


Zhen Ding Technology Holding Limited
臻鼎科技控股股份有限公司
2025 Annual Shareholders' Meeting Minutes

Date and Time: 9:00 a.m., May 29, 2025

Venue: No.6, Lane 28, Sanho Road, Sanshi Village, Dayuan District, Taoyuan City (First floor conference room of the Company)

Convention Method: Hybrid Shareholders' Meetings

Video conferencing platform: Stock Services Platform of Taiwan Depository & Clearing Corporation <https://stocksheets.tdcc.com.tw/evote/index.html>

Handling and troubleshooting methods for problems to the video conference platform or participation through video caused by natural disasters, incidents, or other force majeure: Please refer to the meeting notice for detailed information. No obstacles occurred with the video conference platform during this meeting.

Attendance: The attendance and attendance by proxy in the shareholders' meeting totaled 779,134,407 shares (including 740,112,003 votes exercised electronically and video conferencing), which accounted for 81.62% of all 954,559,099 outstanding shares (the 2,093,410 shares with no voting rights defined by Article 179 of the Company Act have been deducted).

Chairman: Chang-Fang Shen



Recorder: Mei-Yu Huang



Attending Directors: Chairman Chang-Fang Shen, Director Che-Hung Yu (Representative of Foxconn (Far East) Ltd.) (attended via video), Director Ting-Chuan Lee, Independent Director Shin-Cheng Yeh, Independent Director Gin-Ing Hu (attended via video), Independent Director Chun-Chung Chen

- I. Meeting Commencement: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.
- II. Chairman's Address (omitted)
- III. Report Items:
 - (I) The Company's 2024 Business Report. (Please refer to Attachment 1)
 - (II) 2024 Audit and Risk Committee's Review Report. (Please refer to Attachment 2)
 - (III) Distribution of Employees' Profit Sharing and Directors' Remuneration for 2024.
 - (IV) Distribution of Cash Dividends for 2024.
 - (V) Issuance and Execution of Overseas Unsecured Convertible Bonds.
 - (VI) Amendments to the Company's "Rules and Procedure for Board of Directors Meetings."

(VII) Proposals submitted by shareholders with shareholding of more than 1%.

The reported items are acknowledged above.

IV. Ratification Items:

Proposal 1 **Proposed by the Board of Directors**
Subject: **Ratification of 2024 Business Report and Consolidated Financial Statements.**

Explanatory Notes:

- (I) The Company's Consolidated Financial Statements for 2024 were audited by independent auditors, CPA Hsu, Sheng-Chung and CPA Hsu, Chieh-Ju of the CPA firm, Pricewaterhouse Coopers (PwC) Taiwan.**
- (II) For the 2024 business report, independent auditors' report and consolidated financial statements, please refer to Attachment 1 and Attachment 4.**
- (III) Please proceed to acknowledge.**

Voting Results: Passed as proposed after voting. The voting results are as follows:

Total voting rights of attending shareholders at the time of voting was **779,100,407**.

Voting results	Percentage of total voting rights of attending shareholders
Votes in favor: 696,141,255 votes (including 657,211,376 electronic and video votes)	89.35%
Votes against: 96,622 votes (including 96,622 electronic and video votes)	0.01%
Invalid votes: 0 votes	0.00%
Waived votes/uncast votes: 82,862,530 votes (including 82,804,005 electronic and video votes)	10.63%

Proposal 2 **Proposed by the Board of Directors**

Subject: **Ratification of the 2024 earnings distribution.**

Explanatory Notes:

- (I) The net profit after tax of the Company's parent company for 2024 was NT\$9,179,689,658 and the retained earnings available to distribute for the year was NT\$49,011,632,875.**
- (II) For the 2024 Earnings Distribution Table, please refer to Attachment 5.**

(III) Please proceed to acknowledge.

Voting Results: Passed as proposed after voting. The voting results are as follows:

Total voting rights of attending shareholders at the time of voting was
779,100,407.

Voting results	Percentage of total voting rights of attending shareholders
Votes in favor: 696,872,092 votes (including 657,942,213 electronic and video votes)	89.44%
Votes against: 101,725 votes (including 101,725 electronic and video votes)	0.01%
Invalid votes: 0 votes	0.00%
Waived votes/uncast votes: 82,126,590 votes (including 82,068,065 electronic and video votes)	10.54%

V. Discussion Items:

Proposal 1 **Proposed by the Board of Directors**
Subject: Amendments to the Company's "Articles of Association." Please discuss.

Explanatory Notes:

- (I) Partial amendment of the Company's "Articles of Association" is proposed in accordance with the Taiwan Stock Exchange letter Tai-Zheng-Shang-II-Zi No. 1131701804 dated May 2, 2024 regarding the amendments to the regulations of the "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country," and in line with the integration of the Company's Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee."
- (II) For the comparison table of the amended provisions, please refer to Attachment 6.
- (III) The Company's registered agent is authorized to make a necessary declaration to the Cayman Islands company registration office after the shareholders meeting approves this proposal.
- (IV) Please proceed to discuss.

Voting Results: Passed as proposed after voting. The voting results are as follows:

Total voting rights of attending shareholders at the time of voting was
779,100,407.

Voting results	Percentage of total voting rights of attending shareholders
Votes in favor: 696,275,394 votes (including 657,345,515 electronic and video votes)	89.36%
Votes against: 84,740 votes (including 84,740 electronic and video votes)	0.01%
Invalid votes: 0 votes	0.00%
Waived votes/uncast votes: 82,740,273 votes (including 82,681,748 electronic and video votes)	10.61%

Proposal 2

Proposed by the Board of Directors

Subject: Amendments to the Company's "Procedure for Lending Funds to Other Parties." Please discuss.

Explanatory Notes:

- (I) **Partial amendment of the Company's "Procedures for Lending Funds to Other Parties" is proposed to comply with the local laws and regulations of overseas subsidiaries, enhance flexibility of financial operations, and in accordance with the incorporation of the Company's Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee."**
- (II) **For the comparison table of the amended provisions, please refer to Attachment 7.**
- (III) **Please proceed to discuss.**

Voting Results: Passed as proposed after voting. The voting results are as follows:

Total voting rights of attending shareholders at the time of voting was 779,100,407.

Voting results	Percentage of total voting rights of attending shareholders
Votes in favor: 666,194,286 votes (including 627,264,407 electronic and video votes)	85.50%
Votes against: 30,177,098 votes (including 30,177,098 electronic and video votes)	3.87%
Invalid votes: 0 votes	0.00%
Waived votes/uncast votes: 82,729,023 votes (including 82,670,498 electronic and video votes)	10.61%

Proposal 3**Proposed by the Board of Directors**

Subject: Amendments to the Company's "Procedures for Acquisition and Disposal of Assets," "Policies and Procedures for Financial Derivatives Transactions," and "Procedures for Endorsements and Guarantees" submitted for approval.

Explanatory Notes:

- (I) Partial amendment of the Company's "Procedures for Acquisition and Disposal of Assets," "Policies and Procedures for Financial Derivatives Transactions," and "Procedures for Endorsements and Guarantees" is proposed in accordance with the incorporation of the Company's Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee."
- (II) For the comparison table of the amended provisions, please refer to **Attachments 8 to 10.**
- (III) Please proceed to discuss.

Voting Results: Passed as proposed after voting. The voting results are as follows:

Total voting rights of attending shareholders at the time of voting was **779,100,407.**

Voting results	Percentage of total voting rights of attending shareholders
Votes in favor: 696,255,602 votes (including 657,325,723 electronic and video votes)	89.36%
Votes against: 129,380 votes (including 129,380 electronic and video votes)	0.01%
Invalid votes: 0 votes	0.00%
Waived votes/uncast votes: 82,715,425 votes (including 82,656,900 electronic and video votes)	10.61%

VI. Extraordinary Motions: None.

VII. Adjournment: Meeting Adjourned at 9:21 a.m.

No questions were raised by shareholders during the Shareholders' Meeting.

Zhen Ding Technology Holding Limited

Business Report

In 2024, the political and economic landscape has been full of ups and downs. Factors such as inflation, monetary policies, and geopolitical tensions have posed numerous challenges for businesses. In the face of this complex market environment, Zhen Ding Tech Group has achieved significant progress across the board through the joint efforts of all employees and in close collaboration with strategic partners, customers, and shareholders. The Company's total revenue reached NT\$171.664 billion, with outstanding performance in all four major application segments. Notably, the Company's revenues from mobile communications, IC substrates and servers, automotive, and optical communications all hit record highs. The increasingly higher demand of AI products for hardware performance is driving advancements in product architecture design and materials. The Company anticipates accelerated growth in the coming year, which is expected to continue generating new opportunities and growth momentum.

The Company's 2024 business overview and future outlook.

I. Revenue Overview

In 2024, our consolidated revenue was NT\$171.664 billion, increasing by 13.4% compared to 2023. Our consolidated net profit after tax was NT\$13.096 billion (the consolidated net profit after tax attributable to the parent company was NT\$9.180 billion), increasing by 38.9% compared to 2023. The earnings per share of the consolidated net profit after tax attributable to the parent company was NT\$9.67.

II. Understand Industry Trends and Strengthen Global Presence

Following the wave of technological innovation, and against the backdrop of rapid advancements in artificial intelligence, the Company is actively deploying AI applications across the "cloud, network, and edge." We are driving the digitalization and greenification of the PCB industry. In 2024, AI-related products accounted for 45% of the Company's consolidated revenue, and this figure is expected to exceed 70% in 2025. In the AI server sector, the Company is already involved in prototyping next-generation products and new architectures with our customers. For optical communication products, we have successfully entered mass production and the products are contributing to revenue. High-end products are also undergoing customer sampling and certification. In the AI-related consumer electronics segment, such as smartphones and computers, the Company is actively collaborating with customers on the development of new products. In the future, demand for advanced PCBs featuring finer lines and higher layer counts is expected to continue rising.

To meet the growing production capacity demands driven by product iterations, the Company has continued to expand our capacity investments in the Shenzhen, Huai'an, and Qinhuangdao campuses. In anticipation of the sustained strong demand for high-end products driven by AI, the Company has taken proactive steps by planning to transform the Kaohsiung plant into an AI campus, which will be dedicated to the design and manufacturing of related advanced products. The Company has also established an R&D center in line with customer product and technology development to support the increasing global demand for AI and high-end products. We aim to strengthen the Company's competitive edge in the market. In addition to its existing flexible PCB production capacity, the Kaohsiung AI campus has also announced plans to invest NT\$8 billion and NT\$2 billion in the establishment of production capacity for ABF substrates used in advanced packaging and high-layer-count, high-density (HLC+HDI) rigid PCBs, respectively. These investments are aimed at meeting the comprehensive AI product application needs of our customers.

The new plant in Prachinburi, Thailand, which broke ground in December 2023, completed equipment installation for phase 1 in February 2025. Trial production is set to begin in the first half of this year, followed by small-scale mass production in the second half. The plant will primarily focus on high-end server, automotive, and optical communication applications to meet the growing demand for these products. The addition will further fuel the Company's growth momentum and enhance the completeness of our global production layout. We anticipate that operational performance will reach new highs next year.

In addition, the Company has acquired land in Qingpu, Taoyuan, for the establishment of our Taiwan operations headquarters. The site is planned to become the Zhen Ding Age Building, with Eslite establishing a presence as well. Construction began in February this year. The project aims to strengthen inter-plant collaboration, bring together supply chain partners, and generate the benefits of an industrial cluster. The headquarters will also serve as a hub for talent recruitment and development, as well as a platform for enhancing value through industry chain collaboration. It will offer a convenient space for customers, partners, and employees to work, while also helping to attract more talent to the Company, driving both industry growth and the local economy.

III. Shoulder Social Responsibility and Achieve Sustainable Development

As a company committed to social responsibility and sustainable development, Zhen Ding continues to travel down the Environmental, Social, and Governance (ESG) path, receiving numerous international recognitions along the way. Last year, the Company was awarded the highest "A" rating in the area of water security and was selected for the S&P Global Sustainability Yearbook for the third consecutive year. Our performance ranks above 98% of our peers in the global electronic equipment and components industry, and makes us first in the PCB industry.

The Company is committed to promoting corporate governance and sustainable development across all aspects of our operations. In terms of climate action, we are actively implementing carbon reduction and greenhouse gas mitigation measures through process improvements, in-house solar power generation, and the purchase of green electricity. At the same time, the Company is actively implementing our sustainable water resource strategy by enhancing water conservation management and adopting innovative technologies to steadily increase our water reuse rate year by year. The newly established Yaoding Huanneng Technology (Shenzhen) Co., Ltd. is dedicated to ecological protection and environmental management. It provides energy-saving management services and explores innovations and applications in green energy technologies. Yaoding supports the Company in completing our green transformation. In addition, in the areas of supply chain management and product responsibility, the Company continues to promote green manufacturing and the development of a green supply chain. We have implemented systematic management of chemical safety and responsible mineral sourcing. In the MSCI ESG rating for conflict minerals management, the Company continues to rank in the top 25% among our global peers. In terms of social inclusion, the Company regularly conducts human rights risk identification and performs related due diligence. We have established mitigation and remediation plans for potential risks, using both internal assessments and external audits to comprehensively protect and uphold employee rights. The Company places strong emphasis on gender equality, human rights protection, and talent development. We strive to create a diverse and inclusive workplace. With our commitment to sustainable operations, the Company integrates social resources to realize our long-term sustainability vision.

IV. Continue to Promote the One ZDT Core Strategy

Over the years, Zhen Ding has defined "One ZDT" as our core strategy, leveraging a one-stop service model to enhance operational efficiency. In response to globalization and market competition, innovation and transformation remain key focuses. By the end of 2024, the Company had accumulated 1,868 effective global patents. To ensure steady development, Zhen Ding continues to expand our diverse product portfolio and strengthen our presence across the PCB industry chain. The Company has seen significant growth in the substrate field, entering a phase of rapid growth with annual revenue up 75.6%. ABF substrate capacity utilization continues to rise, with successful certification by key customers on the 2nm platform. This shows that our capabilities align with cutting-edge semiconductor processes. Future capacity utilization rates are expected to grow further, with the strategic focus of development on mid-to-high-end products. BT substrates have also maintained over 80% utilization, with ongoing growth driven by new customers and orders for new products.

In addition, enhancing production efficiency is a key part of the Company's innovation and transformation strategy. Zhen Ding is actively advancing toward smart manufacturing and digital transformation by introducing advanced manufacturing technologies and processes. Through data analysis, the Company is refining our existing production flows to achieve automation and intelligence, thereby improving quality control and consistency. Aligned with customer strategies and in close collaboration with suppliers, Zhen Ding remains committed to excellence in a rapidly evolving market. With a spirit of perseverance, agility, and vigilance, the Company continues to identify new growth opportunities across various fields, driving the Group toward higher goals.

V. Future Prospects

In 2025, the world will face an increasingly complex and unpredictable political and economic landscape, bringing greater challenges to market stability and certainty. However, the rapid advancement and maturation of emerging technologies, such as AI and robotics, are creating unprecedented opportunities and growth potential in the industry. Despite the mix of opportunities and challenges, we remain confident in our ability to adapt with agility, break through conventional thinking, and identify opportunities among the risks. By exploring new growth drivers in emerging technological fields, and with the united efforts of our employees, shareholders, suppliers, and partners, we are committed to achieving steady growth and mutual success. Together, we will create a bright future for the Company's long-term development.

Chairman:

Chang-Fang Shen

General Manager:

Chang-Fang Shen

Accounting Executive:

Shih-Te Chou

Zhen Ding Technology Holding Limited Audit and Risk Committee's Review Report

The Board of Directors has prepared and submitted the 2024 business report, consolidated financial statements, and earnings distribution proposal, of which the consolidated financial statements have been audited by the CPAs Sheng-Chung Hsu and Chieh-Ju Hsu of PricewaterhouseCoopers, Taiwan and an Audit Report is submitted. The Audit and Risk Committee has reviewed the business report, consolidated financial statements, and the earnings distribution proposal and did not find any incompliance. According to the regulations in the Articles of Association, it is hereby submitted for your examination.

To:

2025 Shareholders' Annual General Meeting

**Zhen Ding Technology Holding Limited
Audit and Risk Committee convener: Shin-Cheng Yeh**

March 11, 2025

Zhen Ding Technology Holding Limited

Comparison Table of the Amended "Rules and Procedure for Board of Directors Meetings"

After Amendment	Before Amendment	Explanation
<p>Article 8 Board of Directors reference materials, attendees, and convening of Board of Directors meetings</p> <p>I. When the Company's Board of Directors convenes, the Corporate Governance and Investor Relations Division shall prepare relevant materials for the attending directors to reference at any time.</p> <p>II. When the Board of Directors convenes, personnel from relevant departments or subsidiaries may be notified to attend, depending on the content of the proposals to be discussed. When necessary, CPAs, lawyers, or other professionals may be invited to attend the meeting and provide information. However, they should be recused during discussions and voting.</p> <p>III. The Chairman of the Board should announce the commencement of the meeting once the scheduled meeting time has arrived and more than half of the directors are in attendance. At the meeting time, if half of all directors are not in attendance, the Chairman may announce a postponement <u>on the day</u>, with a limit of up to two postponements. If the quorum is still not met after the second postponement, the Chairman may reconvene the meeting according to the procedures specified in Paragraph 2, Article 3.</p> <p>IV. The total number of directors referred to in the preceding paragraph and Item 2,</p>	<p>Article 8 Board of Directors reference materials, attendees, and convening of Board of Directors meetings</p> <p>I. When the Company's Board of Directors convenes, the Corporate Governance and Investor Relations Division shall prepare relevant materials for the attending directors to reference at any time.</p> <p>II. When the Board of Directors convenes, personnel from relevant departments or subsidiaries may be notified to attend, depending on the content of the proposals to be discussed. When necessary, CPAs, lawyers, or other professionals may be invited to attend the meeting and provide information. However, they should be recused during discussions and voting.</p> <p>III. The Chairman of the Board should announce the commencement of the meeting once the scheduled meeting time has arrived and more than half of the directors are in attendance. At the meeting time, if half of all directors are not in attendance, the Chairman may announce a postponement, with a limit of up to two postponements. If the quorum is still not met after the second postponement, the Chairman may reconvene the meeting according to the procedures specified in Paragraph 2, Article 3.</p> <p>IV. The total number of directors referred to in the preceding paragraph and Item 2,</p>	<p>Amended in accordance with the letter Jin-Guan-Zheng-Fa-Zi No. 1120383996 from the FSC dated January 11, 2024.</p>

After Amendment	Before Amendment	Explanation
<p>Paragraph 2, Article 16 shall be calculated based on the actual number of persons currently holding those positions.</p>	<p>Paragraph 2, Article 16 shall be calculated based on the actual number of persons currently holding those positions.</p>	
<p>Article 11 Discussion of Agenda Items</p> <p>I. The Board of Directors of the Company shall proceed in accordance with the agenda and procedures set out in the meeting notice. However, it may be changed if a majority of attending directors agree to the change.</p> <p>II. The Chairman is not permitted to adjourn the meeting without the consent of the majority of attending directors.</p> <p>III. During the proceedings of the Board meeting, if the number of present directors does exceed half of all directors, a proposal from the attending directors may be made to the Chairman to announce a temporary adjournment of the meeting. In such cases, the provisions specified in Paragraph 3, Article 8 shall apply.</p> <p><u>IV. During the board meeting, if the Chairman is unable to preside over the meeting due to unforeseen circumstances or fails to announce adjournment according to Paragraph 2, the appointment of their proxy shall follow the provisions of Paragraph 2, Article 7.</u></p>	<p>Article 11 Discussion of Agenda Items</p> <p>I. The Board of Directors of the Company shall proceed in accordance with the agenda and procedures set out in the meeting notice. However, it may be changed if a majority of attending directors agree to the change.</p> <p>II. The Chairman is not permitted to adjourn the meeting without the consent of the majority of attending directors.</p> <p>III. During the proceedings of the Board meeting, if the number of present directors does exceed half of all directors, a proposal from the attending directors may be made to the Chairman to announce a temporary adjournment of the meeting. In such cases, the provisions specified in Paragraph 3, Article 8 shall apply.</p>	<p>Amended in accordance with the letter Jin-Guan-Zheng-Fa-Zi No. 1120383996 from the FSC dated January 11, 2024.</p>

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Zhen Ding Technology Holding Limited

Opinion

We have audited the accompanying consolidated balance sheets of Zhen Ding Technology Holding Limited and subsidiaries (the “Group”) as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these

requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group's 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

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

Cut-off of hub warehouse sales revenue

Description

Refer to Note 4(29) for accounting policies on revenue recognition.

The Group recognises revenue when the goods are directly shipped from factories and when customers accept the goods (the transfer of control) if picked up from hub warehouses. For pick-ups from hub warehouses, the Group recognises sales revenue based on movements of inventory records contained in the statements or other information provided by the warehouse custodians. The hub warehouses are located around the world with numerous warehouse custodians, the frequency and contents of statements provided by custodians are different, and the process of revenue recognition may involve manual procedures. These factors may potentially result in inaccurate timing of sales revenue recognition.

As there are numerous daily sales transactions from hub warehouses and the transaction amounts prior to and after the balance sheet date are significant to the financial statements, we considered the cut-off of hub warehouse sales revenue a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

- A. Assessed and tested internal controls over regular record verification between the Group and customers.
- B. Assessed and checked the appropriateness of cut-off of sales revenue prior to or after the balance sheet date, and verified the statements provided by the hub warehouse custodians.
- C. Performed confirmation of the storage quantities or observed physical counts in warehouse, compared against inventory records, and determined whether differences, if any, are properly adjusted.

Estimation of allowance for inventory valuation losses

Description

Refer to Note 4(14) for accounting policies on inventory valuation, Note 5 for the uncertainty of accounting estimates and assumptions applied on inventory valuation, and Note 6(6) for details of inventory. As of December 31, 2024, the Group's inventory cost and allowance for valuation losses were NT\$18,974,828 thousand and NT\$985,243 thousand, respectively.

The Group is primarily engaged in the manufacture and sales of printed circuit board. Due to rapid technological innovations, short lifespan of electronic products and fluctuations in market prices, there is a higher risk of inventory losses due to market value decline or obsolescence. The Group measures inventories at the lower of cost and net realisable value and recognises the allowance for inventory valuation losses based on the inventories over normal age and those individually identified as obsolete or damaged.

As the amounts of inventories are material, the types of inventories are numerous, and the estimation of net realisable value for individually obsolete or damaged inventories is subject to significant judgement, we considered the estimation of allowance for inventory valuation losses a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in relation to the estimation of allowance for inventory valuation losses:

- A. Assessed the reasonableness of accounting policy on allowance for inventory valuation losses and checked whether it has been consistently applied.
- B. Checked whether the logic in calculating inventory aging report was appropriate and confirmed whether the inventory over normal age has been included in the aging report.
- C. Assessed the reasonableness of individually obsolete or damaged inventory identified by the Group against related supporting documents, reviewed scrap inventory before and after the balance sheet date, and verified the information obtained from physical count.
- D. For the net realisable value of inventories over normal age and those individually identified as obsolete and damaged inventory, discussed with the Group, obtained supporting documents and reviewed calculation of inventory loss.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

- A. 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.
- B. 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by management.

- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- E. 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.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Hsu, Sheng-Chung Hsu, Chieh-Ju
For and on Behalf of PricewaterhouseCoopers, Taiwan
March 11, 2025

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 79,502,013	30	\$ 61,420,770	25
1136	Current financial assets at amortised cost	6(3)	327,850	-	4,549,269	2
1170	Accounts receivable, net	6(4)	26,920,233	10	25,803,347	11
1180	Accounts receivable due from related parties, net	6(4) and 7	3,262,888	1	3,425,531	2
1200	Other receivables	6(5)	775,487	-	274,414	-
130X	Inventories	6(6)	17,989,585	7	15,507,549	6
1410	Prepayments	6(5)	3,725,689	2	3,048,205	1
1470	Other current assets	8	4,879	-	16,588	-
11XX	Total current assets		<u>132,508,624</u>	<u>50</u>	<u>114,045,673</u>	<u>47</u>
Non-current assets						
1510	Non-current financial assets at fair value through profit or loss	6(2)	1,753,687	1	1,752,487	1
1517	Non-current financial assets at fair value through other comprehensive income	6(7)	1,768,742	1	1,714,386	1
1550	Investments accounted for using equity method		22,444	-	20,767	-
1600	Property, plant and equipment	6(8)	110,172,595	41	105,713,497	43
1755	Right-of-use assets	6(9)	9,229,121	3	9,061,140	4
1760	Investment property, net	6(10)	3,289,200	1	4,251,347	2
1780	Intangible assets	6(11)	2,096,679	1	2,313,206	1
1840	Deferred income tax assets	6(30)	3,105,262	1	2,827,971	1
1990	Other non-current assets	6(12) and 8	2,046,938	1	1,075,191	-
15XX	Total non-current assets		<u>133,484,668</u>	<u>50</u>	<u>128,729,992</u>	<u>53</u>
1XXX	Total assets		<u>\$ 265,993,292</u>	<u>100</u>	<u>\$ 242,775,665</u>	<u>100</u>

(Continued)

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2024		December 31, 2023	
		AMOUNT	%	AMOUNT	%
Current liabilities					
2100 Short-term borrowings	6(13)	\$ 21,706,441	8	\$ 33,853,082	14
2170 Accounts payable		20,654,870	8	18,504,901	8
2180 Accounts payable to related parties	7	1,061,617	-	1,062,035	-
2200 Other payables	6(14)	19,141,301	7	18,286,472	8
2230 Current income tax liabilities		1,193,279	1	986,692	-
2280 Current lease liabilities		246,902	-	221,325	-
2320 Long-term liabilities, current portion	6(16)	1,333,125	1	1,250,317	1
2399 Other current liabilities		3,866,715	1	4,774,518	2
21XX Total current liabilities		69,204,250	26	78,939,342	33
Non-current liabilities					
2530 Bonds payable	6(15)	11,601,604	4	-	-
2540 Long-term borrowings	6(16)	22,410,057	9	18,026,287	8
2570 Deferred income tax liabilities	6(30)	2,896,003	1	3,030,821	1
2580 Non-current lease liabilities		872,602	-	992,331	-
2600 Other non-current liabilities		6,985,166	3	7,461,036	3
25XX Total non-current liabilities		44,765,432	17	29,510,475	12
2XXX Total liabilities		113,969,682	43	108,449,817	45
Equity					
Equity attributable to owners of parent					
Share capital	6(19)				
3110 Ordinary share		9,566,525	4	9,470,492	4
Capital surplus	6(20)				
3200 Capital surplus		40,540,212	15	38,555,914	16
Retained earnings	6(21)				
3310 Legal reserve		9,036,250	3	8,417,315	3
3320 Special reserve		5,120,220	2	2,882,437	1
3350 Unappropriated retained earnings		45,001,928	17	41,749,184	17
Other equity interest	6(22)				
3400 Other equity interest		(189,408)	-	(5,120,220)	(2)
3500 Treasury shares	6(19)	(257,489)	-	(257,489)	-
31XX Equity attributable to owners of parent		108,818,238	41	95,697,633	39
36XX Non-controlling interest	6(32)	43,205,372	16	38,628,215	16
3XXX Total equity		152,023,610	57	134,325,848	55
Significant contingent liabilities and unrecognised contract commitments	9				
Significant disaster loss	10				
Significant events after the balance sheet date	11				
3X2X Total liabilities and equity		\$ 265,993,292	100	\$ 242,775,665	100

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

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

Items	Notes	Year ended December 31				
		2024		2023		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(23), 7 and 14	\$ 171,663,845	100	\$ 151,398,038	100
5000	Operating costs	6(6) and 7	(139,203,083)	(81)	(123,938,549)	(82)
5950	Gross profit from operations		32,460,762	19	27,459,489	18
Operating expenses	6(24)					
6100	Selling expenses		(2,154,908)	(1)	(1,899,653)	(1)
6200	Administrative expenses		(7,025,113)	(4)	(6,724,668)	(5)
6300	Research and development expenses		(11,715,283)	(7)	(9,665,484)	(6)
6450	Impairment gain (expected credit loss) in accordance with IFRS 9	12	20,178	-	(10,000)	-
6000	Total operating expenses		(20,875,126)	(12)	(18,299,805)	(12)
6900	Net operating income		11,585,636	7	9,159,684	6
Non-operating income and expenses						
7100	Interest income	6(26)	2,897,955	2	2,500,594	2
7010	Other income	6(27)	1,109,460	1	759,948	-
7020	Other gains and losses	6(28)	1,781,935	1	(403,710)	-
7050	Finance costs	6(29)	(2,333,091)	(2)	(1,952,504)	(1)
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method		3,080	-	(16,094)	-
7000	Total non-operating income and expenses		3,459,339	2	888,234	1
7900	Profit before income tax		15,044,975	9	10,047,918	7
7950	Income tax expense	6(30)	(1,948,497)	(1)	(616,065)	(1)
8200	Profit		\$ 13,096,478	8	\$ 9,431,853	6
Other comprehensive income						
Components of other comprehensive income that will not be reclassified to profit or loss						
8311	Actuarial gains on defined benefit plans	6(17)	\$ 18,380	-	\$ 771	-
8316	Unrealised (losses) gains from investments in equity instruments measured at fair value through other comprehensive income	6(7)(22)	(174,000)	-	787,894	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(30)	34,818	-	(139,739)	-
8310	Other comprehensive income that will not be reclassified to profit or loss		(120,802)	-	648,926	-
Components of other comprehensive income that will be reclassified to profit or loss						
8361	Exchange differences on translation of foreign financial statements	6(22)	7,108,329	4	(1,901,942)	(1)
8300	Other comprehensive income (loss)		\$ 6,987,527	4	(\$ 1,253,016)	(1)
8500	Total comprehensive income		\$ 20,084,005	12	\$ 8,178,837	5
Profit attributable to:						
8610	Owners of the parent		\$ 9,179,689	6	\$ 6,188,729	4
8620	Non-controlling interests		3,916,789	2	3,243,124	2
			\$ 13,096,478	8	\$ 9,431,853	6
Comprehensive income attributable to:						
8710	Owners of the parent		\$ 14,141,861	9	\$ 3,951,563	2
8720	Non-controlling interests		5,942,144	3	4,227,274	3
			\$ 20,084,005	12	\$ 8,178,837	5
Earnings per share (in dollars)						
9750	Basic earnings per share	6(31)	\$ 9.67		\$ 6.55	
9850	Diluted earnings per share	6(31)	\$ 9.24		\$ 6.34	

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

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable to owners of the parent										Non-controlling interest	Total equity		
		Retained Earnings				Other Equity Interest									
		Ordinary shares	Capital surplus-additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total					
Year ended December 31, 2023															
Balance at January 1, 2023		\$ 9,470,492	\$ 38,021,187	\$ 6,995,473	\$ 4,848,301	\$ 40,698,111	(\$ 2,899,992)	\$ 17,555	(\$ 257,489)	\$ 96,893,638	\$ 35,972,053	\$ 132,865,691			
Profit for the year		-	-	-	-	6,188,729	-	-	-	6,188,729	3,243,124	9,431,853			
Other comprehensive income (loss) for the year	6(22)	-	-	-	-	617	(2,709,461)	471,678	-	(2,237,166)	984,150	(1,253,016)			
Total comprehensive income (loss)						6,189,346	(2,709,461)	471,678		3,951,563	4,227,274	8,178,837			
Appropriations of 2022 earnings:	6(21)														
Legal reserve		-	-	1,421,842	-	(1,421,842)	-	-	-	-	-	-			
Special reserve		-	-	-	(1,965,864)	1,965,864	-	-	-	-	-	-			
Cash dividends		-	-	-	-	(5,682,295)	-	-	(5,682,295)	-	-	(5,682,295)			
Compensation cost of employee restricted stock	6(20)	-	(6,652)	-	-	-	-	-	-	(6,652)	(4,807)	(11,459)			
Adjustments of capital surplus for the Company's cash dividends received by subsidiaries	6(20)	-	12,560	-	-	-	-	-	-	12,560	-	12,560			
Difference between consideration and carrying amount of subsidiaries disposed	6(32)	-	5,913	-	-	-	-	-	-	5,913	(3,357)	2,556			
Recognition of changes in ownership interests in subsidiaries	6(32)	-	(226,987)	-	-	-	-	-	-	(226,987)	(642,113)	(869,100)			
Changes in non-controlling interests - acquisition of shares of the subsidiary	6(32)	-	749,893	-	-	-	-	-	-	749,893	1,031,776	1,781,669			
Changes in non-controlling interests - distribution of retained earnings by subsidiaries		-	-	-	-	-	-	-	-	-	(1,952,611)	(1,952,611)			
Balance at December 31, 2023		\$ 9,470,492	\$ 38,555,914	\$ 8,417,315	\$ 2,882,437	\$ 41,749,184	(\$ 5,609,453)	\$ 489,233	(\$ 257,489)	\$ 95,697,633	\$ 38,628,215	\$ 134,325,848			
Year ended December 31, 2024															
Balance at January 1, 2024		\$ 9,470,492	\$ 38,555,914	\$ 8,417,315	\$ 2,882,437	\$ 41,749,184	(\$ 5,609,453)	\$ 489,233	(\$ 257,489)	\$ 95,697,633	\$ 38,628,215	\$ 134,325,848			
Profit for the year		-	-	-	-	9,179,689	-	-	-	9,179,689	3,916,789	13,096,478			
Other comprehensive income (loss) for the year	6(22)	-	-	-	-	14,704	5,024,679	(77,211)	-	4,962,172	2,025,355	6,987,527			
Total comprehensive income (loss)						9,194,393	5,024,679	(77,211)		14,141,861	5,942,144	20,084,005			
Appropriations of 2023 earnings:	6(21)														
Legal reserve		-	-	618,935	-	(618,935)	-	-	-	-	-	-			
Special reserve		-	-	-	2,237,783	(2,237,783)	-	-	-	-	-	-			
Cash dividends		-	-	-	-	(3,101,587)	-	-	(3,101,587)	-	-	(3,101,587)			
Issuance of overseas convertible bonds recognised as warrants	6(15)	-	1,015,416	-	-	-	-	-	-	1,015,416	-	1,015,416			
Conversion of convertible bonds	6(15)	96,033	866,806	-	-	-	-	-	-	962,839	-	962,839			
Compensation cost of employee restricted stock	6(20)	-	95,220	-	-	-	-	-	-	95,220	36,868	132,088			
Adjustments of capital surplus for the Company's cash dividends received by subsidiaries	6(20)	-	6,856	-	-	-	-	-	-	6,856	-	6,856			
Changes in non-controlling interests - acquisition of shares of the subsidiary	6(32)	-	-	-	-	-	-	-	-	-	91,885	91,885			
Changes in non-controlling interests - distribution of retained earnings by subsidiaries		-	-	-	-	-	-	-	-	-	(1,493,740)	(1,493,740)			
Disposal of equity instruments at fair value through other comprehensive income	6(7)	-	-	-	-	-	-	-	-	-	-	-			
Balance at December 31, 2024		\$ 9,566,525	\$ 40,540,212	\$ 9,036,250	\$ 5,120,220	\$ 45,001,928	16,656	(16,656)	(\$ 584,774)	\$ 395,366	(\$ 257,489)	\$ 108,818,238	\$ 43,205,372	\$ 152,023,610	

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

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 15,044,975	\$ 10,047,918
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(24)	17,195,439	15,829,181
Amortisation	6(24)	553,183	494,145
Loss (gain) on financial assets or liabilities at fair value through profit or loss, net	6(2)	170,275 (30,261)	142,303
Impairment losses	6(8)	1,213 (20,178)	10,000
(Impairment gain) expected credit loss	12	(35,760) (44,823)	320
Gain on disposal of property, plant and equipment	6(28)	(52,524) (9,524)	2,500,594)
Loss on disposal of right-of-use assets	6(9)	- (2,333,091)	1,952,504
Interest income	6(26)	(2,897,955) (3,080)	16,094
Dividend income		(438,175)	9,524)
Interest expense	6(29)	132,088 (11,459)	(11,459)
Share of (profit) loss of associates and joint ventures accounted for using equity method		(44,432)	1,164,163
Loss on redemption of convertible bonds	6(28)	(378,349)	- (3,311,136)
Share-based payment (reversal)	6(18)	(198,835)	3,144,906
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(240,851) (525,021)	(44,432)
Accounts receivable		(331,136) (460,418)	1,164,163
Accounts receivable due from related parties		(1,370,587)	378,349)
Other receivables		(520,016)	198,835
Inventories		(1,799,229)	3,144,906
Prepayments		(2,212,561)	(2,225,878)
Changes in operating liabilities			
Accounts payable		1,196,758 (55,067)	2,856,608
Accounts payable to related parties		(541,255)	144,582
Other payables		(229,385)	620,562
Other current liabilities		(15,564)	(32,597,383)
Cash inflow generated from operations		35,824,519	33,598,641
Income tax paid		(2,225,878)	(30,384,822)
Net cash flows from operating activities		33,598,641	30,384,822

(Continued)

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at fair value through profit or loss		(\$ 187,069)	(\$ 111,339)
Decrease (increase) in current financial assets at amortised cost		4,434,550	(2,232,802)
Acquisition of financial assets at fair value through other comprehensive income		(135,500)	(195,427)
Proceeds from disposal of financial assets at fair value through other comprehensive income		39,066	-
Acquisition of property, plant and equipment	6(33)	(16,256,978)	(25,718,517)
Proceeds from disposal of property, plant and equipment		247,963	265,332
Acquisition of intangible assets		(753)	(41,019)
Acquisition of right-of-use assets	6(9)	(448)	(347,600)
(Increase) decrease in other non-current assets		(25,667)	3,616
Increase in other non-current liabilities		788,165	81,546
Collected income distribution	6(2)	26,027	7,923
Interest received		2,871,224	2,548,418
Dividend received		52,524	9,524
Net cash flows used in investing activities		(8,146,896)	(25,730,345)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term borrowings	6(33)	10,901,488	20,644,189
Decrease in short-term borrowings	6(33)	(24,058,846)	(3,284,436)
Proceeds from long-term borrowings	6(33)	4,599,959	10,498,454
Repayments of long-term borrowings	6(33)	(1,421,941)	(7,871,479)
(Decrease) increase in guarantee deposits received	6(33)	(3,099,257)	709,379
Proceeds from issuance of convertible bonds	6(33)	12,468,383	-
Redemption of convertible bonds	6(33)	- (268,175)	(12,465,792)
Payments of lease liabilities	6(33)	(3,101,587)	(99,820)
Cash dividends paid	6(21)	(1,768,779)	(5,682,295)
Interest paid		-	(1,905,817)
Changes in non-controlling interests - disposal of the subsidiary	6(32)	-	2,556
Changes in non-controlling interests - the subsidiary buys back treasury shares	6(32)	-	(869,100)
Changes in non-controlling interests - acquisition of shares of the subsidiary	6(32)	91,885	1,781,669
Changes in non-controlling interests - distribution of retained earnings by subsidiaries		(1,493,740)	(1,952,611)
Net cash flows used in financing activities		(7,150,610)	(495,103)
Effect of exchange rate changes on cash and cash equivalents		2,993,927	(1,195,985)
Net increase in cash and cash equivalents		18,081,243	6,177,208
Cash and cash equivalents at beginning of year		61,420,770	55,243,562
Cash and cash equivalents at end of year		\$ 79,502,013	\$ 61,420,770

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

Zhen Ding Technology Holding Limited
Earning Distribution for 2024

Unit: NT\$

Item	Amount
Net income after tax	\$ 9,179,689,658
Add: Unappropriated earnings adjustments for the current year (Note 2)	31,359,704
Adjusted net profit after tax (Note 3)	\$ 9,211,049,362
Less: 10% legal reserve (Note 3)	921,104,936
Add: Reversal of special reserve (Note 4)	(4,930,812,827)
Distributable earnings for the current year	\$ 13,220,757,253
Add: Undistributed earnings in previous years	35,790,875,622
Accumulated distributable earnings	\$ 49,011,632,875
Distribution items: Cash Dividend (NT\$4.8 per share)	4,591,932,043
Accumulated undistributed earnings at the end of the period	\$ 44,419,700,832

Note:

1. As of December 31, 2024, the Company's outstanding shares were 956,652,509 shares.
2. The actuarial gains and losses of defined benefit plans are recognized in other comprehensive income (net), and is an adjustment for distributable earnings for the current year.
3. Using the "total amount of after-tax net income for the period and other profit items adjusted to the current year's undistributed earnings other than after-tax net income for the period" as the basis for allocating statutory surplus reserve, and the statutory surplus reserve in previous years does not need to be adjusted retrospectively.
(Reference to Letter No. 10802432410 issued by the Ministry of Economic Affairs in January 9, 2020)
4. Pursuant to the Order No. Jin-Guan-Zheng-Fa-Zi No. 1090150022 of the Financial Supervisory Commission's Securities and Futures Commission, a special surplus reserve of the same amount should be included for the net amount of other shareholders' equity deducted for the current year. Later when the other shareholders' equity deductions have been reversed, the reversal in surplus will be distributed.
5. The amount of NT\$ is converted according to the balance of US\$, the functional currency.
6. The cash dividends shall be calculated in NT\$ (allocated to NT\$1) in accordance with distribution ratio, and below NT\$1 will be rounded down.

Chairman:
Chang-Fang Shen

General Manager:
Chang-Fang Shen

Accounting Executive:
Shih-Te Chou

Zhen Ding Technology Holding Limited
Comparison Table of Amended "Articles of Association"

After Amendment	Before Amendment	Explanation
<p>1.1 In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p>(Omitted)</p> <p>Audit and Risk Committee the audit <u>and risk</u> committee of the Board, which shall comprise solely of Independent Directors of the Company;</p> <p>(Omitted)</p>	<p>1.1 In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p>(Omitted)</p> <p>Audit Committee the audit committee of the Board, which shall comprise solely of Independent Directors of the Company;</p> <p>(Omitted)</p>	In response to the Company's internal organizational adjustment of incorporating the Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee," all references to "Audit Committee" in the Articles of Association are amended to "Audit and Risk Committee."
<p>5.3 Share may not be issued in bearer form. <u>The Company may not convert its shares into no-par value shares.</u></p>	<p>5.3 Share may not be issued in bearer form.</p>	This Article was amended pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on May 2, 2024.
<p>19.5 For so long as the shares are listed on the TWSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and 19.2 hereof, and shall</p>	<p>19.5 For so long as the shares are listed on the TWSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and Article 19.2 hereof, and</p>	This Article was amended pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on May 2, 2024.

After Amendment	Before Amendment	Explanation
<p>transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting. If the Company's total paid-in capital exceeds NT\$<u>2</u> billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty (30) days for an annual general meeting.</p>	<p>shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting. If the Company's total paid-in capital exceeds NT\$<u>10</u> billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty (30) days for an annual general meeting.</p>	

After Amendment	Before Amendment	Explanation
<p>19.8 The Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit <u>and</u> Risk Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.</p>	<p>19.8 The Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.</p>	<p>In response to the Company's internal organizational adjustment of incorporating the Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee," all references to "Audit Committee" in the Articles of Association are amended to "Audit and Risk Committee."</p>
<p>33.7 Unless provided otherwise in these Articles, the qualifications, composition, appointment, removal, exercise of power in performing duties and other matters with respect to the Directors, Independent Directors, Remuneration Committee and Audit <u>and</u> Risk Committee, shall comply with the provisions under ROC Securities and Exchange Act and the regulations issued pursuant to the ROC Securities and Exchange Act applicable to the Company.</p>	<p>33.7 Unless provided otherwise in these Articles, the qualifications, composition, appointment, removal, exercise of power in performing duties and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee, shall comply with the provisions under ROC Securities and Exchange Act and the regulations issued pursuant to the ROC Securities and Exchange Act applicable to the Company.</p>	<p>In response to the Company's internal organizational adjustment of incorporating the Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee," all references to "Audit Committee" in the Articles of Association are amended to "Audit and Risk Committee."</p>
<p>47.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent (1%) or more of the total issued shares of the Company for six (6) months or longer may <u>send a written request to the Audit and Risk Committee to pass a resolution to authorize any</u></p>	<p>47.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent (1%) or more of the total issued shares of the Company for six (6) months or longer may: <u>(a) request in writing the Board to authorize any</u></p>	<p>This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on May 2, 2024.</p>

After Amendment	Before Amendment	Explanation
<p><u>Independent Director or Independent Directors, acting singly or collectively, to file a petition with the Taiwan Taipei District Court for and on behalf of the Company against any of the Directors. If within thirty (30) days after receiving the above written request by the Member(s), the Audit and Risk Committee fails to pass the aforementioned resolution, or after the relevant resolution was passed by the Audit and Risk Committee, the relevant Independent Director(s) fail(s) to file such petition, such Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taiwan Taipei District Court for and on behalf of the Company against the relevant Directors.</u></p>	<p><u>Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or</u> <u>(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors;</u> <u>within thirty (30) days after the Member(s) having made the request under the preceding clause (a) or (b), if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition, to the extent permitted under the laws of the Cayman Islands, such Member(s) may file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors.</u></p>	
<p>Audit and Risk Committee</p> <p>61 Number of Committee shareholders</p> <p>The Board shall set up an Audit and Risk Committee. The Audit and Risk Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit and Risk Committee members shall be appointed as the convener to convene meetings of the Audit Committee</p>	<p>Audit Committee</p> <p>61 Number of Committee shareholders</p> <p>The Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee</p>	<p>In response to the Company's internal organizational adjustment of incorporating the Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee," all references to "Audit Committee"</p>

After Amendment	Before Amendment	Explanation
<p>meetings of the Audit and Risk Committee from time to time and at least one of the Audit and Risk Committee members shall have accounting or financial expertise. A valid resolution of the Audit and Risk Committee requires approval of one-half or more of all its members.</p>	<p>from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.</p>	<p>in the Articles of Association are amended to "Audit and Risk Committee."</p>
<p>62 Powers of the Audit and Risk Committee</p> <p>62.1 The Audit and Risk Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit and Risk Committee members and be submitted to the Board for resolution:</p> <p>(a)~(k): Omitted.</p> <p>With the exception of Subparagraph (j), any other matter that has not been approved with the consent of one-half or more of all Audit and Risk Committee members may be undertaken upon the consent of two-thirds or more of the shareholders of the Board, and the resolution of the Audit and Risk Committee shall be recorded in the minutes of the Directors meeting.</p>	<p>62 Powers of Audit Committee</p> <p>62.1 The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:</p> <p>(a)~(k): Omitted.</p> <p>With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the shareholders of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.</p>	<p>In response to the Company's internal organizational adjustment of incorporating the Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee," all references to "Audit Committee" in the Articles of Association are amended to "Audit and Risk Committee."</p>
<p>62.2 Subject to compliance with the law, before the meeting of Directors resolves any matter specified in Article 27.1 or other mergers and acquisitions in accordance with the applicable law, the Audit and Risk Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however,</p>	<p>62.2 Subject to compliance with the law, before the meeting of Directors resolves any matter specified in Article 27.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however,</p>	<p>In response to the Company's internal organizational adjustment of incorporating the Risk Management Committee into the Audit Committee, renamed as the "Audit and Risk Committee," all references to "Audit Committee" in the Articles of Association are</p>

After Amendment	Before Amendment	Explanation
<p>that such review results need not be submitted to the general meeting if the approval from the Members is not required under the applicable law. When the <u>Audit and Risk</u> Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the <u>Audit and Risk</u> Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next general meeting if approval from the Members is not required under the applicable law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.</p>	<p>that such review results need not be submitted to the general meeting if the approval from the Members is not required under the applicable law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next general meeting if approval from the Members is not required under the applicable law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.</p>	<p>amended to "Audit and Risk Committee."</p>

Zhen Ding Technology Holding Limited

Comparison Table of the Amended "Procedures for Lending Funds to Other Parties"

After Amendment	Before Amendment	Explanation
<p>Article 6: Loan period and calculation of interests:</p> <p>I. The term of each monetary loan is limited to one year from the date of lending.</p> <p>II. The interest rate for monetary loans shall be determined by referencing the interest rates of the Company's deposits in and loans from financial institutions. The monetary loans and their method of calculating interest between overseas subsidiaries in which the Company holds 100% of the voting shares directly or indirectly are subject to the provisions of local laws and regulations and shall not be subject to the above restrictions. The Company's loan interest is calculated on a monthly basis in principle.</p> <p>III. Where the Company directly or indirectly holds 100% of the voting shares of overseas subsidiaries located in the place of listing, any monetary loans between such subsidiaries, or from such subsidiaries to the Company, shall not be subject to the one-year limit set forth in Paragraph 1. However, the lending period shall not exceed three years, and the interest calculation method shall be in accordance with Paragraph 2 of this Article. <u>If the local laws of the overseas subsidiary have other provisions regarding the financing period, they shall prevail, but the period shall still be set according to the internal operating procedures as stated in the provisions of the Governing Regulations.</u></p>	<p>Article 6: Loan period and calculation of interests:</p> <p>I. The term of each monetary loan is limited to one year from the date of lending.</p> <p>II. The interest rate for monetary loans shall be determined by referencing the interest rates of the Company's deposits in and loans from financial institutions. The monetary loans and their method of calculating interest between overseas subsidiaries in which the Company holds 100% of the voting shares directly or indirectly are subject to the provisions of local laws and regulations and shall not be subject to the above restrictions. The Company's loan interest is calculated on a monthly basis in principle.</p> <p>III. Where the Company directly or indirectly holds 100% of the voting shares of overseas subsidiaries located in the place of listing, any monetary loans between such subsidiaries, or from such subsidiaries to the Company, shall not be subject to the one-year limit set forth in Paragraph 1. However, the lending period shall not exceed three years, and the interest calculation method shall be in accordance with Paragraph 2 of this Article.</p>	<p>In order to comply with local laws and regulations of overseas subsidiaries and enhance the flexibility of financial operations, the provisions related to the financing term of overseas subsidiaries are amended.</p>

After Amendment	Before Amendment	Explanation
<p>Article 8: Internal controls:</p> <p>I. When processing monetary loans and related matters, the Company shall establish a log book that records the borrower of loans, amount, date approved by the Board of Directors, date the loan is released, and details that should be carefully evaluated for reference.</p> <p>II. The internal audit personnel of the Company shall audit the Procedures for Lending to Others and its implementation at least once every quarter and keep written records. In case of major violations, they shall notify the <u>Audit and Risk</u> Committee in writing. If any major violation is found, the managers and case officers shall be punished according to the conditions of the violation.</p> <p>III. Where changes in the Company cause the borrowers to no longer meet the Regulations' requirements or result in the balance exceeding withdrawal limits, an improvement plan should be established. The plan shall be submitted to the <u>Audit and Risk</u> Committee, and the improvements shall be completed according to the schedule established in the plan.</p>	<p>Article 8: Internal controls:</p> <p>I. When processing monetary loans and related matters, the Company shall establish a log book that records the borrower of loans, amount, date approved by the Board of Directors, date the loan is released, and details that should be carefully evaluated for reference.</p> <p>II. The internal audit personnel of the Company shall audit the Procedures for Lending to Others and its implementation at least once every quarter and keep written records. In case of major violations, they shall notify the Audit Committee in writing. If any major violation is found, the managers and case officers shall be punished according to the conditions of the violation.</p> <p>III. Where changes in the Company cause the borrowers to no longer meet the Regulations' requirements or result in the balance exceeding withdrawal limits, an improvement plan should be established. The plan shall be submitted to the Audit Committee, and the improvements shall be completed according to the schedule established in the plan.</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>
<p>Article 13: Implementation and revision</p> <p>I. The Operational Procedures shall be implemented upon approval by the <u>Audit and Risk</u> Committee and the Board of Directors, and upon ratification by the Shareholders' Meeting. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the <u>Audit and Risk</u> Committee and submit it for discussion at the Shareholders' Meeting. The same process shall</p>	<p>Article 13: Implementation and revision</p> <p>I. The Operational Procedures shall be implemented upon approval by the Audit Committee and the Board of Directors, and upon ratification by the Shareholders' Meeting. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit Committee and submit it for discussion at the Shareholders' Meeting. The same process shall apply in the event of any amendments.</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Operational Procedures by the Audit <u>and</u> Risk Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit <u>and</u> Risk Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit <u>and</u> Risk Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit <u>and</u> Risk Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	<p>II. The stipulation or amendment of the Operational Procedures by the Audit Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	

Zhen Ding Technology Holding Limited

Comparison of the Amended "Procedures for Acquisition and Disposal of Assets"

After Amendment	Before Amendment	Explanation
<p>Article 11: Related Party Transactions</p> <p>I. When the Company intends to acquire assets from or dispose of assets to its related parties, the Company shall proceed with the relevant resolution procedures and assessment for the reasonableness of the transaction terms according to the regulations; and it shall also acquire professional appraiser's appraisal report or opinion of the CPA in accordance with the provisions of Articles 7 to 9 of these Procedures when the transaction amount reaches 10% or more of the Company's total assets; the calculation of the aforementioned transaction amount shall be calculated in accordance with the provisions of Article 9-1. When judging whether the counterparty of the transaction is a related person, in addition to paying attention to its legal form, the substantive relationship shall be considered.</p> <p>II. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds in the place of listing or bonds under repurchase and resale agreements, or subscription or</p>	<p>Article 11: Related Party Transactions</p> <p>I. When the Company intends to acquire assets from or dispose of assets to its related parties, the Company shall proceed with the relevant resolution procedures and assessment for the reasonableness of the transaction terms according to the regulations; and it shall also acquire professional appraiser's appraisal report or opinion of the CPA in accordance with the provisions of Articles 7 to 9 of these Procedures when the transaction amount reaches 10% or more of the Company's total assets; the calculation of the aforementioned transaction amount shall be calculated in accordance with the provisions of Article 9-1. When judging whether the counterparty of the transaction is a related person, in addition to paying attention to its legal form, the substantive relationship shall be considered.</p> <p>II. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds in the place of listing or bonds under repurchase and resale agreements, or subscription or</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>redemption of money market funds issued by domestic securities investment trust enterprises in the place of listing, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit <u>and</u> Risk Committee and passed through resolution by the Board of Directors.</p> <p>(I) The purpose, necessity, and anticipated benefit of the acquisition or disposal of assets.</p> <p>(II) The reason for choosing the specific related party as the transaction counterparty.</p> <p>(III) With respect to the acquisition or disposal of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms shall be conducted in accordance with Subparagraphs 1 to 5, Paragraph 3 of this Article.</p> <p>(IV) The original acquisition date and price by the related party, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party.</p> <p>(V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with Paragraph 1.</p>	<p>redemption of money market funds issued by domestic securities investment trust enterprises in the place of listing, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and passed through resolution by the Board of Directors.</p> <p>(I) The purpose, necessity, and anticipated benefit of the acquisition or disposal of assets.</p> <p>(II) The reason for choosing the specific related party as the transaction counterparty.</p> <p>(III) With respect to the acquisition or disposal of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms shall be conducted in accordance with Subparagraphs 1 to 5, Paragraph 3 of this Article.</p> <p>(IV) The original acquisition date and price by the related party, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party.</p> <p>(V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with Paragraph 1.</p>	

After Amendment	Before Amendment	Explanation
<p>(VII) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>If the Company or a subsidiary of the Company that is not a public company in the place where the Company is listed has the transaction mentioned in the preceding subparagraph of this paragraph, and the transaction amount is more than 10% of the Company's total assets, the information listed in the preceding subparagraph shall be submitted to the Company's shareholders meeting for approval. Only after that can the transaction contract be executed and the payment be made. However, the transaction between the Company and its subsidiary, or between the Company's subsidiaries, is not subject to this limitation.</p> <p>The calculation of the transaction amounts referred to in the Subparagraphs 1 and 2 of this Paragraph shall be made in accordance with the information disclosure provisions in Article 13 of these Procedures, and the within one year as used herein refers to the one year preceding the date of occurrence of the current transaction. Items that have been submitted to the Shareholders' Meeting after being approved by the Board of Directors and recognized by the Audit <u>and</u> Risk Committee according to these Procedures need not be counted toward the transaction amount.</p> <p>For transactions between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the total issued shares or capital, involving the acquisition or</p>	<p>(VII) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>If the Company or a subsidiary of the Company that is not a public company in the place where the Company is listed has the transaction mentioned in the preceding subparagraph of this paragraph, and the transaction amount is more than 10% of the Company's total assets, the information listed in the preceding subparagraph shall be submitted to the Company's shareholders meeting for approval. Only after that can the transaction contract be executed and the payment be made. However, the transaction between the Company and its subsidiary, or between the Company's subsidiaries, is not subject to this limitation.</p> <p>The calculation of the transaction amounts referred to in the Subparagraphs 1 and 2 of this Paragraph shall be made in accordance with the information disclosure provisions in Article 13 of these Procedures, and the within one year as used herein refers to the one year preceding the date of occurrence of the current transaction. Items that have been submitted to the shareholders meeting after being approved by the board of directors and recognized by the supervisors according to these Procedures need not be counted toward the transaction amount.</p> <p>For transactions between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the total issued shares or capital, involving the acquisition or disposal of equipment or right-</p>	

After Amendment	Before Amendment	Explanation
<p>disposal of equipment or right-of-use assets thereof for business use or usage rights to real estate for business use, if the transaction amount does not reach 10% of the Company's capital, the Board of Directors may authorize the Chairman to make decisions in advance, with the transaction to be submitted to the next Board of Directors meeting for ratification.</p> <p>III. Reasonability assessment of the transaction cost</p> <p>(I) Where the Company acquires real estate or right-of-use assets thereof from a related party, the reasonability of the transaction costs should be assessed by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. If the related party has previously used the subject asset as collateral for a loan from a financial institution, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the 	<p>of-use assets thereof for business use or usage rights to real estate for business use, if the transaction amount does not reach 10% of the Company's capital, the Board of Directors may authorize the Chairman to make decisions in advance, with the transaction to be submitted to the next Board of Directors meeting for ratification.</p> <p>III. Reasonability assessment of the transaction cost</p> <p>(I) Where the Company acquires real estate or right-of-use assets thereof from a related party, the reasonability of the transaction costs should be assessed by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. If the related party has previously used the subject asset as collateral for a loan from a financial institution, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall 	

After Amendment	Before Amendment	Explanation
<p>period of the loan shall have been 1 year or more. However, this shall not apply if the financial institution is a related party of one of the transaction counterparties.</p> <p>(II) In cases where land and buildings pertaining to the transaction are acquired or leased together, the transaction cost may be assessed separately for the land and the building using any of the methods listed in the preceding paragraph.</p> <p>(III) Where the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real estate property or right-of-use assets thereof in accordance with Subparagraphs (1) and (2) of Paragraph 3, the Company shall also engage a certified public accountant to re-check the appraisal and render a concrete opinion.</p> <p>(IV) Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, it shall be handled in accordance with the assessment and operational procedures in Paragraphs 1 and 2 of this Article. The transaction cost reasonability assessment described in Subparagraphs 1, 2, and 3, Paragraph 3 of this Article is not applicable.</p> <p>1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.</p>	<p>have been 1 year or more. However, this shall not apply if the financial institution is a related party of one of the transaction counterparties.</p> <p>(II) In cases where land and buildings pertaining to the transaction are acquired or leased together, the transaction cost may be assessed separately for the land and the building using any of the methods listed in the preceding paragraph.</p> <p>(III) Where the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real estate property or right-of-use assets thereof in accordance with Subparagraphs (1) and (2) of Paragraph 3, the Company shall also engage a certified public accountant to re-check the appraisal and render a concrete opinion.</p> <p>(IV) Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, it shall be handled in accordance with the assessment and operational procedures in Paragraphs 1 and 2 of this Article. The transaction cost reasonability assessment described in Subparagraphs 1, 2, and 3, Paragraph 3 of this Article is not applicable.</p> <p>1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.</p>	

After Amendment	Before Amendment	Explanation
<p>2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.</p> <p>3. The real property is acquired through signing of a joint development contract with the Company's related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.</p> <p>4. The real property right-of-use assets for business use are acquired between the Company and its subsidiaries, or by its subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital.</p> <p>(V) Where the Company acquires real estate property from a related party or right-of-use assets thereof and the results of appraisals conducted in accordance with Subparagraphs (1) and (2), Paragraph 3 of this Article are uniformly lower than the transaction price, it shall be handled in accordance with Subparagraphs (6) and (7), Paragraph 3 of this Article. However, such restriction shall not apply if any of the following circumstances exists, objective evidence has been submitted, and specific opinions on the reasonability of the transaction have been respectively provided by the</p>	<p>2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.</p> <p>3. The real property is acquired through signing of a joint development contract with the Company's related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.</p> <p>4. The real property right-of-use assets for business use are acquired between the Company and its subsidiaries, or by its subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital.</p> <p>(V) Where the Company acquires real estate property from a related party or right-of-use assets thereof and the results of appraisals conducted in accordance with Subparagraphs (1) and (2), Paragraph 3 of this Article are uniformly lower than the transaction price, it shall be handled in accordance with Subparagraphs (6) and (7), Paragraph 3 of this Article. However, such restriction shall not apply if any of the following circumstances exists, objective evidence has been submitted, and specific opinions on the reasonability of the transaction have been respectively provided by the</p>	

After Amendment	Before Amendment	Explanation
<p>professional real property appraiser and the certified public accountant:</p> <p>1. Where the related party acquires undeveloped or leased land for construction, it may submit proof in compliance with one of the following conditions:</p> <p>(1) Where undeveloped land is appraised in accordance with the means in the preceding article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. A reasonable construction profit is deemed as the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) Completed transactions by unrelated parties within one year involving other floors of the same property or property in a neighboring area, where the area and transaction terms are similar after considering reasonable price discrepancies in floor</p>	<p>professional real property appraiser and the certified public accountant:</p> <p>1. Where the related party acquires undeveloped or leased land for construction, it may submit proof in compliance with one of the following conditions:</p> <p>(1) Where undeveloped land is appraised in accordance with the means in the preceding article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. A reasonable construction profit is deemed as the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) Completed transactions by unrelated parties within one year involving other floors of the same property or property in a neighboring area, where the area and transaction terms are similar after considering reasonable price discrepancies in floor</p>	

After Amendment	Before Amendment	Explanation
<p>or area land prices in accordance with standard property market sale or leasing practices.</p> <p>2. Where the Company is acquiring real property or obtaining real property right-of-use assets through leasing from a related party and provides evidence that the terms of the transaction are similar to the terms of transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p>Transactions involving neighboring parcels of land in this subparagraph refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value. Similar size refers to transactions completed by unrelated parties for properties with a land area of no less than 50% of the property in the proposed transaction.</p> <p>Within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or its right-of-use assets.</p> <p>(VI) Where the Company acquires real estate property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Subparagraphs (4) and (5), Paragraph 3 of this Article are uniformly lower than the transaction price,</p>	<p>or area land prices in accordance with standard property market sale or leasing practices.</p> <p>2. Where the Company is acquiring real property or obtaining real property right-of-use assets through leasing from a related party and provides evidence that the terms of the transaction are similar to the terms of transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p>Transactions involving neighboring parcels of land in this subparagraph refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value. Similar size refers to transactions completed by unrelated parties for properties with a land area of no less than 50% of the property in the proposed transaction.</p> <p>Within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or its right-of-use assets.</p> <p>(VI) Where the Company acquires real estate property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Subparagraphs (4) and (5), Paragraph 3 of this Article are uniformly lower than the transaction price,</p>	

After Amendment	Before Amendment	Explanation
<p>the following steps shall be taken:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real estate property or its right-of-use asset transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the Company's investor is a public company that uses the equity method to account for its investment in the Company, a special reserve shall be also set aside pro rata in a proportion consistent with such investor's shareholding in the Company in accordance with Paragraph 1, Article 41 of the Securities and Exchange Act. 2. The independent directors of the Audit <u>and Risk</u> Committee shall handle the relevant matters in accordance with Article 218 of the Company Act of the place of listing. 3. Actions taken pursuant to items 1 and 2 shall be reported to a General Shareholders' Meeting, and the details of the transaction shall be disclosed in the Annual Report and Investment Prospectus. <p>Where the Company and any public company applying the equity method to account for its investment in the Company have set</p>	<p>the following steps shall be taken:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real estate property or its right-of-use asset transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the Company's investor is a public company that uses the equity method to account for its investment in the Company, a special reserve shall be also set aside pro rata in a proportion consistent with such investor's shareholding in the Company in accordance with Paragraph 1, Article 41 of the Securities and Exchange Act. 2. The independent directors of the Audit Committee shall handle the relevant matters in accordance with Article 218 of the Company Act of the place of listing. 3. Actions taken pursuant to items 1 and 2 shall be reported to a General Shareholders' Meeting, and the details of the transaction shall be disclosed in the Annual Report and Investment Prospectus. <p>Where the Company and any public company applying the equity method to account for its investment in the Company have set</p>	

After Amendment	Before Amendment	Explanation
<p>aside a special reserve in accordance with the preceding subparagraph, the Company may not utilize such special reserve unless it has recognized a loss on decline in market value of the real property it purchased or leased at a premium, such real property has been disposed of, the leasing contract has been terminated, adequate compensation has been made, the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>(VII) When the Company obtains real estate property or right-of-use assets thereof from a related party, it shall also comply with the Subparagraph (6) of Paragraph 3 if there is other evidence indicating that the acquisition was not an arm's length transaction.</p>	<p>aside a special reserve in accordance with the preceding subparagraph, the Company may not utilize such special reserve unless it has recognized a loss on decline in market value of the real property it purchased or leased at a premium, such real property has been disposed of, the leasing contract has been terminated, adequate compensation has been made, the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>(VII) When the Company obtains real estate property or right-of-use assets thereof from a related party, it shall also comply with the Subparagraph (6) of Paragraph 3 if there is other evidence indicating that the acquisition was not an arm's length transaction.</p>	
<p>Article 11-1: Handling of objections expressed by directors</p> <p>(I) With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under these procedures or other laws or regulations, if a director objects and the objection is recorded in the minutes or a written statement, the Company shall submit the director's objection to each independent director. When the transactions related to the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, the opinions of independent directors must also</p>	<p>Article 11-1: Handling of objections expressed by directors</p> <p>(I) With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under these procedures or other laws or regulations, if a director objects and the objection is recorded in the minutes or a written statement, the Company shall submit the director's objection to each independent director. When the transactions related to the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, the opinions of independent directors must also</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>be fully taken into consideration. Any objections or qualified opinions made by independent directors must be detailed in the Board meeting minutes.</p> <p>(II) The Company's asset acquisition or disposal transactions that require the approval of the Audit <u>and Risk</u> Committee in accordance with the Procedures or other laws and regulations shall be approved by more than half of the Audit <u>and Risk</u> Committee and reported to the Board of Directors for resolution. If approval of more than half of all Audit <u>and Risk</u> Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit <u>and Risk</u> Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>(III) The terms all Audit <u>and Risk</u> Committee members and all directors as stated in these Procedures shall be counted based on the actual number of persons currently holding those positions.</p>	<p>be fully taken into consideration. Any objections or qualified opinions made by independent directors must be detailed in the Board meeting minutes.</p> <p>(II) The Company's asset acquisition or disposal transactions that require the approval of the Audit Committee in accordance with the Procedures or other laws and regulations shall be approved by more than half of the Audit Committee and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>(III) The terms all Audit Committee members and all directors as stated in these Procedures shall be counted based on the actual number of persons currently holding those positions.</p>	
<p>Article 16: Implementation and Revision</p> <p>I. The stipulation or amendment of the Company's "Procedures for Acquisition and Disposal of Assets" shall be implemented after it is approved by the Audit <u>and Risk</u> Committee, then the Board of Directors and reported to the Shareholders' Meeting. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit <u>and Risk</u> Committee and submit it for discussion at the Shareholders' Meeting. The same process shall</p>	<p>Article 16: Implementation and Revision</p> <p>I. The stipulation or amendment of the Company's "Procedures for Acquisition and Disposal of Assets" shall be implemented after it is approved by the Audit Committee, then the Board of Directors and reported to the Shareholders' Meeting. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit Committee and submit it for discussion at the Shareholders' Meeting. The same process shall</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Procedures by the Audit <u>and</u> Risk Committee requires approval of one-half or more of all its members. If approval of half of all Audit <u>and Risk</u> Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit <u>and Risk</u> Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit <u>and Risk</u> Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	<p>apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Procedures by the Audit Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	

Zhen Ding Technology Holding Limited

Comparison Table of the Amended "Policies and Procedures for Financial Derivatives Transactions"

After Amendment	Before Amendment	Explanation
<p>Article 4: Organization and performance evaluation</p> <p>I. Financial Management Committee:</p> <p>(I) The Company has established a Financial Management Committee under the Board Office as appointed by the Board of Directors, which is responsible for performance evaluations, oversight of handling procedures, and other related financial management measures.</p> <p>(II) The Financial Management Committee shall establish a log book for derivative financial product trading in accordance with Article 4 for review by the Board of Directors.</p> <p>II. Operating group:</p> <p>It is composed of the Finance Department and implements operations within the limits of Paragraph 4, Article 3. The Financial Management Committee may, based on actual operational conditions, request the Finance Department make necessary adjustments in writing.</p> <p>III. Audit: The Audit Office shall periodically assess the adequacy of the internal controls over derivative trading and conduct monthly audits of the trading department's compliance with these Procedures. The results shall be prepared into audit reports accordingly. In the event of any material violations, the Audit Office shall notify the Audit <u>and</u> Risk Committee in writing.</p> <p>Omitted.</p>	<p>Article 4: Organization and performance evaluation</p> <p>I. Financial Management Committee:</p> <p>(I) The Company has established a Financial Management Committee under the Board Office as appointed by the Board of Directors, which is responsible for performance evaluations, oversight of handling procedures, and other related financial management measures.</p> <p>(II) The Financial Management Committee shall establish a log book for derivative financial product trading in accordance with Article 4 for review by the Board of Directors.</p> <p>II. Operating group:</p> <p>It is composed of the Finance Department and implements operations within the limits of Paragraph 4, Article 3. The Financial Management Committee may, based on actual operational conditions, request the Finance Department make necessary adjustments in writing.</p> <p>III. Audit: The Audit Office shall periodically assess the adequacy of the internal controls over derivative trading and conduct monthly audits of the trading department's compliance with these Operating Procedures. The results shall be prepared into audit reports accordingly. In the event of any material violations, the Audit Office shall notify the Audit Committee in writing.</p> <p>Omitted.</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>Article 11: Implementation and revision</p> <p>I. The Operating Procedures shall be implemented after it is approved by the Audit <u>and</u> Risk Committee, then the Board of Directors and reported to the Shareholders' Meeting. The same process shall apply in the event of any amendments. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit <u>and</u> Risk Committee and submit it for discussion at the Shareholders' Meeting. The same process shall apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Operational Procedures by the Audit <u>and</u> Risk Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit <u>and</u> Risk Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit <u>and</u> Risk Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit <u>and</u> Risk Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	<p>Article 11: Implementation and revision</p> <p>I. The Operational Procedures shall be implemented after it is approved by the Audit Committee, then the Board of Directors and reported to the Shareholders' Meeting. The same process shall apply in the event of any amendments. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit Committee and submit it for discussion at the Shareholders' Meeting. The same process shall apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Operational Procedures by the Audit Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

Zhen Ding Technology Holding Limited

Comparison Table of the Amended "Procedures for Endorsements and Guarantees"

After Amendment	Before Amendment	Explanation
<p>Article 9: Matters to note when handling endorsements and guarantees</p> <p>I. The unit responsible for managing endorsements and guarantees shall establish an endorsement and guarantee log book, which shall record in detail the subject of endorsement and guarantee, amount, date of approval by the Board of Directors or resolution by the Chairman of the Board, date of endorsement and guarantee, matters that should be carefully evaluated in accordance with the provisions of these operating procedures, contents of collateral and its assessed value, and conditions and date for release of endorsement and guarantee liability for reference.</p> <p>II. After the endorsement and guarantee process is completed, the unit responsible for managing endorsements and guarantees shall submit the promissory notes, papers, and other debt instruments, as well as collateral documents, insurance policies, and related correspondence, to the custody and management unit for verification and safekeeping.</p> <p>III. The internal audit unit of the Company shall audit the Operational Procedures for Endorsements and Guarantees and its implementation at least once every quarter and keep written records. In case of major violations, they shall notify the Audit <u>and</u> Risk Committee in writing.</p> <p>IV. If, due to changes in circumstances, the counterparty of an endorsement or guarantee no longer complies with Article 3 of these Operational</p>	<p>Article 9: Matters to note when handling endorsements and guarantees</p> <p>I. The unit responsible for managing endorsements and guarantees shall establish an endorsement and guarantee log book, which shall record in detail the subject of endorsement and guarantee, amount, date of approval by the Board of Directors or resolution by the Chairman of the Board, date of endorsement and guarantee, matters that should be carefully evaluated in accordance with the provisions of these operating procedures, contents of collateral and its assessed value, and conditions and date for release of endorsement and guarantee liability for reference.</p> <p>II. After the endorsement and guarantee process is completed, the unit responsible for managing endorsements and guarantees shall submit the promissory notes, papers, and other debt instruments, as well as collateral documents, insurance policies, and related correspondence, to the custody and management unit for verification and safekeeping.</p> <p>III. The internal audit unit of the Company shall audit the Operational Procedures for Endorsements and Guarantees and its implementation at least once every quarter and keep written records. In case of major violations, they shall notify the Audit Committee in writing.</p> <p>IV. If, due to changes in circumstances, the counterparty of an endorsement or guarantee no longer complies with Article 3 of these Operational</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>Procedures, or the amount of the endorsement or guarantee exceeds the limit set forth in Article 4, the unit responsible for managing endorsements and guarantees shall immediately notify the audit unit, formulate an improvement plan, and have the audit unit submit it to the Audit <u>and Risk</u> Committee. The improvements shall be completed according to the schedule established in the plan. The same applies if the subject of endorsements and guarantees is a subsidiary whose net worth is less than one-half of the paid-in capital. For subsidiaries whose shares have no par value or a par value per share other than NT\$10, the paid-in capital calculated in accordance with the aforementioned provisions shall be the sum of the capital stock and capital surplus minus the premium on stock issuance.</p>	<p>endorsement or guarantee exceeds the limit set forth in Article 4, the unit responsible for managing endorsements and guarantees shall immediately notify the audit unit, formulate an improvement plan, and have the audit unit submit it to the Audit Committee. The improvements shall be completed according to the schedule established in the plan. The same applies if the subject of endorsements and guarantees is a subsidiary whose net worth is less than one-half of the paid-in capital. For subsidiaries whose shares have no par value or a par value per share other than NT\$10, the paid-in capital calculated in accordance with the aforementioned provisions shall be the sum of the capital stock and capital surplus minus the premium on stock issuance.</p>	
Omitted.	Omitted.	
<p>Article 14: Implementation and revision</p> <p>I. The Operational Procedures shall be implemented upon approval by the Audit <u>and Risk</u> Committee and the Board of Directors, and upon ratification by the Shareholders' Meeting. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit <u>and Risk</u> Committee and submit it for discussion at the Shareholders' Meeting. The same process shall apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Operational Procedures by the Audit <u>and Risk</u> Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit <u>and Risk</u> Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit and Risk</p>	<p>Article 14: Implementation and revision</p> <p>I. The Operational Procedures shall be implemented upon approval by the Audit Committee and the Board of Directors, and upon ratification by the Shareholders' Meeting. If any director objects and such objection is recorded or submitted in writing, the Company shall submit the objection to the Audit Committee and submit it for discussion at the Shareholders' Meeting. The same process shall apply in the event of any amendments.</p> <p>II. The stipulation or amendment of the Operational Procedures by the Audit Committee requires approval of one-half or more of all its members. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be</p>	<p>The Audit Committee of the Company was renamed as the Audit and Risk Committee.</p>

After Amendment	Before Amendment	Explanation
<p>Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit <u>and Risk</u> Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	<p>recorded in the minutes of the Board of Directors meeting.</p> <p>III. The total number of members of the Audit Committee and the total number of directors shall be calculated based on the actual number of persons currently holding those positions.</p>	