reason, the time for the shareholders' meeting may be postponed or the time for intermission may be set to the extent determined by the chair, without regard to Article 172 of the Taiwan's Company Act.	
Article 19 (Information Disclosure by Video Conferencing) 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 chairperson has announced the meeting adjourned.		
Article 20 (Location of the chairperson of the videoconference and the person taking note) When the Company convenes a virtual shareholders' meeting, both the chairperson and minute recorder shall be at the same location, and the chairperson shall declare the address of their location when the meeting is called to order.		
Article 21 (Handling of interruption) In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 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 chairperson 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 next 5 days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders not registering to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session. For a meeting to be postponed or resumed under Paragraph 1, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. During a postponed or resumed session of a		

<p>shareholders' meeting held under Paragraph 1, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or the name list of elected directors.</p> <p>When the Company convenes a hybrid shareholders' meeting, and the meeting cannot continue as described in Paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders' attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under Paragraph 2 is required.</p> <p>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 motions on meeting agenda of that shareholders' meeting.</p> <p>When postponing or resuming a meeting according to Paragraph 1, the Company shall handle the lead-time work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</p> <p>For dates or period set forth under the latter part of Article 12, and Paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 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 Paragraph 2.</p>		
<p>Article 22:</p> <p>When the Company convenes a virtual-only shareholders' meeting, it shall make appropriate alternative measures available to shareholders who have difficulty taking part in the virtual-only shareholders' meeting.</p> <p>Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.</p>		

Article 23: The shareholders attending the shareholders' meeting shall have the obligation to observe meeting rules, obey resolutions and maintain order at the meeting venue.	Article 17: The shareholders attending the shareholders' meeting shall have the obligation to observe meeting rules, obey resolutions and maintain order at the meeting venue.	
Article 24: The matters not covered by these Rules shall be subject to Taiwan's Company Act, Securities and Exchange Act and other relevant regulations.	Article 18: The matters not covered by these Rules shall be subject to Taiwan's Company Act, Securities and Exchange Act and other relevant regulations.	
Article 25: The Rules as well as any amendment hereto shall become effective as soon as adopted at a shareholders' meeting.	Article 19: The Rules as well as any amendment hereto shall become effective as soon as adopted at a shareholders' meeting.	

Appendix VII. List of directors concurrently holding other positions

Director	Concurrently held positions in other companies	
Aica Kogyo Company, Limited representative Omura Nobuyuki	Aica Kogyo Company, Limited	Managing Director, Manager of Chemical Products Division
	Aica Asia Pacific Holding Pte. Ltd	Chairman
	Shenyang AICA-HOPE Kogyo Co., Ltd.	Vice Chairman
	NISHI TOKYO CHEMIX Corporation	Director
Aica Kogyo Company, Limited representative Mori Yosuke	Aica Kogyo Company, Limited	Manager of Finance
Aica Kogyo Company, Limited representative Nishino Go	Aica Kogyo Company, Limited	Manager Of Sales Department

Appendix VIII. Shareholding by Directors

Evermore Chemical Industry Co., Ltd.

Shareholding by Directors

Record Date: April 29, 2024

Job title	Name	Number of shares held	
		Number of shares	% of shareholding
Chairman	Ho Wen-Chieh	7,003,532	7.05%
Director	Huang Chng-Tze	93	0.00%
Director	Aica Kogyo Company, Limited Representative: Omura Nobuyuki	49,793,388	50.10%
Director	Aica Kogyo Company, Limited Representative: Nishino Go		
Director	Aica Kogyo Company, Limited Representative: Mori Yosuke		
Director	Yue Dean Technology Co., LTD. Representative: Shih Chih-Hung	1,786,760	1.80%
Independent director	Higashiyama Mikio	0	0.00%
Independent director	Liang-Wu Chueh	0	0.00%
Independent director	Chun-Cheng Chen	0	0.00%
Number of shares held by all the directors		58,583,773	58.95%

- I. The paid-in capital of the Company is NTD 993,880,000, and 99,388,000 shares have been issued.
- II. In accordance with Article 26 of Taiwan's Securities and Exchange Act, and Article 2(1)(2) and Article 2(2) of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, since the Company has elected three (3) independent directors, the ratio of shareholding by the directors (other than such independent directors) shall be reduced to 80%. The minimum number of shares to be held by all the directors of the Company shall be 7,951,040 shares. The number of shares held by the individual and all directors and supervisors on the shareholder register by the deadline for transfer of shares at the shareholders' meeting has been shown in the preceding table, and has met the standards for quota share set out in Article 26 of Taiwan's Securities and Exchange Act.

Evermore Chemical Industry Co., Ltd.

Articles

Chapter 1 General Principles

- Article 1: The Company is organized according to Taiwan's Company Act as a company limited by shares, and is named 日勝化工股份有限公司 (English name: EVERMORE CHEMICAL INDUSTRY CO., LTD).
- Article 2: The Company's business is as follows:
C801100 Synthetic Resin and Plastic Manufacturing
C802120 Industrial and Additive Manufacturing
C805010 Manufacture of Plastic Sheets, Pipes and Tubes
C801990 Other Chemical Materials Manufacturing
C802990 Other Chemical Products Manufacturing
F107170 Wholesale of Industrial Catalyst
F107200 Wholesale of Chemical Feedstock
F107990 Wholesale of Other Chemical Products
F401010 International Trade
ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval..
- Article 3: The Company is headquartered in Nantou County. If necessary, it may establish branch offices at home and abroad by the resolution of the Board of Directors.
- Article 4: The Company shall make announcements in such manner as set forth in the provisions of Article 28 of Taiwan's Company Act.
- Article 5: The transfer of investments by the Company is not subject to Article 13 of Taiwan's Company Act, and the Board of Directors is authorized to resolve on the matters relevant to transfer of investments.
- Article 6: The Company may deal with the external guarantees between its peers or affiliated enterprises for business needs based on the principle of reciprocity, and in accordance with the Company's procedures for endorsements & guarantees.

Chapter 2 Shares

- Article 7: The total capital of the Company is NT\$1.2 billion, the par value is NT\$10 per share, no shares have been issued, the Board of Directors is authorized to issue shares in installments.
- Article 8: When the Company prints share certificates, the share certificates shall be affixed with the signatures or personal seals of the director representing the Company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof.
The shares issued by the Company are exempt from printing, but shall be registered with the securities centralized storage institutions.
- Article 9: The matters of the Company in respect of shares shall be handled in accordance with the Criteria Governing Handling of Stock Affairs by Public Companies promulgated by the competent authorities.
- Article 10: The transfer of shares shall be suspended within 60 days prior to the date of each shareholders' meeting, or within 30 days prior to the date of an extraordinary meeting, or within 5 days before the record date when the Company decides to distribute dividends and bonuses or other benefits.

Chapter 3 Shareholders' Meeting

- Article 11: The meetings of shareholders shall be divided into annual general meetings and extraordinary meetings. An annual general meeting shall be held once a year within six months after the end of each fiscal year. An extraordinary meeting shall be convened according to law when necessary.
A shareholders' meeting of the Company can be held by means of visual communication network or other

methods promulgated by the central competent authority.

- Article 12: When a shareholder is unable to attend the meeting for any reason, he/she shall issue a power of attorney issued by the Company, stating the scope of authorization and designating a proxy to attend on his/her behalf. In addition to the provisions of Article 177 of Taiwan's Company Act, the attendance of a shareholder at a meeting in proxy shall be subject to the Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authorities.
- Article 13: At the time of a meeting of shareholders, the Chairman of the Board shall be preside at the meeting. If the Chairman of the Board is absent from the meeting, the Chairman of the Board shall appoint one of the directors to act on his/her behalf. If not, the directors present shall elect one of their number to be chair of the meeting.
- Article 14: Except as otherwise provided for by the Act, each shareholder of the Company has one vote for each share it owns.
- Article 15: Unless otherwise provided for by the Act, a resolution shall be adopted at a meeting of shareholders at which the shareholders representing a majority of outstanding shares are present by a majority of the votes represented by the attending shareholders.
- Article 16: The meeting minutes shall be prepared for the resolutions at a meeting of shareholders, signed or sealed by the chair, and distributed to the shareholders within 20 days after the meeting is dissolved. The production and distribution of the minutes described in the preceding paragraph shall be subject to Article 183 of Taiwan's Company Act.

Chapter 4 Chapter 4 Directors and the Audit Committee

- Article 17: The Company shall have between 7 and 11 directors. A candidate nomination system is adopted, and the shareholders' meeting has the ability to select and appoint individuals. The term of office is three years, and re-election is permitted. The number of independent directors in the Board of Directors shall be no less than three persons, *i.e.* one-fifth of the number of directors to be elected.
- Article 18: Whenever a vacancy in the Board of Directors is up to one third of members, the Board of Directors shall convene an ad hoc meeting within 60 days for by-election, and the term of office shall be limited to the original term.
- Article 19: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.
- Article 20: The Board of Directors shall be composed of directors, more than two-thirds of directors present at a meeting of the Board of Directors shall elect one of their number to be Chairman of the Board by the majority of votes of the directors. The Board of Directors shall manage the Company's affairs in accordance with the Act, Articles, and the resolutions adopted at the meetings of shareholders and the Board of Directors. Without regard to operating profits and losses, the Company has to pay remuneration to the Chairman of the Board, at such amount as determined by the Board of Directors authorized by the Company based on the Chairman's level of participation in the Company's business operations and contribution to the Company, and with reference to the standard practice of the industry.
- Article 21: The Company's business policies and other important matters shall be resolved by the Board of Directors. Except to the extent that the first meetings of the Board are held in accordance with the provisions of Article 203 of Taiwan's Company Act, the rest of meetings are convened and chaired by the Chairman of the Board. When the Chairman of the Board is unable to perform his/her duties, he/she shall appoint one of the directors to act on his/her behalf. If not, the directors present shall elect one from them to be chairman of the meeting.
- The notice of a meeting of the Board of Directors may be sent to the directors in writing, via E-mail or by fax transmission, indicating the reasons for convening such meeting.

- Article 22: The meetings of the Board of Directors , except as otherwise stipulated in Taiwan's Company Act, requires the attendance by a majority of the directors with unanimous consent of half or more of the attending directors. If a director is unable to attend the meeting for any reason, it shall issue a power of attorney, indicating the reasons for convening and the scope of authorization, to appoint another director to attend the meeting on his/her behalf, however, provided that only one person shall be appointed.
- Article 23: The meeting minutes shall be prepared for the resolutions at a meeting of the Board, signed or sealed by the chair, and distributed to the directors within 20 days after the meeting is dissolved.
- Article 24: Established in accordance with the regulations, the Audit Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. In addition to the independent exercise of supervisory powers by supervisors in accordance with the Securities and Exchange Act.
- Article 25: When the directors and supervisors of the Company carry out the business for the Company, regardless of the operating profits and losses, the Company shall pay traffic allowance to them at such amount as determined by the Board of Directors.
- The remuneration for the directors of the Company shall be determined by the Board of Directors based on their level of participation in the Company's business operations and contribution to the Company, and with reference to the standard practice of the industry.
- The Company may take out insurance against the liability for damages to be assumed by the directors within the scope of business during their tenure in accordance with the law.
- As a director of the Company is also an employee of the Company, he/she shall be paid remuneration regardless of the operating profits and losses, at such amount as determined in accordance with the "Measures for Management of the Compensation for New Hires" of the Company and with reference to the standard practice of the industry.

Chapter 5 Chapter V Managers and Staff

- Article 26: The Company may have a manager for whom the appointment, dismissal and remuneration shall be handled in accordance with the provisions of Article 29 of Taiwan's Company Act.
- Article 27: The Company may, by a resolution adopted by the Board of Directors in accordance with Article 22 of the Articles, appoint a consultant and important staff members.

Chapter 6 Chapter VI Accounting

- Article 28: The accounting year of the Company shall commence on January 1 of each year and expire on December 31 of that year, and final accounting shall be conducted at the end of each accounting year. Furthermore, the following documents shall be prepared by the Board of Directors and submitted at the annual general meeting for approval: I. Business Report; II. Financial statements; and III. Proposal for distribution of earnings or allowance for losses.
- Article 29: If the Company makes profits in the year, 3% to 5% of the profits shall be reserved to pay employee remuneration and no more than 2% of the profits reserved to pay director and supervisor remuneration. However, if the Company has accumulated losses, the profits shall be reserved in advance to cover the losses.
- The employees to whom the Company pays to remuneration, issues new shares that restrict employees' rights, issues subscription warrants, the acquired shares are transferred and who subscribes new shares issued by the Company include the employees of the affiliated companies that meet the conditions prescribed by the Board of Directors.
- Article 29-1: If there are surpluses in the Company's final accounts, taxes and accumulated losses shall be paid out of such surpluses first, 10% of them shall be set aside as statutory surplus reserves, a provision for or

reversal of special surplus reserves shall be made according to law, with the balance of such earnings (if any) paid to shareholders as dividends after a resolution is adopted at the shareholders' meeting.

When the Company sets aside the special reserve pursuant to laws, for the deficit in the provisions from the "net increase in fair value of investment-linked property accumulated from the previous period" and "net reductions of other equity accumulated from the previous period", the special surplus at the same amount shall be set aside from the undistributed earnings in the previous period at first. If there is still a deficit, further provision shall be made from the current net profit after tax plus the items other than current net profit after tax added into the current undistributed earnings.

Chapter 7 Chapter VII Policy for Declaration of Dividends

Article 30: The Company is engaged in the manufacture and sale of PU resin. It is a technology-intensive, mature and profitable chemical industry. Due to the need for technological upgrading, it is possible for the Company to expand its factories in the next few years. With reference to the remaining dividend policy and to the extent meeting optimal capital budget and the requirements for dilution of earnings per share, the annual surpluses allocated per year account for at least 50% of the surpluses available for distribution in principle, when dividends are declared to shareholders, the proportion of cash dividends shall not be less than 25%.

Chapter 8 Chapter VIII Supplementary Provisions

Article 31: The organizational procedures and the detailed rules of procedure for the Company shall be determined by the Board of Directors.

Article 32: The matters not covered by the Articles of Incorporation shall be dealt with in accordance with the provisions of Taiwan's Company Act and other laws and regulations.

Article 33: These Articles were made effective as of April 24, 1989. The 1st amendment hereto was made on May 9, 1989; The 2nd amendment hereto was made on April 2, 1991; The 3rd amendment hereto was made on October 7, 1992; The 4th amendment hereto was made on November 29, 1994; The 5th amendment hereto was made on October 22, 1995; The 6th amendment hereto was made on June 9, 1996; The 7th amendment hereto was made on June 10, 1997; The 8th amendment hereto was made on August 15, 1997; The 9th amendment hereto was made on September 5, 1997; The 10th amendment hereto was made on June 17, 1998; The 11th amendment hereto was made on June 2, 1999; The 12th amendment hereto was made on May 24, 2000; The 13th amendment hereto was made on May 11, 2001; The 14th amendment hereto was made on April 16, 2002; The 15th amendment hereto was made on June 8, 2005; The 16th amendment hereto was made on June 19, 2006; The 17th amendment hereto was made on June 22, 2007; The 18th amendment hereto was made on June 12, 2008; The 19th amendment hereto was made on June 8, 2010; The 20th amendment hereto was made on June 12, 2012; The 21st amendment hereto was made on June 22, 2015; The 22nd amendment hereto was made on June 23, 2016; The 23rd amendment hereto was made on June 22, 2017, and the 24th amendment hereto was made on March 7, 2018, 25th amendment hereto was made on June 27, 2019. The 26th amendment hereto was made on June 15, 2020. The 27th amendment hereto was made on August 10, 2021. The 28th amendment hereto was made on June 28, 2022.

Appendix X. Rules of Procedure for Shareholders' Meetings

Evermore Chemical Industry Co., Ltd. Rules of Procedure for Shareholder Meetings

Made effective as of August 15, 1997
Amended on August 10, 2021

- Article 1: Unless otherwise provided for by the relevant laws and regulations or the Company's Articles of Incorporation, the shareholders' meetings of the Company shall be held in accordance with these Procedural Rules.
- Article 2: The Company shall indicate the time for acceptance of registration for attendance by shareholders, the place of registration, and other matters needing attention in the notice of a shareholders' meeting. The time for the acceptance of registration for attendance by shareholders described in the preceding paragraph shall be at least 30 minutes before the start of a shareholders' meeting; the place of registration shall be clearly marked and appropriate qualified personnel shall be put in charge thereof. A shareholder shall attend the shareholders' meeting in person or in proxy (hereinafter referred to as the "Shareholders") with the attendance certificate, sign-in card or other certificate of attendance. The Company shall not arbitrarily require a shareholder to provide other supporting documents in addition to those under which a shareholder attends the shareholders' meeting; The proxy acting on behalf of the shareholder shall provide ID document for verification. The Company shall have a visitors' book for the attending shareholders to sign in, or the attending shareholders shall issue the sign-in cards instead. The Company shall prepare meeting minutes, annual reports, attendance certificates, speech notes, votes for the meeting and the relevant materials, which shall be made available to the attending shareholders. Where directors are elected, such materials shall be accompanied by a ballot. If a shareholder is a government or legal person, the representative attending a shareholders' meeting is not limited to one person. When a legal person is entrusted to attend a shareholders' meeting, only one representative may be appointed to attend such meeting.
- Article 3: A shareholders' meeting shall be convened at the place where the Company is located or at such places convenient for attendance by shareholders and suitable for convention. The meeting shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. The opinions of independent directors shall be taken into full consideration when the time and place of a meeting are determined.
- Article 4: The Chairman of the Board shall chair a shareholders' meeting if the meeting is convened by the Board of Directors. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, the Vice Chairman shall act on his/her behalf, if the Company has no Vice Chairman or the Vice Chairman is also on leave or absent or cannot exercise his/her power and authority for any cause, the Chairman of the Board shall designate one of managing directors to act on his/her behalf; if the Company has no managing directors, a director shall be designated to chair the meeting. In the absence of such a designation, the managing directors or directors shall elect one of their number to be chair of the meeting. Any managing director or a director acting on behalf of the chair described in the preceding paragraph has served for more than six months and is familiar with the Company's financial position and business operations. If a director as a legal person acts on behalf of the chair of a shareholders' meeting, such director shall also meet such requirements. If a shareholders' meeting is called by the Board of Directors, the meeting shall be chaired by the Chairman of the Board in person, and be attended by half or more of the directors and by one member of each functional committee in proxy, with the information on attendance recorded in the shareholders' meeting minutes. If a shareholders' meeting is convened by any person entitled to convene the meeting other than a member of the Board, such person shall preside at the meeting. However, if there are two or more persons entitled to convene the meeting, the chair of the meeting shall be elected from themselves.

- The Company may appoint the designated counsel, CPA or other related persons to attend the meeting.
- Article 5: The Company shall have the entire sign-in process, the process of a shareholders' meeting, and the voting and count of votes tape recorded or videotaped from the time of accepting the registration for attendance by shareholders.
- These tapes shall be preserved for at least one year. If a shareholder institutes legal proceedings in accordance with Article 189 of Taiwan's Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded.
- Article 6: If the shareholders' meeting is convened by the board of directors, its agenda shall be set by the board of directors, and the relevant proposals shall be voted by case (including Questions and Motions and amendments to the original motion). The meeting shall be conducted according to the scheduled agenda, and shall not be changed without the resolution of the shareholders' meeting.
- The above provision applies mutatis mutandis to the cases where the meeting is convened by any person, other than a member of the Board of Directors, who is entitled to convene such meeting.
- Unless otherwise resolved at the shareholders' meeting, the chair may not announce adjournment of the meeting before all the discussions (including Questions and Motions) listed in the agenda are resolved. However, in the event that the chair adjourns a shareholders' meeting in violation of these Procedural Procedures, other members of the Board shall assist the shareholders present thereat in designation of, by a majority of votes represented by the shareholders attending the meeting, one person as chair to continue the meeting.
- For motions and amendments or Questions and Motions proposed by shareholders, the chair shall offer full explanation and discussion opportunities. When it is determined that a vote can be taken, a cessation of discussion must be announced and the matter shall be put to a vote, and adequate voting time shall be arranged.
- The shareholders cannot designate any other person as chair and continue a general meeting in the same or other place after the meeting is adjourned.
- Article 7: Shareholders holding more than one percent of the total issued shares shall be able to make proposals to the Company in writing at the annual general meeting. This shall be limited to one item; if there is more than one proposal, it shall not be included. However, if the shareholder submission is a proposal to urge the company to promote public interest or fulfill its social responsibilities, the board of directors must still include the proposal.
- Prior to the book closure date before an annual general meeting is held, the Company shall publicly announce that it will receive shareholder proposals, whether it shall be via written or electronic acceptance, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.
- The proposal of a shareholder deemed by the Board of Directors as excluded from any of the following circumstances shall be included in the agenda and the reasons for convening of the annual general meeting shall be stated therein:
- I. Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a shareholders' meeting;
 - II. Where the number of shares of the Company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer is suspended by the company at the annual general meeting.
 - III. Where the said proposal is not submitted by the deadline fixed in the public notice for accepting shareholders' proposals in the preceding paragraph.
 - IV. Proposed shareholder's proposal exceeds three hundred words (including punctuation).
- The Company shall, prior to the date of an annual general meeting, notify all the shareholders who have made proposals of the proposal screening results, and shall list in the meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders which are not included in the agenda of a annual general meeting, the cause of exclusion of

such proposals shall be explained by the Board in the meeting minutes. There is no need to include such cause in the agenda or meeting minutes.

Article 8: Attendance at a shareholders' meeting shall be based on the number of shares. The number of shares held by the shareholders attending the meeting shall be calculated in accordance with the records of the visitors' book or attendance cards submitted by the shareholders, or the number of shares held by the shareholders who have exercised the voting rights in writing or in electric form.

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 number of one third of outstanding shares represented by the attending shareholders has not constituted the quorum after the meeting was postponed for two times, the chair shall announce the meeting is dissolved.

If after two postponements, the number of shares represented by the attending shareholders has not constituted more than one third of outstanding shares, a tentative resolution may be passed Paragraph 1 of Article 175 of the Taiwan's Company Act, and notified to shareholders for convening a shareholders' meeting within one month from the date of notification.

By the end of such meeting, if number of shares represented by the attending shareholders has already constituted more than one half of the outstanding shares, the chair may put the tentative resolution to the vote at the shareholders' meeting again in accordance with Article 174 of the Taiwan's Company Act.

Article 9: When a shareholder present at the shareholders' meeting wishes to speak, a speech note shall be filled out with summary of the speech, the shareholder's account number (or the number of attendance certificate) and the account name of the shareholder. The sequence of speeches shall be decided by the chair.

If any shareholder present at the shareholders' meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such shareholder. In case the contents of the speech made by a shareholder are inconsistent with the contents of the speech note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chair, each shareholder shall not speak more than twice concerning the same item, and each speech shall not last more than 5 minutes. In case the speech of any shareholder violates this Paragraph or exceeds the scope of the agenda, the chair may stop the speech of such shareholder.

Unless otherwise permitted by the chair and the speaking shareholder, no shareholder shall interrupt the speeches of the other shareholders, otherwise, the chair shall stop such interruption.

If a corporate shareholder has designated two or more representatives to attend the shareholders' meeting, only one representative can speak for each discussion item.

After the speech of any attending shareholder, the chair may respond himself/herself or appoint an appropriate person to respond.

Article 10: Voting at a shareholders' meeting shall be based on the number of shares.

The shares held by any shareholder without voting rights shall not be included in the total number of outstanding shares while voting on resolutions at the shareholders' meeting.

A Shareholder shall abstain from exercise of voting rights for himself/herself or on behalf of another shareholder in respect of any proposed matter for consideration at a shareholders' meeting if he/she bears personal interest therein that may conflict with and impair the interest of the Company.

The shares represented by the voting rights contained in the preceding paragraph shall not be counted in the number of votes of the shareholders present at the said meeting.

Article 11: When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting

notice. Any shareholder who exercises voting rights in writing or in electronic form shall be deemed to have attended the shareholders' meeting in person. However, the Questions and Motions of the shareholders' meeting and the amendment of the original proposal are deemed to be abstentions, therefore, the Company should avoid proposing Questions and Motions and amendments to the original proposal.

Except as otherwise specified in the relevant laws or in the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the shareholders' meeting.

Article 12: The person(s) to check and count the ballots during votes on agenda items shall be appointed by the chair. The person(s) checking the ballots shall be a shareholder(s).

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

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

Article 13: If there is amendment to or substitute for an original proposal, the chair shall decide on the sequence of voting for such proposal, the amendment or the substitute. However, if any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 14: If the agenda of a shareholders' meeting is not completed for a reason, the time for the shareholders' meeting may be postponed or the time for intermission may be set to the extent determined by the chair, without regard to Article 172 of the Taiwan's Company Act.

Article 15: During the meeting, the chair may, at his/her discretion, set time for intermission. In case of a *force majeure* event, the chair may decide to temporarily suspend a shareholders' meeting and announce, depending on the situation, when the meeting will resume, or resume the meeting within five days by resolution of the shareholders present at the meeting, without further notice or public announcement.

Article 16: The persons transacting affairs of the Meeting shall wear identification cards or badges. The chair may direct inspectors or security guards to assist in keeping order at the meeting venue. Such inspectors or security guards shall wear badges or identification cards marked with "Inspectors" for identification purpose.

For those shareholders who use microphones other than those supplied at the meeting venue may be refrained from speaking by the order of the chair.

Shareholders who violate the Rules and refuse to obey the instructions given by the chair, the chair may order inspectors or security guards to remove them from the meeting venue.

Article 17: The shareholders attending the shareholders' meeting shall have the obligation to observe meeting rules, obey resolutions and maintain order at the meeting venue.

Article 18: The matters not covered by these Rules shall be subject to Taiwan's Company Act, Securities and Exchange Act and other relevant regulations.

Article 19: The Rules as well as any amendment hereto shall become effective as soon as adopted at a shareholders' meeting.