

Stock Code: 6831



邁菴科技股份有限公司

TAIWAN MICROLOOPS CORP.

2026 General Shareholders' Meeting

Meeting Agenda Handbook

Date: June 23, 2026 (Tuesday), 09:00 a.m.

Venue: Conference Room, 3F., No. 88, Minquan Rd., Banqiao District., New Taipei City

Form: Physical shareholders' meeting

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One. Meeting Procedure

Taiwan Microloops Corp.

Procedure for 2026 General Shareholders' Meeting

I. Call the Meeting to Order

II. Chairperson Remarks

III. Reports

IV. Matters of Ratification

V. Matters for Discussion

VI. Election Matters

VII. Other Matters

VIII. Extempore Motions

IX. Adjournment

Two. Meeting Agenda

Taiwan Microloops Corp.

2026 General Shareholders' Meeting Agenda

Time: June 23 (Tuesday), 09:00 a.m.

Venue: Conference Room, 3F., No. 88, Minquan Rd., Banqiao District., New Taipei City

Form: Physical shareholders' meeting

- I. Report the Number of Shares Represented at the Meeting and Call the Meeting to Order
- II. Chairperson Remarks
- III. Reports
 - 1. 2025 business report
 - 2. Report on the Audit Committee's Review Report on the final account statements and books for 2025.
 - 3. Report on the distribution of shareholders' cash dividends from earnings in 2025.
 - 4. Report on the distribution of remuneration of shareholders and Directors in 2025.
- IV. Matters of Ratification
 - 1. Ratification for the 2025 business report and financial statements.
 - 2. Ratification for the proposal for the earning distribution for 2025.
- V. Matters for Discussion
 - 1. Amendment to the Company's "Procedure for Acquisition or Disposal of Assets."
 - 2. Issuance of new shares with restricted stock awards.
- VI. Election Matters
 - 1. Election of two additional directors.
- VII. Other Matters
 - 1. Proposal for the release of the non-competition restrictions on Directors of the Company.
- VIII. Extempore Motions
- IX. Adjournment

Reports

Proposal 1

Proposal: 2025 Business Report, submitted for review.

Explanation: For 2025 Business Report, please refer to Attachment 1 on pages 11~16 of this Handbook.

Proposal 2

Proposal: Audit committee's review report on 2025 financial statements, submitted for review.

Explanation: For the Audit Report of the Audit Committee, please refer to Attachment 2 on page 17 of this Handbook.

Proposal 3

Proposal: Report on 2025 distribution of cash dividends to shareholders from earnings, submitted for review.

Explanation:

1. According to Article 23-1 of the Articles of Incorporation, the Board of Directors is authorized to distribute dividends and bonuses, capital reserves in whole or in part, and legal reserves in cash and reported to the shareholders' meeting.
2. The 2025 distribution of cash dividends to shareholders from earnings was approved by the Board of Directors on March 11, 2026. The Company intends to appropriate NTD 202,500,000 from the distributable earnings of 2025 for the distribution of cash dividends to shareholders at NTD 3 per share. The ex-dividend date is April 12, 2026, and the payment date is May 7, 2026.
3. The cash dividend to each shareholder will be paid and rounded down to the nearest whole dollar. In the case of fractional shares, the total amount of which is recognized as other income.

Proposal 4

Proposal: Report on 2025 distribution of remuneration to employees and directors, submitted for review.

Explanation:

1. According to Article 23 of the Articles of Incorporation.
2. The Company's 2025 distribution of remuneration to employees and directors was approved by the Board of Directors on March 11, 2026. The remuneration to employees and directors was NTD 10,962,619 and NTD 10,597,199, respectively, and was fully paid in cash.
3. There is no difference between the aforementioned distribution amount and the book entry in 2025.

Matters of Ratification

Proposal 1

[proposed by the Board of Directors]

Proposal: To ratify the 2025 Business Report and financial statements, submitted for ratification.

Explanation:

1. The Company's 2025 financial statements (including parent company only and consolidated financial statements) have been audited by CPAs Po-Shu Huang and Chung-Shun Wu from KPMG. They have issued an independent auditor's report with an unqualified opinion.
2. For the Company's 2025 Business Report, Independent Auditor's Report and the aforementioned financial statements, please refer to Attachment 1 on pages 11~16 and Attachment 3~4 on pages 18~33 of the Handbook.
3. This proposal is submitted to the shareholders' meeting for ratification.

Resolution:

Proposal 2

[proposed by the Board of Directors]

Proposal: To ratify the 2025 earnings distribution, submitted for ratification.

Explanation:

1. According to Article 23-1 of the Articles of Incorporation.
2. The undistributed earnings at the beginning of 2025 were NTD 153,326,651, plus the net profit for 2025 of NTD 300,666,571, less the legal reserve of NTD 30,066,657 and the reversed special reserve of NTD 4,313,382, resulting in distributable earnings of NTD 428,239,947 at the end of 2025. The Company intends to distribute dividends of NTD 202,500,000 (cash dividend of NTD 3 per share) to gain the undistributed earnings of NTD 225,739,947 in total at the end of the year.
3. The 2025 earnings should be distributed first.
4. The Company's 2025 earnings distribution proposal was approved by the Board of Directors on March 11, 2026. Please refer to Attachment 5 on page 34 of this Handbook for the 2025 Earnings Distribution Table.
5. This proposal is submitted to the shareholders' meeting for ratification.

Resolution:

Matters for Discussion

Proposal 1

[proposed by the Board of Directors]

Proposal: Amendment to the Company's "Procedure for Acquisition or Disposal of Assets" for discussion.

Explanation:

1. To comply with the competent authority's amendment to the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on July 24, 2025, the Company proposes to revise the "Procedures for Acquisition or Disposal of Assets," as detailed in the Comparison Table of Amendments. Please refer to Attachment 6 on pages 35~43 of this Handbook.
2. Submitted to the shareholders' meeting for discussion.

Resolution:

Proposal 2:

[Proposed by the Board of Directors]

Proposal: The Company plans to issue new restricted employee shares, and the matter is submitted for discussion.

1. Explanation: To attract and retain the professional talent required by the Company, motivate employees and strengthen employee cohesion, jointly create benefits for the Company and its shareholders, and ensure that the interests of the Company's employees are aligned with those of shareholders, the Company plans to issue new restricted employee shares in accordance with Article 267, Paragraph 9 of the Company Act, Article 22 of the Securities and Exchange Act, and the relevant provisions of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" promulgated by the Financial Supervisory Commission (hereinafter referred to as the "Offering and Issuance Regulations").
2. The details of this issuance of new restricted employee shares are as follows:
 - (1) Total shares issued: 100,000 shares.
 - (2) Issue price: The shares will be issued gratuitously.
 - (3) Types of shares to be issued: New common shares of the Company.
 - (4) Vesting conditions:
 - (I) After being allocated new restricted employee shares, employees must meet all of the following conditions before the shares may vest:

1. The employee remains employed by the Company on the expiration date of each vesting period.
2. During each vesting period, the employee has not violated any contract entered into with the Company or the Company's work rules.
3. The employee achieves the corporate operating performance indicators set by the Company. (Note: "Threshold value" means that "2026 net operating revenue growth compared with 2025 reaches 35% and the growth rate of earnings per share after tax reaches 50%"; "Target value" means that "2026 net operating revenue growth compared with 2025 reaches 90% and the growth rate of earnings per share after tax reaches 100%").
4. The employee achieves the employee performance appraisal indicators set by the Company. (That is, the employee's performance appraisal grade for the most recent year upon expiration of the vesting period must be at least "A" or above).

- (II) The maximum percentage of shares that may vest in each year is: 30% upon the first anniversary after issuance, 30% upon the second anniversary after issuance, and 40% upon the third anniversary after issuance. The actual percentage and number of shares that may vest in each year shall be calculated according to the achievement of the corporate operating performance indicators. Details are as follows. The number of shares that may vest shall be calculated according to the following table based on the Company's 2026 consolidated financial statements audited and attested by CPAs. The calculation results shall be rounded down to the nearest whole share, and any fraction of less than one share shall be disregarded.

	Vesting share ratio
Threshold value	50%
Target Value	100%

- (5) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: If an employee fails to meet the vesting conditions, the Company will reclaim without consideration and cancel the new restricted employee shares that have been allocated to the employee but have not yet met the vesting conditions. In exceptional circumstances, including but not limited to inheritance, the matter shall be handled in accordance with the Company's "2026 Rules Governing the Issuance of New Restricted Employee Shares."

(6) Qualifications and Conditions for Employees:

- (I) Regular full-time employees of the Company who have been employed by the Company for at least three months as of the grant date of the new restricted employee shares.
- (II) The number of new restricted employee shares that may be allocated shall be determined by taking into consideration the allocation standards formulated based on years of service, position level, overall contribution, operating status, and other factors, as well as the Company's operating needs and business development strategies. The allocation shall be approved by the Chairperson and then submitted to the Board of Directors for approval. For employees who are directors or managerial officers, approval by the Remuneration Committee shall be obtained first. For employees who are not managerial officers, consent of the Audit Committee shall be obtained first. The matter shall then be submitted to the Board of Directors for resolution.
- (III) When the Company issues new restricted employee shares and employee stock warrants, the cumulative number of new restricted employee shares obtained by a single employee, combined with the cumulative number of shares subscribable under employee stock warrants granted to such employee and issued by the Company pursuant to Article 56-1, Paragraph 1 of the Offering and Issuance Regulations, shall not exceed 0.3% of the Company's total issued shares. The foregoing amount, when further combined with the cumulative number of shares subscribable under employee stock warrants granted to such employee and issued by the Company pursuant to Article 56, Paragraph 1 of the Offering and Issuance Regulations, shall not exceed 1% of the Company's total issued shares. With special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted employee shares obtained by a single employee may be exempted from the foregoing percentage restrictions.

3. Expensable amount, dilution of the Company's earnings per share, and other matters affecting shareholders' equity: Based on the Company's closing price of NT\$516 on April 21, 2026, assuming that all vesting conditions are met, the maximum expensable amount is estimated to be NT\$51,600 thousand. Based on the vesting conditions, the possible annual expensable amounts from 2027 to 2029

are estimated to be approximately NT\$30,100 thousand, NT\$14,620 thousand, and NT\$6,880 thousand, respectively. Based on the Company's 67,500,000 outstanding shares as of April 21, 2026, the possible annual reduction in the Company's earnings per share from 2027 to 2029 is estimated to be NT\$0.45, NT\$0.22, and NT\$0.10, respectively. The dilution of the Company's earnings per share remains limited, and therefore, has no material impact on shareholders' equity.

4. For the Company's 2026 Rules Governing the Issuance of New Restricted Employee Shares, please refer to Attachment 7 on pages 44~49.
5. The Company will handle this issuance of new restricted employee shares by way of share trust custody.
6. Other important matters: The issuance period for the new restricted employee shares shall be within two years from the date of receipt of the notice of effective registration from the competent authority, and the shares may be issued in one tranche or in multiple tranches depending on actual needs. The actual issuance date and related operational matters shall be determined by the Chairperson as authorized by the Board of Directors.
7. After this proposal is resolved by the shareholders' meeting, the Board of Directors is authorized to file for registration of issuance with the competent authority in accordance with the relevant laws and regulations. If amendments to the terms and conditions of issuance of the new restricted employee shares and the issuance rules are necessary due to requirements of the competent authority's review or other reasons, the Chairperson is authorized to amend these Rules, provided that the issuance may proceed only after the amendments have subsequently been submitted to and ratified by the Board of Directors. Any matters not covered in these Rules shall be handled in accordance with the relevant laws and regulations.
8. Submitted to the shareholders' meeting for discussion.

Election Matters

Proposal 1

[proposed by the Board of Directors]

Proposal: Election of two additional directors for discussion.

Explanation:

1. To meet the business needs of the Company, we plan to elect two additional directors and increase the number of directors from seven to nine.
2. The election will be conducted according to the Company's Articles of Incorporation and Article 192-1 of the Company Act under the candidate nomination system. The directors will be elected by the shareholders from the list of candidates.
3. Newly elected directors assume office after the election, with their term lasting from the date of the election through June 18, 2027.
4. Please refer to Attachment 8 on pages 50~51 of this Handbook for the list of candidates.
5. Submitted to the shareholders' meeting for discussion.

Election result:

Other Matters

Proposal 1

[proposed by the Board of Directors]

Proposal: Lifting of non-competition restriction on directors, submitted for discussion.

Explanation:

1. Pursuant to Article 209 Company Act, a director who engages in any act within the scope of the company's business for himself or on behalf of another person shall explain to the shareholders' meeting the essential contents of the act and receive approval from the meeting.
2. Without prejudice to the interests of the company, this proposal is submitted to the shareholders' meeting for lifting the non-competition restriction on directors of the Company based on investment or other business development considerations. For details on lifting of non-competition restrictions on directors, please refer to Attachment 9 on pages 52~54 of the Handbook.
3. Submitted to the shareholders' meeting for discussion.

Resolution:

Extempore Motions

Adjournment

Three. Attachment

Attachment 1



邁科科技股份有限公司

Business Report

I. 2025 Business Report

(I) Implementation results of the business plan

The Company's consolidated revenue for 2025 reached NT\$3.7331 billion, a significant increase compared with 2024. The consolidated net profit was NT\$300.67 million, continuing the profitable growth trend. In 2025, the demand for high-performance computing and AI server heat dissipation experienced explosive growth, driven by the transition of AI infrastructure construction from the experimental phase to large-scale deployment. With the trend of rising processor power consumption, the Company has successfully entered the supply chain for ASIC chips and general-purpose servers for leading global cloud service providers (CSPs) by leveraging our advanced 3D VC and high-end air-cooling solutions. This drove the growth in revenue.

Faced with the shift to next-generation heat dissipation technology, the Company continued to improve automated production efficiency and yield management in 2025. In liquid-cooling solutions, the Company has deepened its R&D cooperation with Intel on immersed liquid cooling and has actively implemented customer certification and mass production plans for key components, such as cold plates, to address the thermal management challenges of high-wattage AI computing. Looking ahead, the Company will continue to optimize its product portfolio, reinforce its core value within the AI supply chain through a dual-track strategy of air-cooling enhancement and liquid-cooling innovation, and share the benefits of sustainable operations with shareholders, customers, and employees.

Unit: NTD 1,000

Item	2025	2024	Increase (decrease) in amount	Change (%)
Operating revenue	3,703,312	2,005,017	1,698,295	84.70
Operating cost	2,834,937	1,542,214	1,292,723	83.82
Gross profit	868,375	462,803	405,572	87.63
Operating expense	442,224	335,359	106,865	31.87
Operating profit	426,151	127,444	298,707	234.38
Non-operating revenue	(77,709)	13,958	(91,667)	(656.73)
Net income before tax	348,442	141,402	207,040	146.42

Item	2025	2024	Increase (decrease) in amount	Change (%)
Income tax expense	47,775	35,466	12,309	34.71
Net income for the current period	300,667	105,936	194,731	183.82

(II) Budget execution status: The Company does not disclose financial forecasts outward and thus this is not applicable.

(III) Analysis on revenue, expenditure, and profitability

Item		2025	2024	Increase (decrease)
Financial structure	Ratio of liabilities to assets (%)	43.84	44.42	(0.58)
	Ratio of long-term funds to fixed assets (%)	298.69	226.17	72.52
Solvency	Current ratio (%)	185.10	167.38	17.72
	Quick ratio (%)	159.29	140.42	18.87
Profitability	Return on assets (%)	7.99	4.50	2.26
	Return on equity (%)	13.69	7.82	5.58
	Basic earnings per share (NTD)	4.94	1.80	3.14

(IV) Research and development status

1. R&D expenses in the most recent two years

Unit: NTD 1,000

Year		2025	2024
Item			
Consolidated R&D expenses (A)		172,821	130,491
Consolidated net operating revenue (B)		3,703,312	2,005,017
As a percentage of consolidated net operating revenue (A/B)%		4.67	6.51

2. R&D result and plan

- (1) Setup of the VC clean room workshop and monitoring system
- (2) Introduction of the fully automatic transfer platform to the VC high temperature process.

- (3) Development of AI-based VC and module quality control identification systems
- (4) Setup of fully automatic VC production lines without chemical pollution
- (5) Mass production of AI TPU chips' 2D VC heat sinks
- (6) Establishment of automatic liquid cooling production lines
- (7) Development of AIO liquid-cooling modules (containing CPU & RAM) for servers
- (8) Development of two-phase flow Cold plates
- (9) Development of diffusion bonding technology for cold plates
- (10) Development and pilot production of 2.5D VC heat sinks for TPU chips
- (11) Development of standard cold plates and heat sinks for AMD SP7 and Intel Oak Stream CPUs

II. 2025 Business Plan Overview

(I) Management approach

1. Innovation: We believe “without creativity, without new momentum” to remind ourselves of the importance in innovation, persistence and deep cultivation.
2. Convincing: We adhere to the belief of becoming a “trustworthy” cooling solution provider. Not only in the cooling industry do we use the technologies and experiences that we have learned, but we also provide reliable and cost-effective solutions for other industries.
3. Expertise: We firmly believe that we are a very “professional” company. We understand how important the essence of a product is. Not only do we want good quality, but we also desire good performance, timely service, and reliability.

(II) Expected sales volume and its basis: The Company does not disclose financial forecasts outward and thus this is not applicable.

(III) Key production and marketing policies

1. Production: We scale up smart manufacturing and liquid cooling capacity.

More investment in smart production systems: By leveraging edge AI monitoring and highly automated production lines, we maximize the product yield and ensure the delivery for large orders in 2026.

Enhancing production and sales momentum and improving inventory forecasting: We continuously track the build-out pace of the global cloud service providers

(CSPs), shorten production cycle times, and dynamically adjust the capacity allocation.

Supply chain resilience management: The Company has established strategic alliances with upstream key raw material suppliers to ensure cost competitiveness and a steady supply of materials in the volatile global raw material market expected in 2026. The Company also implements green procurement practices to support our sustainability goals.

2. Sales: We are dedicated to diversified deployment and technology export in different industries.

Strengthening the core position of AI servers and data centers: We provide comprehensive technical solutions to upgrade cooling systems from air to liquid cooling for high-wattage ASIC/GPU servers, thereby increasing the sales proportion of high-margin products.

Extending the leading advantages in vapor chambers to multiple dimensions: As a pioneer in the vapor chamber technology, we continuously optimize high-power product solutions. In addition to solidifying the position in the AI PC and high-end graphics card markets, the Company has extended the application of the 3DVC technology to high-reliability industries, including smart home appliances, medical equipment, industrial control systems, and low-orbit satellites.

Global strategic services: We strengthen strategic cooperation with system integration manufacturers to establish a global technical support system and expanded our product applications in the global thermal market.

III. Future Development Strategies of the Company; the impact of the external competitive environment, regulatory environment, and overall business environment

(I) Future development strategies of the Company

1. Strengthening the high-performance computing and e-sports ecosystem: We continue to collaborate with strategic partners on the research and development of high-end GPUs, focusing on the next generation of AI PCs and high-end gaming laptops. We provide solutions that prioritize both lightweight design and efficient thermal management, and we increase our customer base to sustain revenue growth.
2. Implementing AI server and dedicated heat dissipation solutions for ASICs: As generative AI advances toward large-scale commercial deployment, the thermal design for chips in power consumption has surpassed the kilowatt level. The Company will continue to refine integrated cooling solutions for traditional and

high-end AI servers, targeting GSP self-developed ASIC chips and high-end GPUs to strengthen our market leadership.

3. Leveraging edge computing and diverse replacement cycle momentum: As the purchasing boom from the pandemic cycle enters a renewal phase, and with the increasing adoption of AI PCs, the demand for e-sports notebooks and commercial PCs will remain strong in 2026. The Company will actively align with brand customers' development schedules and optimize its share of shipments.
 4. Leading advanced liquid-cooling technology and cabinet-level component development: We will continue to collaborate closely with Intel's joint advanced thermal technology lab and focus on forward-looking research and development in immersion liquid cooling. In addition, we will fully implement highly customized solutions for key components in cabinet-type liquid-cooling systems.
 5. Deepening ESG governance and climate risk management: We fully prepare for IFRS S1/S2 sustainability disclosure standards, and enhance greenhouse gas inventory and decarbonization pathway planning. The Company is committed to building a corporate culture founded on integrity, enhancing its reporting mechanisms, and fostering a diverse, equitable, and inclusive workplace. We actively participate in social charities and strive to create shared value in environmental protection, social responsibility, and corporate governance.
 6. Building global talent and enhancing digital transformation capabilities: To adapt to the needs of a resilient global supply chain and sustainable development, the Company plans to implement more competitive and flexible compensation and benefits programs to attract and develop high-level thermal management professionals with international experience and digital skills.
- (II) The impact of the external competition environment, regulatory environment, and overall business environment

The Company pays attention to the impact of the external competitive environment, regulatory environment, and overall business environment in the industry where it operates. It responds to changes in related technologies and their development, closely monitors the future of the industry and market trends, and enhances its R&D capabilities and product competitiveness to meet market demands and maintain its competitive advantages. The Company will be committed to the professional heat dissipation field, continue to provide solutions for different industries around the world, and become a company focused on smart living.

Finally, on behalf of the management team and all our employees, I would like to take this opportunity to express my sincere thanks to you for your support and encouragement over the past year. Looking ahead to the coming year, the Company will strive to achieve the highest level of consensus among all employees in order to face future challenges with improved execution capabilities. We also hope that all shareholders can continuously provide us with guidance and advice. I would like to express my sincere gratitude and blessings to all of you.

I wish all shareholders

good health and all the best

Chairperson: Chao Yuan-Shan Manager: Lin Chun-Hung Accounting Officer: Lin Shih-Wen

Audit Report of the Audit Committee

The Board of Directors has prepared the Company's 2025 Business Report, financial statements (including consolidated financial statements), and the Earnings Distribution Table. The financial statements (including consolidated financial statements) have been audited by CPAs Po-Shu Huang and Chung-Shun Wu of KPMG. They have issued an independent auditor's report with an unqualified opinion.

The Audit Committee has reviewed the above-mentioned Business Report, financial statements (including consolidated financial statements), and Earnings Distribution Table, and no inconsistencies were found. We hereby prepare this report in accordance with Article 14-4 and Article 14-5 of the Securities and Exchange Act, as well as Article 219 of the Company Act.

To
2026 General Shareholders' Meeting

Taiwan Microloops Corp.

Convener of Audit Committee: Pan Jung-Chun

Member, Hsing Chih-Chung

Member, Chang Min-Yu

March 11, 2026

Independent Auditors' Report

To the Board of Directors, Taiwan Microloops Corp.

Opinion

We have audited the accompanying balance sheets of Taiwan Microloops Corp. for the years ended December 31, 2025 and 2024 and the relevant statements of comprehensive income, changes in equity, and cash flows for the years then ended, and relevant notes to the parent company only financial statements (including a summary of significant accounting policies).

In our opinion, the said parent company only financial statements were prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and thus presented fairly, in all material aspects, the financial position of Taiwan Microloops Corp. as of December 31, 2025 and 2024 as well as their financial performance and cash flow from January 1 to December 31, 2025 and 2024.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the generally accepted auditing standards. Our responsibilities under such standards are further described in the “CPA’s responsibility for the audit of the parent company only financial statements” section in this report. We were independent of Taiwan Microloops Corp. in accordance with the Norms of Professional Ethics for Certified Public Accountants and fulfilled all other responsibilities thereunder. We are convinced that we have acquired sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Key audit matters

Key audit matters refer to, based on our professional judgment, the most important matters for auditing the 2025 parent company only financial statements of Taiwan Microloops Corp. These matters were addressed during the overall audit of the parent company only financial statements and in the process of forming the audit opinions, and thus we do not provide separate opinions on those matters. The key audit matters that, in our opinion, should be communicated in the auditor’s report are as follows:

I. Long-term Investment under Equity Method

For the accounting policy of long-term investment in equity under the equity method, please refer to Note 4(8), Investment in Subsidiaries, of the parent company only financial statements; for the accounting estimates and assumption uncertainties, please refer to Note 5 of the parent company only financial statements.

Details of key audit matters:

The investments of Taiwan Microloops Corp. under the equity method are limited to subsidiaries only. Considering the business scope and nature of these subsidiaries and that, for some subsidiaries, the estimate of the net realizable value of inventory involves the subjective judgment of the management, and this is an accounting estimate with uncertainties, we incorporate the inventory valuation under the equity method stated in the financial statements of the subsidiaries as a key audit matter.

Corresponding audit procedures:

Our main audit procedures for the inventory valuation under the equity method include: understanding whether the inventory valuation policy of the subsidiaries under the equity method is consistent with that of Taiwan Microloops Corp., and assessing whether the inventory evaluation has been executed in accordance with the established accounting policies. This includes executing a sampling procedure to check the accuracy of the inventory age, analyzing the changes in inventory age at different phases, reviewing the reasonableness of the allowance for inventory loss in the past to evaluate whether the method and assumptions for estimating the net realizable value of current inventory are appropriate, and reviewing post-period sales of the inventory to evaluate the reasonableness of the inventory valuation estimate.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

During preparation of the parent company only financial statements, the management was also responsible for evaluating the ability of Taiwan Microloops Corp. to continue as a going concern, disclosure of relevant matters, and application of the going concern basis of accounting unless the management intended to make Taiwan Microloops Corp. enter into liquidation or terminate its operations, or there was no other actual or feasible solutions other than liquidation or termination of its operations.

Taiwan Microloops Corp.'s governance unit (including the Audit Committee) was responsible for supervising the financial reporting procedures.

CPA's responsibility for the audit of the parent company only financial statements

We audited the parent company only financial statements for the purpose of obtaining reasonable assurance about whether the parent company only financial statements were free of material misstatements due to fraud or errors and issuing an independent auditors' report. Reasonable assurance refers to a high level of assurance; however, we could not guarantee to detect all material misstatements in the parent company only financial statements through the audit conducted based on the generally accepted auditing standards. Misstatement may arise from fraud or errors. If an individual or total amount

misstated is reasonably expected to have an impact on the economic decision-making of users of the parent company only financial statements, the misstatements are deemed material.

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

1. We identified and evaluated the risk of any misstatements in the parent company only financial statements due to fraud or errors, designed and implemented applicable response measures for the evaluated risks, and acquired sufficient and appropriate audit evidence to base our audit opinions. Since fraud may involve collusion, forgery, omission on purpose, fraudulent statements or violation of internal control, we did not find that the risk of misstatements due to fraud was higher than the same due to errors.
2. We understood the internal control related to the audit to the extent necessary to design audit procedures applicable to the current circumstances; however, the purpose of such work was not to express an opinion on the effectiveness of Taiwan Microloops Corp.'s internal control.
3. We evaluated the appropriateness of the accounting policies adopted by the management and the rationality of the accounting estimates and relevant disclosures made by the management.
4. Based on the audit evidence obtained, we drew a conclusion about the appropriateness of the management's application of the going concern basis of accounting and whether any event or circumstance might cause significant doubt about Taiwan Microloops Corp.'s ability to continue as a going concern, constituting a material uncertainty. If any material uncertainty was deemed to exist in such event or circumstance, we must provide a reminder in the parent company only financial statements for the users to pay attention to relevant disclosure therein, or amend our audit opinions when such disclosure was inappropriate. Our conclusion was drawn based on the audit evidence acquired as of the date of this auditor's report. However, future events or circumstances might result in a situation where Taiwan Microloops Corp. would no longer have the ability to continue as a going concern.
5. We evaluated the overall presentation, structure, and contents of the parent company only financial statements (including relevant notes), and whether the parent company only financial statements presented relevant transactions and events fairly.
6. We acquired sufficient and appropriate audit evidence with respect to the financial information of the investee companies adopting equity method to provide opinions regarding the parent company only financial statements. We were responsible for instruction, supervision and conduct of Taiwan Microloops Corp.'s audit cases, as well as the expression of the audit opinions for Taiwan Microloops Corp.

The matters for which we communicated with the governance unit include the planned audit scope and time, as well as major audit findings (including the significant deficiencies of internal control identified during the audit).

We also provided 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).

We determined the key audit matters to be audited in the 2025 parent company only financial statements of Taiwan Microloops Corp. based on the matters communicated with the governance unit. Unless public disclosure of certain matters was prohibited by related laws or regulations or if, in very exceptional circumstances, we determined not to cover such matters in the audit report, as we could reasonably expect that the negative impact of the coverage was greater than the public interest brought thereby, we specified such matters in the audit report.

KPMG Taiwan

CPAs:

Approval reference
number of the securities : Jin-Guan-Zheng-Shen Zi No.
authority 1010004977
March 11, 2026

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

Taiwan Microloops Corp.

Balance Sheets

December 31, 2025 and 2024

Unit: NTD Thousand

		12.31.2025		12.31.2024				12.31.2025		12.31.2024	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 1,005,020	25	492,910	23	2100	Short-term borrowings (Note 6(9))	\$ 160,000	4	-	-
1136	Financial assets measured at amortized cost – current (Notes 6(2) and 8)	108,000	3	-	-	2181	Notes and accounts payable (Note 7)	746,532	19	456,708	21
1170	Accounts receivable, net (Note 6(3))	1,760,631	44	718,800	33	2200	Other payables (Note 7)	105,666	3	83,026	4
1200	Other receivables	27,005	1	7,457	-	2280	Lease liabilities – current (Note 6(10))	736	-	3,910	-
130X	Inventory (Note 6(4))	89,428	2	62,594	3	2300	Other current liabilities (Note 6(16))	185,037	4	38,109	2
1470	Other current assets	12,806	-	12,926	1		Total current liabilities	1,197,971	30	581,753	27
	Total current assets	3,002,890	75	1,294,687	60	2570	Deferred income tax liabilities (Note 6(12))	11,132	-	8,786	-
Non-current assets:						2580	Lease liabilities – non-current (Note 6(10))	273	-	653	-
1550	Investment under the equity method (Note 6(5))	656,252	16	476,532	22		Total non-current liabilities	11,405	-	9,439	-
1600	Property, plant and equipment (Note 6(6))	349,840	9	360,245	17		Total liabilities	1,209,376	30	591,192	27
1755	Right-of-use assets (Note 6(7))	989	-	4,483	-	Equity (Notes 6(13) and (14)):					
1780	Intangible assets (Note 6(8))	11,244	-	22,633	1	3110	Common stock capital	675,000	17	600,000	28
1840	Deferred income tax assets (Note 6(12))	295	-	-	-	3200	Capital reserve	1,631,724	41	701,026	32
1900	Other non-current assets	6,199	-	5,377	-		Retained earnings:				
	Total non-current assets	1,024,819	25	869,270	40	3310	Legal reserve	43,412	1	32,818	2
						3320	Special reserve	4,313	-	19,729	1
						3350	Undistributed earnings	453,994	11	223,505	10
								501,719	12	276,052	13
							Other equity:				
						3411	Exchange differences from translation of foreign operations' financial statements	24,873	-	10,670	-
						3420	Unrealized profit/loss from the financial assets measured at fair value through other comprehensive income	(14,983)	-	(14,983)	-
								9,890	-	(4,313)	-
							Total equity	2,818,333	70	1,572,765	73
Total assets		\$ 4,027,709	100	2,163,957	100		Total liabilities and equity	\$ 4,027,709	100	2,163,957	100

(Please refer to the attached notes to the Parent Company Only Financial Statements)

Chairperson: Chao Yuan-Shan

Manager: Lin Chun-Hung

Accounting Officer: Lin Shih-Wen

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

Taiwan Microloops Corp.

Statement of Comprehensive Income

For The Years Ended December 31, 2025 and 2024

		Unit: NTD Thousand			
		2025		2024	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(16))	\$ 3,442,355	100	1,646,133	100
5000	Operating cost (Note 6(4) and 7)	3,017,490	88	1,416,203	86
	Operating Gross profit	424,865	12	229,930	14
	Operating expenses (Notes 6(3), (11), 7 and 12):				
6100	Marketing expense	63,799	2	41,157	3
6200	Administrative expense	101,047	3	68,177	4
6300	R&D expense	87,548	3	63,858	4
6450	Expected credit loss (reversal of loss)	517	-	(619)	-
		252,911	8	172,573	11
	Operating net profit	171,954	4	57,357	3
	Non-operating revenue and expense:				
7100	Interest income	5,479	-	8,250	1
7010	Other income (Note (18))	18	-	529	-
7020	Other gains and losses (Note 6(18))	7,023	-	38,616	2
7050	Financial cost (Note 6(10))	(2,853)	-	(208)	-
7070	Portions of profits or losses of subsidiaries, affiliates, and joint ventures recognized adopting the equity method	162,240	5	27,637	2
		171,907	5	74,824	5
	Pre-tax net profit	343,861	9	132,181	8
7951	Less: Income tax expense (Note 6(12))	43,194	1	26,245	2
	Net income for the current period	300,667	8	105,936	6
8300	Other comprehensive income:				
8360	Items potentially reclassified as profit or loss subsequently				
8361	Exchange differences from translation of foreign operations' financial statements	14,203	-	15,416	1
8399	less: Income tax related to titles potentially being reclassified	-	-	-	-
8300	Other current comprehensive income (net amount after tax) for the current period	14,203	-	15,416	1
	Total comprehensive income for the current period	\$ 314,870	8	121,352	7
9750	Basic earnings per share (Unit: NTD) (Note 6(15))	\$ 4.94		1.80	
9810	Diluted earnings per share (unit: NTD) (Note 6(15))	\$ 4.94		1.79	

(Please refer to the attached notes to the Parent Company Only Financial Statements)

Chairperson:

Chao Yuan-Shan

Manager:

Lin Chun-Hung

Accounting Officer:

Lin Shih-Wen

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

Taiwan Microloops Corp.
Statements of Changes in Equity
For The Years Ended December 31, 2025 and 2024

Unit: NTD Thousand

	Retained earnings					Other equity items		
	Capital stock	Capital reserve	Legal reserve	Special reserve	Undistributed earnings	Exchange differences from translation of foreign operations' financial statements	Unrealized profit/loss from the financial assets measured at fair value through other comprehensive income	Total equity
Balance as of January 1, 2024	\$ 508,780	400,588	22,236	-	223,391	(4,746)	(14,983)	1,135,266
Net income for the current period	-	-	-	-	105,936	-	-	105,936
Other comprehensive income for the current period	-	-	-	-	-	15,416	-	15,416
Total comprehensive income for the current period	-	-	-	-	105,936	15,416	-	121,352
Appropriation and distribution of earnings:								
Appropriation for legal reserve	-	-	10,582	-	(10,582)	-	-	-
Appropriation to special reserve	-	-	-	19,729	(19,729)	-	-	-
Cash dividend from common stocks	-	-	-	-	(44,291)	-	-	(44,291)
Stock dividend for common stocks	31,220	-	-	-	(31,220)	-	-	-
Capital increase in cash	60,000	300,000	-	-	-	-	-	360,000
Share-based payment transaction	-	438	-	-	-	-	-	438
Balance as of December 31, 2024	600,000	701,026	32,818	19,729	223,505	10,670	(14,983)	1,572,765
Net income for the current period	-	-	-	-	300,667	-	-	300,667
Other comprehensive income for the current period	-	-	-	-	-	14,203	-	14,203
Total comprehensive income for the current period	-	-	-	-	300,667	14,203	-	314,870
Appropriation and distribution of earnings:								
Appropriation for legal reserve	-	-	10,594	-	(10,594)	-	-	-
Reversed special reserve	-	-	-	(15,416)	15,416	-	-	-
Cash dividend from common stocks	-	-	-	-	(75,000)	-	-	(75,000)
Capital increase in cash	75,000	918,856	-	-	-	-	-	993,856
Share-based payment transaction	-	11,842	-	-	-	-	-	11,842
Balance as of December 31, 2025	\$ 675,000	1,631,724	43,412	4,313	453,994	24,873	(14,983)	2,818,333

(Please refer to the attached notes to the Parent Company Only Financial Statements)

Chairperson: Chao Yuan-Shan

Manager: Lin Chun-Hung

Accounting Officer: Lin Shih-Wen

Taiwan Microloops Corp.**Statement of Cash Flows****For The Years Ended December 31, 2025 and 2024****Unit: NTD Thousand**

	<u>2025</u>	<u>2024</u>
Cash flow from operating activities:		
Pre-tax net profit for the current period	\$ 343,861	132,181
Adjustments:		
Income and expense		
Depreciation expense	15,186	9,766
Amortization expense	12,992	11,618
Expected credit loss (reversal of loss)	517	(619)
Interest expense	2,853	208
Interest income	(5,479)	(8,250)
Share-based payments	11,842	438
Portions of profits or losses of subsidiaries and affiliates recognized adopting the equity method	(162,240)	(27,637)
Loss from disposal of property, plant and equipment	1,249	1
Gain on lease modification	(40)	-
Inventory obsolescence, devaluation and scrapping loss	1,476	147
Total income and expenses	(121,644)	(14,328)
Changes in assets/liabilities related to operating activities.		
Accounts receivable	(911,903)	(178,384)
Other receivables	(18,861)	2,655
Inventory	(28,310)	(30,354)
Other financial assets and other current assets	9,316	(4,584)
Total net change in assets related to operating activities	(949,758)	(210,667)
Notes and accounts payable (including related party)	289,824	151,011
Other current liabilities	22,808	8,596
Total net changes in liabilities related to operating activities	312,632	159,607
Total net changes in assets and liabilities related to operating activities	(637,126)	(51,060)
Total adjustments	(758,770)	(65,388)
Cash inflow (outflow) from operations	(414,909)	66,793
Interest received	4,797	8,607
Interest paid	(2,853)	(681)
Income tax paid	(25,005)	(2,431)
Net cash (outflow) inflow from operating activities	(437,970)	72,288
Cash flow from investing activities:		
Decrease (increase) in financial assets measured at amortized cost - current	(108,000)	10,440
Increase in prepayment for investment	-	(29)
Acquisition of equity of subsidiaries	(3,248)	-
Procurement of property, plant and equipment	(11,639)	(346,813)
Proceeds from disposal of property, plant and equipment	-	1
Refundable deposits	(2,484)	(866)
Acquisition of intangible assets	(1,603)	(10,909)
Other non-current assets	-	(1,633)
Net cash from investing activities	(126,974)	(349,809)
Cash flow from financing activities:		
Increase in short-term borrowings	160,000	-
Repayment of lease	(1,802)	(5,478)
Payment of cash dividends	(75,000)	(44,291)
Capital increase in cash	993,856	360,000
Net cash inflow from financing activities	1,077,054	310,231
Increase in cash and cash equivalents for the current period	512,110	32,710
Balance of cash and cash equivalents at the beginning of the period	492,910	460,200
Balance of cash and cash equivalents at the end of the period	<u>\$ 1,005,020</u>	<u>492,910</u>

(Please refer to the attached notes to the Parent Company Only Financial Statements)

Chairperson: Chao Yuan-Shan**Manager: Lin Chun-Hung****Accounting Officer: Lin Shih-Wen**

Independent Auditors' Review Report

To the Board of Directors, Taiwan Microloops Corp.

Opinion

We have audited the accompanying consolidated balance sheets of Taiwan Microloops Corp. and its subsidiaries ("Microloops Group") for the years ended December 31, 2025 and 2024 and the relevant consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended, and relevant notes to the consolidated financial statements (including a summary of significant accounting policies).

In our opinion, the said consolidated financial statements were prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and the International Financial Reporting Standards, International Accounting Standards, and interpretations approved and released by the Financial Supervisory Commission, and thus presented fairly, in all material aspects, the consolidated financial position of Microloops Group as of December 31, 2025 and 2024 as well as their consolidated financial performance and consolidated cash flow from January 1 to December 31, 2025 and 2024.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the generally accepted auditing standards. Our responsibilities under such standards are further described in the "Auditors' responsibility for the audit of the consolidated financial statements" section in this report. We were independent of the Group in accordance with the Norms of Professional Ethics for Certified Public Accountants and fulfilled all other responsibilities thereunder. We are convinced that we have acquired sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Key audit matters

Key audit matters refer to, based on our professional judgment, the most important matters for auditing the 2025 consolidated financial statements of the Group. These matters were addressed during the overall audit of the consolidated financial statements and in the process of forming the audit opinions, and thus we do not provide separate opinions on those matters. The key audit matters that, in our opinion, should be communicated in the auditor's report are as follows:

I. Inventory valuation

For the accounting policy of inventory valuation, please refer to Note 4(8) of the consolidated financial statements; for the accounting estimate and assumption uncertainty of inventory valuation, please refer to Note 5(1) of the consolidated financial statements

Details of key audit matters:

Vapor chamber modules are manufactured in a customized production mode and the risk that the cost of the prepared inventory exceeds the net realizable value due to a slowdown or cancellation of customer needs may occur as a result. Considering that the estimate of the net realizable value of inventory involves the subjective judgment of the management, this is an accounting estimate with uncertainties. Hence, we incorporate inventory valuation as a key audit matter.

Corresponding audit procedures:

Our main audit procedures for the above-mentioned key audit matters include: understanding the appropriation policy adopted by the Group for inventory valuation loss and assessing whether the inventory evaluation has been executed in accordance with established accounting policies. This includes executing a sampling procedure to check the basis and calculation of the net realizable value of inventory, evaluating the accuracy of the inventory age, analyzing changes in inventory age at different phases, reviewing the reasonableness of the allowance for inventory loss from the past to determine whether the methods and assumptions for estimating the net realizable value of current inventory are appropriate, and reviewing post-period sales of the inventory to evaluate the reasonableness of the inventory valuation estimate.

Other matters

For the parent company only financial statements prepared by the Group for 2025 and 2024, we have issued an independent auditors' report with unqualified opinions for reference.

Responsibilities of management and those charged with governance for the consolidated financial statements

The management was responsible for the preparation of the consolidated financial statements with a fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, and interpretations approved and released by the Financial Supervisory Commission and maintaining the necessary internal control related to the preparation of the consolidated financial statements to ensure that the consolidated financial statements were free of material misstatement due to fraud or errors.

During preparation of the consolidated financial statements, the management was also responsible for evaluating the Group's ability to continue as a going concern, disclosure of relevant matters, and application of the going concern basis of accounting unless the management intended to make the Group enter into liquidation or terminate its operations, or there was no other actual or feasible solutions other than liquidation or termination of its operations.

The Group's governance unit (including the Audit Committee) was responsible for supervising the financial reporting procedures.

Auditors' responsibility for the audit of the consolidated financial statements

We audited the consolidated financial statements for the purpose of obtaining reasonable assurance about whether the consolidated financial statements were free of material misstatements due to fraud or errors and issuing an independent auditors' report. Reasonable assurance refers to a high level of

assurance; however, we could not guarantee to detect all material misstatements in the consolidated financial statements through the audit conducted based on the generally accepted auditing standards. Misstatement may arise from fraud or errors. If an individual or total amount misstated is reasonably expected to have an impact on the economic decision-making of users of the consolidated financial statements, the misstatements are deemed material.

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

1. We identified and evaluated the risk of any misstatements in the consolidated financial statements due to fraud or errors, designed and implemented applicable response measures for the evaluated risks, and acquired sufficient and appropriate audit evidence to base our audit opinions. Since fraud may involve collusion, forgery, omission on purpose, fraudulent statements or violation of internal control, we did not find that the risk of misstatements due to fraud was higher than the same due to errors.
2. We understood the internal control related to the audit to an extent necessary to design audit procedures applicable to the current circumstances; however, the purpose of such work was not to express opinions toward the effectiveness of the Group's internal control.
3. We evaluated the appropriateness of the accounting policies adopted by the management and the rationality of the accounting estimates and relevant disclosures made by the management.
4. Based on the obtained audit evidence, we drew a conclusion about the appropriateness of application of the going concern basis of accounting by the management and whether the event or circumstance which might cause major doubts about the Group's ability to continue as a going concern had a material uncertainty. If any material uncertainty was deemed to exist in such event or circumstance, we must provide a reminder in the consolidated financial statements for the users to pay attention to relevant disclosure therein, or amend our audit opinions when such disclosure was inappropriate. Our conclusion was drawn based on the audit evidence acquired as of the date of this auditor's report. However, future events or circumstances might result in a situation where the Group would no longer have the ability to continue as a going concern.
5. We evaluated the overall presentation, structure, and contents of the consolidated financial statements (including relevant notes), and whether the consolidated financial statements presented relevant transactions and events fairly.
6. We acquired sufficient and appropriate audit evidence with respect to the financial information of the entities comprising the Group to provide opinions regarding the consolidated financial statements. We were responsible for instruction, supervision and conduct of the Group's audit cases, as well as the expression of the audit opinions for the Group.

The matters for which we communicated with the governance unit include the planned audit scope and time, as well as major audit findings (including the significant deficiencies of internal control identified during the audit).

We also provided 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).

We determined the key audit matters to be audited in the 2025 consolidated financial statements of the Group based on the matters communicated with the governance unit. Unless public disclosure of certain matters was prohibited by related laws or regulations or if, in very exceptional circumstances, we determined not to cover such matters in the audit report, as we could reasonably expect that the negative impact of the coverage was greater than the public interest brought thereby, we specified such matters in the audit report.

KPMG Taiwan

CPAs:

Approval reference number of the : Jin-Guan-Zheng-Shen Zi No.
securities authority 1010004977
March 11, 2026

Taiwan Microloops Corp
Consolidated Balance Sheets
December 31, 2025 and 2024

Unit: NTD Thousand

Assets		December 31, 2025		December 31, 2024		Liabilities and equity		December 31, 2025		December 31, 2024	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 1,106,146	22	527,687	19	2100	Short-term borrowings (Note 6(8))	\$ 383,376	8	19,943	-
1136	Financial assets measured at amortized cost – current (Notes 6(2) and 8)	108,000	2	3,359	-	2170	Notes and accounts payable	871,370	17	504,036	18
1170	Notes and accounts receivable, net (Note 6(3))	1,859,220	37	835,830	30	2200	Other payables	507,790	10	384,132	14
1200	Other receivables	72,627	1	33,194	1	2280	Lease liabilities – current (Note 6(9))	28,336	1	30,195	1
130X	Inventory (Note 6(4))	330,748	8	203,756	7	2300	Other current liabilities (Note 6(15))	189,030	4	61,100	2
1470	Other current assets	188,123	4	69,017	2			1,979,902	40	999,406	35
		3,664,864	74	1,672,843	59	Non-current liabilities:					
Non-current assets:						2570	Deferred income tax liabilities (Note 6(11))	68,547	1	76,713	3
1600	Property, plant and equipment (Note 6(5))	1,017,196	20	809,188	29	2580	Lease liabilities – non-current (Note 6(9))	151,361	3	180,658	6
1755	Right-of-use assets (Note 6(6))	180,199	4	213,798	8			219,908	4	257,371	9
1780	Intangible assets (Note 6(7))	23,704	-	35,724	1	Total liabilities		2,199,810	44	1,256,777	44
1840	Deferred income tax assets (Note 6(11))	65,598	1	75,787	3	Equity attributable to owners of the parent company: (Notes 6(12) and (13))					
1900	Other non-current assets	66,582	1	22,202	-	3110	Common stock capital	675,000	13	600,000	21
		1,353,279	26	1,156,699	41	3200	Capital reserve	1,631,724	33	701,026	25
Total assets		\$ 5,018,143	100	2,829,542	100		Retained earnings:				
						3310	Legal reserve	43,412	1	32,818	1
						3320	Special reserve	4,313	-	19,729	1
						3350	Undistributed earnings	453,994	9	223,505	8
								501,719	10	276,052	10
							Other equity:				
						3410	Exchange differences from translation of foreign operations’ financial statements	24,873	-	10,670	-
						3420	Unrealized profit/loss from the financial assets measured at fair value through other comprehensive income	(14,983)	-	(14,983)	-
								9,890	-	(4,313)	-
						Total equity		2,818,333	56	1,572,765	56
						Total liabilities and equity		\$ 5,018,143	100	2,829,542	100

(Please refer to the attached notes to Consolidated Financial Statements)

Chairperson: Chao Yuan-Shan

Manager: Lin Chun-Hung

Accounting Officer: Lin Shih-Wen

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Taiwan Microloops Corp. and Subsidiaries

Consolidated Statements of Comprehensive Income

For The Years Ended December 31, 2025 and 2024

		Unit: NTD Thousand			
		2025		2024	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(15))	\$ 3,703,312	100	2,005,017	100
5000	Operating cost (Notes 6(4), (10) and 12)	2,834,937	77	1,542,214	77
	Operating Gross profit	868,375	23	462,803	23
	Operating expenses (Notes 6(3), (10), (13) and 12):				
6100	Marketing expense	103,192	3	81,834	4
6200	Administrative expense	165,231	4	123,499	6
6300	R&D expense	172,821	5	130,491	7
6450	Expected credit loss (reversal of loss)	980	-	(465)	-
		442,224	12	335,359	17
	Operating net profit	426,151	11	127,444	6
	Non-operating revenue and expense:				
7100	Interest income	7,008	-	9,349	1
7020	Other gains and losses (Note 6(17))	(68,842)	(2)	5,623	-
7050	Financial cost (Note 6(9))	(15,875)	-	(1,014)	-
		(77,709)	(2)	13,958	1
	Pre-tax net profit	348,442	9	141,402	7
7950	Less: Income tax expense (Note 6(11))	47,775	1	35,466	1
	Net income for the current period	300,667	8	105,936	6
8300	Other comprehensive income:				
8360	Items potentially reclassified as profit or loss subsequently				
8361	Exchange differences from translation of foreign operations' financial statements	14,203	-	15,416	1
8300	Other comprehensive income for the current period	14,203	-	15,416	1
	Total comprehensive income for the current period	<u>\$ 314,870</u>	<u>8</u>	<u>121,352</u>	<u>7</u>
	Net income for the current period attributable to:				
	Owners of parent company	<u>\$ 300,667</u>	<u>8</u>	<u>105,936</u>	<u>6</u>
	Total comprehensive income attributable to:				
	Owners of parent company	<u>\$ 314,870</u>	<u>8</u>	<u>121,352</u>	<u>7</u>
	Basic earnings per share (Unit: NTD) (Note 6(14))	<u>\$ 4.94</u>		<u>1.80</u>	
	Diluted earnings per share (unit: NTD) (Note 6(14))	<u>\$ 4.94</u>		<u>1.79</u>	

(Please refer to the attached notes to Consolidated Financial Statements)

Chairperson:

Chao Yuan-Shan

Manager:

Lin Chun-Hung

Accounting Officer:

Lin Shih-Wen

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Taiwan Microloops Corp. and Subsidiaries
Consolidated Statements of Changes in Equity
For The Years Ended December 31, 2025 and 2024

Unit: NTD Thousand

	<u>Capital stock</u>		<u>Retained earnings</u>			<u>Other equity items</u>		<u>Total equity attributable to owners of the parent company</u>	<u>Total equity</u>
						<u>Exchange differences from translation of foreign operations' financial statements</u>	<u>Unrealized valuation profit/loss from the financial assets measured at fair value through other comprehensive income</u>		
	<u>Common stock capital</u>	<u>Capital reserve</u>	<u>Legal reserve</u>	<u>Special reserve</u>	<u>Undistributed earnings</u>				
Balance as of January 1, 2024	\$ 508,780	400,588	22,236	-	223,391	(4,746)	(14,983)	1,135,266	1,135,266
Net income for the current period	-	-	-	-	105,936	-	-	105,936	105,936
Other comprehensive income for the current period	-	-	-	-	-	15,416	-	15,416	15,416
Total comprehensive income for the current period	-	-	-	-	105,936	15,416	-	121,352	121,352
Appropriation and distribution of earnings:									
Appropriation for legal reserve	-	-	10,582	-	(10,582)	-	-	-	-
Appropriation to special reserve	-	-	-	19,729	(19,729)	-	-	-	-
Cash dividend from common stocks	-	-	-	-	(44,291)	-	-	(44,291)	(44,291)
Stock dividend for common stocks	31,220	-	-	-	(31,220)	-	-	-	-
Capital increase in cash	60,000	300,000	-	-	-	-	-	360,000	360,000
Share-based payment transaction	-	438	-	-	-	-	-	438	438
Balance as of December 31, 2024	<u>600,000</u>	<u>701,026</u>	<u>32,818</u>	<u>19,729</u>	<u>223,505</u>	<u>10,670</u>	<u>(14,983)</u>	<u>1,572,765</u>	<u>1,572,765</u>
Net income for the current period	-	-	-	-	300,667	-	-	300,667	300,667
Other comprehensive income for the current period	-	-	-	-	-	14,203	-	14,203	14,203
Total comprehensive income for the current period	-	-	-	-	300,667	14,203	-	314,870	314,870
Appropriation and distribution of earnings:									
Appropriation for legal reserve	-	-	10,594	-	(10,594)	-	-	-	-
Reversed special reserve	-	-	-	(15,416)	15,416	-	-	-	-
Cash dividend from common stocks	-	-	-	-	(75,000)	-	-	(75,000)	(75,000)
Capital increase in cash	75,000	918,856	-	-	-	-	-	993,856	993,856
Share-based payment transaction	-	11,842	-	-	-	-	-	11,842	11,842
Balance as of December 31, 2025	<u>\$ 675,000</u>	<u>1,631,724</u>	<u>43,412</u>	<u>4,313</u>	<u>453,994</u>	<u>24,873</u>	<u>(14,983)</u>	<u>2,818,333</u>	<u>2,818,333</u>

(Please refer to the attached notes to Consolidated Financial Statements)

Chairperson: Chao Yuan-Shan

Manager: Lin Chun-Hung

Accounting Officer: Lin Shih-Wen

Taiwan Microloops Corp. and Subsidiaries
Consolidated Statements of Cash Flows
For The Years Ended December 31, 2025 and 2024

Unit: NTD Thousand

	2025	2024
Cash flow from operating activities:		
Pre-tax net profit for the current period	\$ 348,442	141,402
Adjustments:		
Income and expense		
Depreciation expense	118,065	95,294
Amortization expense	18,047	17,540
Expected credit loss (reversal of loss)	980	(465)
Interest expense	15,875	1,014
Interest income	(7,008)	(9,349)
Share-based payments	11,842	438
Loss from disposal and scrapping of property, plant, and equipment	14,859	745
Gain on lease modification	(40)	-
Others	136	(8)
Total income and expenses	172,756	105,209
Changes in assets/liabilities related to operating activities.		
Notes and accounts receivable	(873,754)	(177,797)
Other receivables	(39,111)	(13,392)
Inventory	(126,992)	(20,091)
Other financial assets and other current assets	(118,772)	(42,486)
Total net change in assets related to operating activities	(1,158,629)	(253,766)
Notes and accounts payable	367,334	89,799
Other payables	112,721	50,092
Other current liabilities	(21,039)	(1,076)
Total net changes in liabilities related to operating activities	459,016	138,815
Total net changes in assets and liabilities related to operating activities	(699,613)	(114,951)
Total adjustments	(526,857)	(9,742)
Cash inflow (outflow) from operations	(178,415)	131,660
Interest received	6,326	9,707
Interest paid	(15,816)	(1,014)
Income tax paid	(52,506)	(3,444)
Net cash (outflow) inflow from operating activities	(240,411)	136,909
Cash flow from investing activities:		
Decrease (increase) in financial assets measured at amortized cost	(104,641)	7,081
Proceeds from disposal of non-current assets held for sale	-	2,645
Acquisition of property, plant and equipment	(325,200)	(510,677)
Increase in refundable deposits	(5,893)	(1,184)
Acquisition of intangible assets	(6,125)	(19,896)
Decrease (increase) of other non-current assets	29	4,156
Net cash from investing activities	(441,830)	(517,875)
Cash flow from financing activities:		
Increase in short-term borrowings	363,433	19,943
Repayment of lease principal	(37,384)	(39,669)
Payment of cash dividends	(75,000)	(44,291)
Capital increase in cash	993,856	360,000
Net cash inflow from financing activities	1,244,905	295,983
Effect of changes in exchange rate on cash and cash equivalents	15,795	3,842
Increase (Decrease) in cash and cash equivalents for the current period	578,459	(81,141)
Balance of cash and cash equivalents at the beginning of the period	527,687	608,828
Balance of cash and cash equivalents at the end of the period	\$ 1,106,146	527,687

(Please refer to the attached notes to Consolidated Financial Statements)

Chairperson: Chao Yuan-Shan

Manager: Lin Chun-Hung

Accounting Officer: Lin Shih-Wen

Taiwan Microloops Corp.

2025 Earnings Distribution Table

Unit: NTD

Item	Amount
Undistributed earnings at the beginning of the period	153,326,651
Net profit for 2025	300,666,571
10% of earnings set aside as legal reserve	(30,066,657)
Reversed special reserve	4,313,382
Distributable earnings at the end of the period	428,239,947
Distribution item:	
Cash dividend to shareholders (NTD 3.00 per share)	(202,500,000)
Unappropriated earnings at the end of the period	225,739,947

Description: The 2025 earnings should be distributed first.

Chairperson: Chao Yuan-Shan; Manager: Lin Chun-Hung; Accounting Officer: Lin Shih-Wen

Procedure for Acquisition or Disposal of Assets

Comparison Table of Amendments

Amended provision	Current provision	Description
Article 4 Procedures for acquisition or disposal of investments in securities I. Omitted II. Decision procedures for trading terms and authorization limits (I) Trading of securities in a centralized trading market or at a securities dealer's business premises shall be determined by the execution unit based on the market conditions. For the trading of securities not conducted on a centralized trading market or at a securities firm's premises, the Company shall, prior to the date of occurrence, obtain the most recent audited or reviewed financial statements of the target company as a reference for evaluating the transaction price, and shall prepare an analysis report as a basis for decision-making. (II) The authorized transaction amount <u>must be approved in accordance with the Company's approval authority before execution.</u>	Article 4 Procedures for acquisition or disposal of investments in securities I. Omitted II. Decision procedures for trading terms and authorization limits (I) Trading of securities in a centralized trading market or at a securities dealer's business premises shall be determined by the execution unit based on the market conditions. For the trading of securities not conducted on a centralized trading market or at a securities firm's premises, the Company shall, prior to the date of occurrence, obtain the most recent audited or reviewed financial statements of the target company as a reference for evaluating the transaction price, and shall prepare an analysis report as a basis for decision-making. (II) Transactions of NT\$5 million or less must be approved by the President; transactions of more than NT\$5 million and up to NT\$20 million must be approved by the Chairman; transactions of more than NT\$20 million require	I. Subparagraph 1 is not amended. II. To avoid inconsistency with the Approval Authority Management Regulations, the approval process in Subparagraph 2 is amended ensure implementation according to the Regulations. III. Subparagraphs 3, 4, and 5 remain unchanged.

III.~ V. Omitted	the resolution by the Board of Directors before execution.	
Article 5 Procedures for acquisition or disposal of real property, equipment, right-of-use assets thereof and important assets I. Appraisal and operating procedures The acquisition or disposal of real property, equipment, right-of-use assets thereof and important assets shall be subject to the internal control of the Company and this Procedure II. Decision procedures for trading terms and authorization limits (I) Acquisition or disposal of real property shall be based on the announced present value, appraised value, and the actual transaction price of comparable real property to determine the transaction terms and price. For the acquisition or disposal of equipment or important assets, one of the following methods must be used: requesting quotes, comparing prices, negotiating, or issuing a tender. (II) The acquisition or disposal of real property, requires an analysis report for the President to approve. Transactions shall be approved by resolution of the Board of Directors before execution.	Article 5 Procedures for acquisition or disposal of real property, equipment, or right-of-use assets thereof and important assets I. Appraisal and operating procedures The acquisition or disposal of real property, equipment, or right-of-use assets thereof and important assets shall be subject to the internal control of the Company and this Procedure. II. Decision procedures for trading terms and authorization limits (I) Acquisition or disposal of real property shall be based on the announced present value, appraised value, and the actual transaction price of comparable real property to determine the transaction terms and price. For the acquisition or disposal of equipment or important assets, one of the following methods must be used: requesting quotes, comparing prices, negotiating, or issuing a tender. (II) The acquisition or disposal of real property, requires an analysis report for the President to approve. Transactions shall be approved by resolution of the Board of Directors before execution.	I. Revised the wording of Paragraph 1. II. To avoid inconsistency with the Regulations Governing Authorization Limits, the approval procedures set forth in Paragraph 2 were revised to align with the Regulations Governing Authorization Limits. III. Revised the wording of Paragraphs 3 and 4. IV. Added an upper limit on the total investment amount in Paragraph 5.

(III) Analyses of the acquisition or disposal of equipment, rights-of-use assets, and important assets shall be compiled into a report and submitted to the President for approval, <u>and may only be carried out after approval in accordance with the Company’s authorization matrix.</u>	(III) Analyses of the acquisition or disposal of equipment, or rights-of-use assets, and important assets shall be compiled into a report and submitted to the President for approval. 1. Approval authority for transaction amounts: (1) For those that have been included in the investment budget and approved by the Board of Directors, submit them to the President for approval. (2) Those that have not been included in the investment budget shall be approved in accordance with the approval authority outlined below before execution. <table><tr><td>Transaction amount</td><td>Approving unit</td></tr><tr><td>More than NT\$10 million</td><td>Board of Directors</td></tr><tr><td>More than NT\$5 million and up to NT\$10 million.</td><td>Chairperson</td></tr><tr><td>NT\$5 million or less</td><td>President</td></tr></table> 2. Disposal of equipment, or right of use assets thereof, and important assets shall be submitted to the President for approval before execution.	Transaction amount	Approving unit	More than NT\$10 million	Board of Directors	More than NT\$5 million and up to NT\$10 million.	Chairperson	NT\$5 million or less	President
Transaction amount	Approving unit								
More than NT\$10 million	Board of Directors								
More than NT\$5 million and up to NT\$10 million.	Chairperson								
NT\$5 million or less	President								
III. Executing unit When the Company acquires or disposes of real property, equipment, rights-of-use assets, and other important assets, implementation shall be the responsibility of the using unit or the relevant responsible unit after approval is given in accordance with the previously defined approval authority. IV. Appraisal reports on real	III. Executing unit When the Company acquires or disposes of real property, equipment, or rights-of-use assets, and other important assets, implementation shall be the responsibility of the using unit or the relevant responsible unit after approval is given in accordance with the previously defined approval authority. IV. Appraisal reports on real								

property, equipment, rights-of-use assets In acquiring or disposing of real property, equipment, right-of-use assets thereof, where the transaction amount reaches 20 percent of the paid-in capital or NT\$300 million or more, the Company – unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets held for business use – shall obtain an appraisal report from a professional appraiser prior to the occurrence of the event and shall further comply with the following provisions: (I)~(IV) Omitted V. Where the Company and any of its subsidiaries purchase real property and right-of-use assets thereof for purposes other than business, the total investment amount shall not exceed 10% of the net worth stated in the most recent financial statements of the Company <u>or NT\$300 million.</u>	property, equipment, or rights-of-use assets and important assets In acquiring or disposing of real property, equipment, or right-of-use assets thereof, and important assets where the transaction amount reaches 20 percent of the paid-in capital or NT\$300 million or more, the Company – unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets held for business use – shall obtain an appraisal report from a professional appraiser prior to the occurrence of the event and shall further comply with the following provisions: (I)~(IV) Omitted V. Where the Company and any of its subsidiaries purchase real property and right-of-use assets thereof for purposes other than business, the total investment amount shall not exceed 20% of the net worth stated in the most recent financial statements of the Company.	
Article 6 Procedures for acquisition or disposal of intangible assets right-of-use assets thereof or memberships I. Appraisal and operating procedures The Company's acquisition or disposal of intangible assets right-	Article 6 Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof or memberships I. Appraisal and operating procedures The Company's acquisition or disposal of intangible assets or	I. Revised the wording of Paragraph 1. II. To avoid inconsistency with the Regulations Governing Authorization Limits, the approval procedures set forth in Paragraph 2 were revised to align with the Regulations Governing Authorization Limits.

of-use assets thereof or memberships is conducted in accordance with this Procedure. II. Decision procedures for trading terms and authorization limits Approval authority for transaction amounts of acquisition or disposal of intangible assets, right-of-use assets, or memberships shall be subject to the Company’s authorization matrix, and may only be carried out after approval in accordance therewith.	right-of-use assets thereof or memberships is conducted in accordance with this Procedure. II. Decision procedures for trading terms and authorization limits (I) Approval authority for transaction amounts: 1. Those that have been included in the investment budget and approved by the Board of Directors shall be submitted to the President for approval. 2. Those that have not been included in the investment budget shall be approved in accordance with the approval authority outlined below before execution. <table><tr><td>Transaction amount</td><td>Approving unit</td></tr><tr><td>More than NT\$10 million</td><td>Board of Directors</td></tr><tr><td>More than NT\$5 million and up to NT\$10 million.</td><td>Chairperson</td></tr><tr><td>NT\$5 million or less</td><td>President</td></tr></table> (II) Disposal of intangible assets or right of use assets thereof or memberships shall be submitted to the President for approval before execution.	Transaction amount	Approving unit	More than NT\$10 million	Board of Directors	More than NT\$5 million and up to NT\$10 million.	Chairperson	NT\$5 million or less	President	III. Revised the wording of Subparagraphs 3 and 4.
Transaction amount	Approving unit									
More than NT\$10 million	Board of Directors									
More than NT\$5 million and up to NT\$10 million.	Chairperson									
NT\$5 million or less	President									
III. Executing unit When the Company acquires or disposes of intangible assets right-of-use assets thereof or memberships, implementation shall be the responsibility of the using unit and the relevant responsible unit after approval is given in accordance with the previously defined approval authority.	III. Executing unit When the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships, implementation shall be the responsibility of the using unit and the relevant responsible unit after approval is given in accordance with the previously defined approval authority.									
IV. Expert appraisal report on	IV. Expert appraisal report on									

intangible assets right-of-use assets thereof or memberships Where the Company acquires or disposes of intangible assets, or right-of-use assets thereof, or memberships, and the transaction amount reaches 20 percent or more of the paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant prior to the date of the event to render an opinion on the reasonableness of the transaction price.	intangible assets or right-of-use assets thereof or memberships Where the Company acquires or disposes of intangible assets, or right-of-use assets thereof, or memberships, and the transaction amount reaches 20 percent or more of the paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant prior to the date of the event to render an opinion on the reasonableness of the transaction price.	
Article 11 Procedures for Public Disclosure of Information I. Items and standards for public announcement and reporting (I) ~ (III) Omitted (IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: 1. For a company whose paid-in capita is less than NT\$10 billion <u>and whose</u> transaction amount reaches NT\$500 million or more. 2. For a public company whose paid-in capital is NT\$10 billion or more but less than NT\$50 billion and the transaction amount reaches NT\$1 billion or more. 3. For a company whose paid-in capital is NT\$50 billion or more	Article 11 Procedures for Public Disclosure of Information I. Items and standards for public announcement and reporting (I) ~ (III) Omitted (IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. 2. For a public company whose paid-in capital is NT\$10 billion or more and the transaction amount reaches NT\$1 billion or more.	Amended in response to the amendment to Article 31 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on July 24, 2025.

<u>and the transaction amount reaches 5 percent or more of the company's paid-in capital.</u> (V) ~ (VI) Omitted <u>(VII) In the case of a company with paid-in capital reaching NT\$50 billion or more, transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or OTC markets, which do not fall under any of the circumstances listed in the proviso of Subparagraph 8, where the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of the company's paid-in capital.</u> <u>(VIII)</u> Where an asset transaction other than any of those referred to in the preceding <u>seven</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the Mainland China area reaches 20 percent or more of the company's paid-in capital or NT\$300 million or more. Provided, this shall not apply to the following circumstances: 1.~3. Omitted <u>(IX)</u> The amount of transactions referred to in the preceding paragraph shall be calculated as follows. "Within the preceding year" means the year preceding the date of occurrence of the	(V) ~ (VI) Omitted (VII) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the Mainland China area reaches 20 percent or more of the company's paid-in capital or NT\$300 million or more. Provided, this shall not apply to the following circumstances: 1.~3. Omitted (VIII) The amount of transactions referred to in the preceding paragraph shall be calculated as follows. "Within the preceding year" means the year preceding the date of occurrence of the	
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current transaction. Items duly announced in accordance with the provisions need not be counted toward the transaction amount. II. ~ III. Omitted	current transaction. Items duly announced in accordance with the provisions need not be counted toward the transaction amount. II. ~ III. Omitted	
Article 12 Other matters I.~ II. Omitted <u>III. For the calculation of 10 percent of total assets under these Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</u> <u>In the case of a company whose shares have no par value or a par value other than NT\$10 per share, for the calculation of transaction amounts of 20 percent of paid-in capital under these Procedures, 10 percent of equity attributable to owners of the parent company shall be substituted; for the calculation of transaction amounts of 5 percent of paid-in capital under these Procedures, 2.5 percent of equity attributable to owners of the parent company shall be substituted; for calculations under the provisions of these Procedures regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent company shall be</u>	Article 12 Other matters I.~ II. Omitted	In line with the addition in Article 11 of the standards for public announcement and reporting applicable to public companies with paid-in capital of NT\$50 billion or more, the calculation methods for 5 percent of paid-in capital and for paid-in capital of NT\$50 billion or more are specified for companies whose shares have no par value or a par value other than NT\$10 per share.

<u>substituted; and for calculations under the provisions of these Procedures regarding transaction amounts relative to paid-in capital of NT\$50 billion, NT\$100 billion of equity attributable to owners of the parent company shall be substituted.</u>		
Article 15 Promulgation, implementation, and amendment Omitted This Procedure was made on June 24, 2020. The 1st amendment was made on July 7, 2021. The 2nd amendment was made on June 29, 2022. The 3rd amendment was made on June 20, 2023. The 4th amendment was made on June 19, 2024. <u>The 5th amendment was made 2 June 23, 2026.</u>	Article 15 Promulgation, implementation, and amendment Omitted This Procedure was made on June 24, 2020. The 1st amendment was made on July 7, 2021. The 2nd amendment was made on June 29, 2022. The 3rd amendment was made on June 20, 2023. The 4th amendment was made on June 19, 2024.	A date of amendment is added.

Regulations Governing the Issuance of New Restricted Shares to Employees in 2026

Article I Purpose of Issuance

To attract and retain the professional talent required by the Company, motivate employees and strengthen employee cohesion, jointly create benefits for the Company and its shareholders, and ensure that the interests of the Company's employees are aligned with those of shareholders, the Company has established the Company's 2026 Rules Governing the Issuance of New Restricted Employee Shares (hereinafter referred to as the "Rules") in accordance with Article 267, Paragraph 9 of the Company Act, Article 22 of the Securities and Exchange Act, and the relevant provisions of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" promulgated by the Financial Supervisory Commission (hereinafter referred to as the "Offering and Issuance Regulations").

Article II Issue Period

Within two years from the date of receipt of the notice of effective registration from the competent authority, the shares may be issued in one tranche or in multiple tranches depending on actual needs. The actual issuance date and related operational matters shall be determined by the Chairperson as authorized by the Board of Directors.

Article III Qualifications and Conditions for Employees

- I. Regular full-time employees of the Company who have been employed by the Company for at least three months as of the grant date of the new restricted employee shares.
- II. The number of new restricted employee shares that may be allocated shall be determined by taking into consideration the allocation standards formulated based on years of service, position level, overall contribution, operating status, and other factors, as well as the Company's operating needs and business development strategies. The allocation shall be approved by the Chairperson and then submitted to the Board of Directors for approval. For employees who are directors or managerial officers, approval by the Remuneration Committee shall be obtained first. For employees who are not managerial officers, consent of the Audit Committee shall be obtained first. The matter shall then be submitted to the Board of Directors for resolution.
- III. When the Company issues new restricted employee shares and employee stock warrants, the cumulative number of new restricted employee shares obtained by a single employee, combined with the cumulative number of shares subscribable under employee stock warrants granted to such employee and issued by the Company pursuant to Article 56-1, Paragraph 1 of the Offering and Issuance Regulations, shall not exceed 0.3% of the Company's total issued shares. The foregoing, when further combined with

the cumulative number of shares subscribable under employee stock warrants granted to such employee and issued by the Company pursuant to Article 56, Paragraph 1 of the Offering and Issuance Regulations, shall not exceed 1% of the Company's total issued shares. With special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted employee shares obtained by a single employee may be exempted from the foregoing percentage restrictions.

Article IV Total Issuance Amount

A total of 100,000 common shares will be issued, with a par value of NT\$10 per share and a total issue amount of NT\$1,000,000.

Article V Vesting Conditions for the New Restricted Employee Shares and Restrictions on Rights Attached to the Shares

- I. Issue price: The shares will be issued gratuitously.
- II. Types of shares to be issued: New common shares of the Company.
- III. Vesting conditions:
 - (I) After being allocated new restricted employee shares, employees must meet all of the following conditions before the shares may vest:
 1. The employee remains employed by the Company on the expiration date of each vesting period. The vesting period refers to the period from the date on which the employee is allocated the new restricted employee shares to the date on which the shares subject to the vesting conditions for each year have vested and the transfer restrictions are lifted.
 2. During each vesting period, the employee has not violated any contract entered into with the Company or the Company's work rules.
 3. The employee achieves the corporate operating performance indicators set by the Company. (Note: "Threshold value" means that "2026 net operating revenue growth compared with 2025 reaches 35% and the growth rate of earnings per share after tax reaches 50%;" "Target value" means that "2026 net operating revenue growth compared with 2025 reaches 90% and the growth rate of earnings per share after tax reaches 100%.")
 4. The employee achieves the employee performance appraisal indicators set by the Company. (That is, the employee's performance appraisal grade for the most recent year upon expiration of the vesting period must be at least "A" or above).

- (II) The maximum percentage of shares that may vest in each year is: 30% upon the first anniversary after issuance, 30% upon the second anniversary after issuance, and 40% upon the third anniversary after issuance. The actual percentage and number of shares that may vest in each year shall be calculated according to the achievement of the corporate operating performance indicators. Details are as follows.

The number of shares that may vest shall be calculated according to the following table based on the Company's 2026 consolidated financial statements audited and attested by CPAs. The calculation results shall be rounded down to the nearest whole share, and any fraction of less than one share shall be disregarded.

	Vesting share ratio
Threshold value	50%
Target Value	100%

- IV. If any of the following circumstances occurs, the new restricted employee shares that have not yet vested shall be handled as follows:
- (I) After being allocated new restricted employee shares, if an employee is not employed on the vesting date, violates the Company's labor contract, work rules, non-competition covenant, confidentiality agreement, or any contractual agreement with the Company, or fails to achieve the individual performance appraisal indicators set by the Company, the Company shall have the right, upon the occurrence of any of the foregoing events, to reclaim without consideration and cancel the new restricted employee shares for which the vesting conditions have not been met.
- (II) During the vesting period, if an employee voluntarily resigns, is dismissed, or is laid off, the shares previously allocated to the employee but not yet vested shall be reclaimed by the Company without consideration and canceled.
- (III) Leave without pay: The rights and obligations relating to the new restricted employee shares that have not yet vested shall not be affected and shall remain subject to these Rules. If the employee is on leave without pay on the vesting date, the vesting conditions shall be deemed not to have been met, and the Company shall reclaim and cancel the new restricted employee shares that have not yet vested. If the leave without pay under this subparagraph meets certain conditions, the rights and obligations relating to the new restricted employee shares that have not yet vested shall not be affected after approval by the Chairperson.
- (IV) If an employee is unable to continue employment due to physical disability caused by an occupational accident, the new restricted employee shares that have not yet vested shall be deemed to have met all vesting conditions as of the effective date of the employee's resignation.

- (V) If an employee dies due to an occupational accident, the new restricted employee shares that have not yet vested shall be deemed to have met all vesting conditions on the date of the employee's death. After the heirs complete the necessary statutory procedures and provide relevant supporting documents, they may apply to receive the shares or the disposed rights and interests to which they are entitled by inheritance.
 - (VI) Death from ordinary causes: If an employee dies, the new restricted employee shares that have not yet vested shall be deemed not to have met the vesting conditions, and the Company shall reclaim without consideration and cancel such shares.
- V. Restrictions on rights attached to the shares before vesting conditions are met:
- (I) After an employee is allocated the new shares and before the vesting conditions are met, except in the case of inheritance, the employee may not sell, pledge, transfer, gift, create any encumbrance on, or otherwise dispose of the new restricted employee shares.
 - (II) After an employee is allocated the new shares and before the vesting conditions are met, the rights to attend shareholders' meetings, make proposals, speak, vote, and elect shall be the same as those attached to the Company's issued common shares, and shall be exercised in accordance with the share trust custody agreement.
 - (III) Before the vesting conditions are met, the other rights attached to the new restricted employee shares allocated to employees under these Rules, including but not limited to dividends, bonus distributions, rights to receive distributions from the legal reserve and capital reserve, and rights to subscribe for new shares in cash capital increases, shall be the same as those attached to the Company's issued common shares, and the relevant procedures shall be carried out in accordance with the share trust custody agreement.
 - (IV) During the period from the book closure date for the Company's gratis share distributions, the book closure date for cash dividends, the book closure date for subscription to new shares in cash capital increases, the book closure period for shareholders' meetings prescribed in Article 165, Paragraph 3 of the Company Act, or any other statutory book closure period based on the occurrence of facts, until the record date for distribution of rights, the timing and procedures for lifting restrictions on vested shares for employees who meet the vesting conditions during such period shall be carried out in accordance with the share trust custody agreement or relevant laws and regulations.

VI. Other agreed-upon matters:

- (I) After the new restricted employee shares are issued, they shall be immediately delivered into trust custody. Before the vesting conditions are met, employees may not request the trustee to return the new restricted employee shares for any reason or by any means.
- (II) During the period in which the new restricted employee shares are held in trust custody, the Company, or a person designated by the Company, shall be fully authorized to act on behalf of the employees in dealing with the share trust custody institution with respect to matters including, but not limited to, the negotiation, execution, amendment, extension, rescission, and termination of the share trust custody agreement, and instructions for the delivery, utilization, and disposal of the trust custody property.

Article VI Contract Signing and Confidentiality

- I. Employees allocated new restricted employee shares shall be deemed to have obtained the new restricted employee shares only after completing the execution of the "Consent Letter for Receipt of New Restricted Employee Shares" and the relevant trust custody procedures as notified by the department in charge of the Company. Employees who fail to complete the execution of the relevant documents in accordance with the requirements shall be deemed to have waived the new restricted employee shares.
- II. Employees and any owners who obtain new restricted employee shares and derivative rights and interests pursuant to these Rules shall comply with these Rules and the provisions of the "Consent Letter for Receipt of New Restricted Employee Shares." Any violation shall be deemed a failure to meet the vesting conditions. They shall also comply with the Company's compensation confidentiality requirements and may not inquire about others' information, disclose the contents or number of new restricted employee shares granted, or inform others of the contents of this case or their personal rights and interests. In the event of any violation, the Company shall have the right to reclaim without consideration and cancel the new restricted employee shares for which the vesting conditions have not yet been met.

Article VII Taxes

Taxes relating to the new restricted employee shares allocated pursuant to these Rules shall be handled in accordance with the tax laws of the Republic of China in force at the time.

Article VIII Other important matters

- I. These Rules shall take effect after approval by more than one-half of the directors present at a Board of Directors meeting attended by at least two-thirds of all directors and after registration with the competent authority becomes effective. If amendments are subsequently required due to requirements of the competent authority's review or other factors, the Chairperson is authorized to amend these Rules, provided that the issuance may proceed only after the amendments have subsequently been submitted to and ratified by the Board of Directors.
- II. Any matters not covered in these Rules shall be handled in accordance with the relevant laws and regulations.

TAIWAN MICROLOOPS CORP.**List of Director Candidates**

Category	Candidate Name	Education	Experience	Number of Shares Held (Unit: share)
Director	Chen Hui-Yu	Bachelor of Science, Department of Animal Science, National Taiwan University	Current position: Chairperson, Choice Development, Inc. Chairman, The Life Insurance Association of the Republic of China Chairperson, ezTravel Co., Ltd. Director, TransGlobe Life Insurance Inc. Director, Shihlin Development Co., Ltd. Director, Prospect Hospitality Co., Ltd. Director, Ronald McDonald House Charities Taiwan Independent Director, Maywufa Company Ltd. Independent Director, TECO Electric & Machinery Co., Ltd. Independent Director, TCM Biotech International Corp. Supervisor, Deyi Co., Ltd. Vice Chairman, Taiwan Financial Services Federation Secretary-General, National Taiwan University Distinguished Alumni Association Experience: Chairperson, Value Partners Concord Asset Management Co., Ltd.	145,198

Category	Candidate Name	Education	Experience	Number of Shares Held (Unit: share)
Director	Chou Chia-Chu	MBA, National Taiwan University	Current position: Chairman, Huan Ching Construction Co., Ltd. Director, Ruize Biotechnology Co., Ltd. Director, Huan Hao Construction Co., Ltd. Director, Huan Pin Construction Co., Ltd. Director, Lei Wei Optoelectronics Technology Co., Ltd. Director, Kai De Precision Industry Co., Ltd. Director, Key Ware Electronics Co., Ltd. Director, He-Chang Co., Ltd. Supervisor, China Construction Management Co., Ltd. Vice President, Savior Lifetec Corporation Vice President of Investment Department, Han Yow Investment Consulting Co., Ltd. Experience: Representative of corporate director, Key Ware Electronics Co., Ltd. Director, He-Chang Co., Ltd. Director, Savior Lifetec Corporation	-

Details on Lifting of Non-competition Restriction on Directors

Identity	Name	Concurrent position
Director	Heng Lang Co., Ltd. Representative: Chao Yuan-Shan	Chairperson, Huizhou Huiliqinn Technology Co., Ltd. Director, Weibo Investment Co., Ltd. Independent Director, Global Brands Manufacture Ltd.
Director	Heng Lang Co., Ltd. Representative: Chao Yuan-Chi	Independent Director, Primasia Securities Co., Ltd. Representative of corporate director, Key Ware Electronics Co., Ltd. Director, Concepta Investments Limited Supervisor, Bei Guan Power Corporation President, Cheng Da Financial Management Consulting Limited Chairperson, Concord Asia Finance Ltd Director, Han Yow Investment Consulting Co., Ltd. Supervisor, Heng Lang Co., Ltd. Director, Shanghai Village Culinary Co., Ltd. Director, Taian Green View Co., Ltd. Director, Dayu Optoelectronics Co., Ltd. Director, East Asia Construction Manager Co., Ltd. Independent Director, Mercuries & Associates Holding Limited Director, Tunghai University Director, Cheng Hsin General Hospital
Director	Heng Lang Co., Ltd. Representative: Lin Chun-Hung	President, Huizhou Huiliqinn Technology Co., Ltd.
Director	Hu I-Kan	Director, Panlabs Biologics Inc. Director, Hong Rui Industrial Co., Ltd. Director, Hua Sheng International Co., Ltd. Supervisor, Bei Guan Power Corporation Supervisor, Chong Ben Construction Co., Ltd. Chairperson, Hsin Lan Investment Limited. Director, Protect Animal Health Incorporation

Details on Lifting of Non-competition Restriction on Directors

Identity	Name	Concurrent position
Director	Chen Hui-Yu	Chairperson, Choice Development, Inc. Chairman, The Life Insurance Association of the Republic of China Chairperson, ezTravel Co., Ltd. Director, TransGlobe Life Insurance Inc. Director, Shihlin Development Co., Ltd. Director, Prospect Hospitality Co., Ltd. Director, Ronald McDonald House Charities Taiwan Independent Director, Maywufa Company Ltd. Independent Director, TECO Electric & Machinery Co., Ltd. Independent Director, TCM Biotech International Corp. Supervisor, Deyi Co., Ltd. Vice Chairman, Taiwan Financial Services Federation Secretary-General, National Taiwan University Distinguished Alumni Association
Director	Chou Chia-Chu	Chairman, Huan Ching Construction Co., Ltd. Director, Ruize Biotechnology Co., Ltd. Director, Huan Hao Construction Co., Ltd. Director, Huan Pin Construction Co., Ltd. Director, Lei Wei Optoelectronics Technology Co., Ltd. Director, Kai De Precision Industry Co., Ltd. Director, Key Ware Electronics Co., Ltd. Director, He-Chang Co., Ltd. Supervisor, China Construction Management Co., Ltd. Vice President, Savior Lifetec Corporation Vice President of Investment Department, Han Yow Investment Consulting Co., Ltd.

Details on Lifting of Non-competition Restriction on Directors

Identity	Name	Concurrent position
Independent Director	Pan Jung-Chun	Director, Lixian Social Welfare Foundation Director, Full Long Securities Co., Ltd. Supervisor, Chinese Financial Research and Development Association
Independent Director	Hsing Chih-Chung	Chairperson, CHUNG WAN CORP., LTD.
Independent Director	Chang Min-Yu	Independent Director, Taishin Shin Kong Financial Holding Co., Ltd. Independent Director, Taishin International Bank CPA, Min-Yu Chang CPA Firm

Rules of Procedure for Shareholders' Meetings

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX-Listed Companies.
- Article 2 Except as otherwise provided by law or the Articles of Incorporation, the procedure for shareholders' meetings of the Company shall be governed by the Rules.
- Article 3 Except as otherwise provided by law, the shareholders' meeting of the Company shall be convened by the Board of Directors.

Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than the delivery of the shareholders' meeting notice.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials related to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders' meeting or 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders' meeting or 15 days before the date of the special shareholders' meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made at least 30 days before the regular shareholders' meeting. In addition, at least 15 days before the date of the shareholders' meeting, the Company shall have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall be displayed at this Corporation and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda handbook and supplementary materials referred to in the preceding paragraph available for shareholders to read:

- I. For physically conducted shareholders' meetings, they shall be distributed at the site of the meeting.
- II. For hybrid shareholders meetings, they shall be distributed on-site at the meeting and shared on the virtual meeting platform in electronic form.

III. For virtual shareholders' meetings, they shall be shared on the video conferencing platform in electronic form.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, changes to the Articles of Incorporation, capital reduction, application for cessation of public offering, approval for directors to compete with the Company, capital increase from retained earnings or capital reserves, company dissolution, merger, spin-off, or all matters specified in Paragraph 1, Article 185 of the Company Act, Article 26-1, and Article 43-6 of the Securities and Exchange Act, as well as Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out with a description of the main details in the reasons for convening the shareholders' meeting. None of the said matters may be raised by extempore motion.

Where a new election of all directors and the date when the elected directors begin their term have been specified in the reasons for convening the shareholders' meeting, the meeting may not change that date through an extempore motion or any other way after the election has been completed at the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to only one, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any sub-paragraph of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

A shareholder may propose a recommendation urging the corporation to promote public interests or fulfill its social responsibilities, provided that the number of items proposed is limited to one in accordance with Article 172-1 of the Company Act; proposals containing more than one item will not be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, the methods for receiving the proposals in written or electronic form, and the location and time period for the receipt of the proposals. The time period for the receipt of proposals may not be less than ten days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in the discussion of the proposal.

Prior to the date on which the notice of a shareholders' meeting is delivered, the Company shall inform the shareholders who submitted proposals of the proposal screening results and list the proposals that conform to the provisions of this article in the meeting notice. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to revoke the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy revocation shall be submitted to the Company 2 business days before the meeting date. If the revocation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, the shareholder wishes to attend the shareholders' meeting virtually, a written notice of proxy revocation shall be submitted to the Company 2 business days before the meeting date. If the revocation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles determining the time and place of a shareholders' meeting)

The venue for a shareholders' meeting shall be the premises of the Company, or a place that is easily accessible to shareholders and is suitable for a shareholders' meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the venue and time of the meeting.

The restrictions on the venue of the meeting as referred to in the preceding paragraph shall not apply when the Company convenes a virtual shareholders' meeting.

Article 6 (Preparation of documents such as the attendance book)

The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (hereinafter collectively referred to as "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked, and a sufficient number of suitable personnel shall be assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish a signature book for attending shareholders to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda handbook, annual report, attendance card, speaker's slips, voting slips and other meeting materials. If there is an election of directors, the election ballots shall also be furnished.

When the government or a juridical person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juridical person is appointed to attend the shareholders' meeting as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders' meeting, shareholders who wish to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda handbook, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1 (Convening a virtual shareholders' meeting and particulars to be included in the shareholders' meeting notice)

To convene a virtual shareholders' meeting, the Company shall include the following particulars in the notice of the shareholders' meeting:

- I. How shareholders attend the virtual meeting and exercise their rights
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

- (I) To what time the meeting is postponed, or from what time the meeting will resume if the above obstruction continues and cannot be removed; and the date to which the meeting is postponed or on which the meeting will resume.
 - (II) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (III) In the case of a hybrid shareholders' meeting, if the virtual meeting cannot continue and the total number of shares represented at the meeting meets the minimum legal requirement for a shareholders' meeting after deducting those represented by shareholders attending the meeting virtually, then the shareholders' meeting shall continue. The shares represented by shareholders attending the meeting virtually shall be counted toward the total number of shares represented by shareholders present at the meeting, and the shareholders attending the meeting virtually shall be deemed to be abstaining from voting on all proposals on the list of proposals to be discussed at that shareholders' meeting.
 - (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- III. To convene a virtual shareholders' meeting, appropriate alternative measures for shareholders who have difficulties attending the virtual meeting online shall be specified.

Article 7 (The Board of Directors and non-voting participants of a shareholders' meeting)

If the shareholders' meeting is convened by the Board of Directors, the chairperson shall be the presiding chair. When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juridical person director that serves as chair.

It is advisable that the shareholders' meetings convened by the Board of Directors be chaired by the chairperson of the board in person, and attended by a majority of

the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders' meeting is convened by a party with the convening right other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, the chair of the meeting shall be elected from among themselves.

The Company may appoint its attorneys, certified public accountants, or other related persons retained by it to attend a shareholders' meeting.

Article 8 (Documentation of a shareholders' meeting by audio or video)

The Company, starting from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials as set forth in the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

When a shareholders' meeting is held virtually, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record the entire proceedings of the virtual meeting without interruption.

The information as well as the audio and video recording as set forth in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and the copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9 Attendance at shareholders' meetings shall be calculated based on the numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, added to the number of shares with voting rights that are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose the information concerning the number of non-voting shares and the number of shares represented by the shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour,

may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within a month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting virtually shall re-register with the Company in accordance with Article 6.

If the attending shareholders represent a majority of the total number of issued shares before the end of the meeting, the chair may resubmit the tentative resolution for a vote at the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10 If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extempore motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with convening right other than the Board of Directors.

The chair may not declare the meeting adjourned before the completion of deliberation on the meeting agenda (including extempore motions) as set forth in the preceding two paragraphs, except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11 (Shareholder speech)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the presiding chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If a shareholder speaks in contravention of the rules or beyond the scope of the subject, the chair may terminate his/her speech.

When an attending shareholder is speaking, the other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and that of the shareholder who has the floor. Any interference shall be terminated by the chair.

When a juridical person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

When a virtual shareholders' meeting is convened, the shareholders attending the virtual meeting may raise questions in written form on the virtual meeting platform, starting from the chair's declaration of opening of the meeting to the chair's declaration of adjournment of the meeting. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words, and the regulations in Paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable that the questions be disclosed to the public on the virtual meeting platform.

Article 12 (Calculation of voting shares and recusal system)

The voting at a shareholders' meeting shall be calculated based on the number of shares.

With respect to resolutions at shareholders' meetings, the number of shares held by shareholders with no voting rights shall not be counted toward the total number of the issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this

Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares of which voting rights may not be exercised as set forth in the preceding paragraph shall not be counted toward the number of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excluded.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Paragraph 2, Article 179 of the Company Act.

When the Company holds a shareholders' meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder who exercises his/her voting rights by correspondence or A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to the original proposals of that meeting. Therefore, it is advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means as set forth in the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, unless a declaration is made to cancel the earlier declaration of intent.

In the event a shareholder intends to attend the shareholders' meeting in person or virtually after having exercised his/her/their voting rights by correspondence or electronic means, a written declaration of intent to retract the exercised voting rights as set forth in the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means and appointed a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting on each proposal, the chair or the person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the number of votes for and against and the number of abstentions, shall be entered on the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal along with the original proposal and decide the order in which they will be put to a vote. When any one among them is approved, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

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

When the Company convenes a virtual shareholders' meeting, after the chair declares the opening of the meeting, shareholders attending the meeting virtually shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the end of the voting session; otherwise, they will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once when the chair announces the end of the voting session, and the results of the votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting virtually in accordance with the requirements in Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration 2 days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting virtually.

If the shareholder exercises the voting right in writing or by way of electronic transmission, and has not revoked the intent of expression, and participates in the shareholders' meeting by way of video conferencing, except for extempore motions, the shareholder shall not exercise the voting right on the original proposal or make

any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

- Article 14 The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-the-spot immediately, including the names of those elected as directors and the numbers of votes with which they were elected as well as the names of directors and supervisors not elected and the number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

- Article 15 Matters subject to resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed by the chairperson or stamped with his/her seal and distributed to all shareholders within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes as set forth in the preceding paragraph by means of a public announcement made on the MOPS.

The meeting minutes shall faithfully record the year, month, date and place of the meeting, the full name of the chair, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights). They shall also disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

When a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the starting time and the end time of the shareholders' meeting, how the meeting is convened, the name of the chair and the secretary, actions to be taken in the event of disruption to the virtual meeting platform or to the participation in the virtual meeting due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual shareholders' meeting, other than compliance with the requirements described in the preceding paragraph, the Company shall specify in the meeting minutes the alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting.

Article 16 (Public disclosure)

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event of a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever new statistics about the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under the regulations of the Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When the proctors or the security personnel help maintain order at the meeting place, they shall wear identification cards or armbands bearing the word "Proctor."

At the place of a shareholders' meeting where loudspeakers are equipped, if a shareholder speaks through any device other than the public address equipment set up by the Company, the chair may terminate his/her speech.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructs the proceedings and refuses to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 (Recess and resumption of a shareholders' meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extempore motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 (Disclosure of information at virtual meetings)

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

Article 20 (Location of the chair and secretary of virtual-only shareholders' meeting)

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

Article 21 (Handling of disconnection)

In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve technical communication issues.

In the event of a virtual shareholders' meeting, except for circumstances where a meeting is not required to be postponed or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, when declaring the opening of the meeting, the chair shall also announce that if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed or resumed on another date within 5 days; in this case, Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected virtual shareholders' meeting shall not attend the postponed or resumed session.

At a meeting to be postponed or resumed as described in the second paragraph, the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in to the meeting but do not attend the postponed or resumed session, the number of shares represented by and voting/election rights exercised by these shareholders shall be counted toward the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast, counted, and the voting result or the list of elected directors has been announced.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in the second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting shall be counted toward the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

During the dates or period as set forth in the second half of Article 12 and Paragraph 3, Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and Paragraph 2, Article 44-5, Article 44-15 and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 22 (Handling of digital divide)

When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting through video conferencing.

Article 23 These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Article 24 These Rules were established on December 26, 2019. The 1st amendment was made on May 25, 2021. The 2nd amendment was made on June 29, 2022. The 3rd amendment was made on June 20, 2023.

Taiwan Microloops Corp.

Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company is incorporated in accordance with the Company Act under the name of 邁科科技股份有限公司 (English name Taiwan Microloops Corp.)
- Article 2 The business services of the Company are as follows:
- (1) CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 - (2) CC01060 Wired Communication Mechanical Equipment Manufacturing
 - (3) CC01070 Wireless Communication Mechanical Equipment Manufacturing
 - (4) CC01080 Electronics Components Manufacturing
 - (5) CC01990 Electrical Machinery, Supplies Manufacturing
 - (6) CC01110 Computer and Peripheral Equipment Manufacturing
 - (7) CC01120 Data Storage Media Manufacturing and Duplicating
 - (8) CD01030 Automobiles and Parts Manufacturing
 - (9) F219010 Retail Sale of Electronic Materials
 - (10) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval
- Article 3 The Company is headquartered in New Taipei City. Branches may be established domestically or abroad, if needed, subject to the resolution of the Board of Directors.
- Article 4 The Company shall make announcements, if any, in accordance with Article 28 of the Company Act.

Chapter 2 Shares

- Article 5 The total amount of the Company's capital stock is NTD 1 billion divided into 100 million shares at a par value of NTD 10 per share. The Board of Directors is authorized to issue the unissued shares in

tranches depending on actual needs. The capital amount referred to in the preceding paragraph includes NTD 75 million for the issuance of employee stock warrants totaling 7.5 million shares at NTD 10 per share. The warrants may be issued in tranches according to the resolution of the Board of Directors.

The Company may issue employee stock warrants not subject to the price restrictions set forth in Article 53 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers,” but such issuance shall be approved by more than two-thirds of the voting rights represented at the shareholders’ meeting at which a majority of the total issued capital stocks are present, and may be reported and carried out in tranches within a year upon the date of the resolution of the shareholders’ meeting.

The employees of the controlled or affiliated company who have met certain criteria are entitled to receive the employee stock warrants, purchase the new shares, and receive the restricted stock for employees issued by the Company, as well as acquire the treasury stocks bought back and transferred by the Company according to the Company Act.

Article 6 The Company may be exempted from printing any share certificate, and shall register such issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

Article 7 Changes in the shareholder register shall be suspended within 60 days prior to a regular shareholders’ meeting, within 30 days prior to an extraordinary shareholders’ meeting, or within five days prior to the base date for the distribution of dividends and bonuses or other benefits.

Chapter 3 Shareholders’ Meeting

Article 8 There are two types of shareholders’ meetings as follows:
(1) The general shareholders’ meeting shall be convened by the Board of Directors within six months after the end of each fiscal year, unless otherwise approved by the competent authority for justifiable reasons.

- (2) Extraordinary shareholders' meetings may be convened in accordance with the law whenever necessary.
The Company's shareholders' meeting may be held by video conference or other means as announced by the central competent authority. If the competent authority has otherwise specified the conditions, procedures and other matters that should be complied with for holding a video shareholders' meeting, such provisions shall prevail.

Article 9 (deleted)

Article 10 If the shareholders' meeting is convened by the Board of Directors, the Chairperson shall preside over the meeting. When the Chairperson is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairperson shall be designated in accordance with Article 208 of the Company Act.

Article 11 The shareholder who is unable to attend a shareholders' meeting for whatever reason may appoint a proxy by presenting the letter of attorney provided by the Company and explicitly filling it out with the scope of the proxy. The appointment of proxy for attending the meeting is subject to Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" published by the competent authority.

Article 12 A shareholder shall have one voting right for each share held, except for the circumstances specified in Article 157, Subparagraph 3 and Article 179 of the Company Act and relevant laws and regulations. When the Company holds a shareholders' meeting, the shareholders may exercise their voting rights in writing or electronically. Shareholders who exercise their voting rights in writing or electronically are deemed to be present in person, and all related matters shall be handled in accordance with the provisions of the law.

Article 13 Unless otherwise provided by applicable laws and regulations, any resolution of a shareholders' meeting shall be adopted by a majority of the voting rights held by the shareholders attending the meeting

at which shareholders representing a majority of the total outstanding shares are present.

Matters subject to resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed by the chairperson or stamped with his/her seal and distributed to all shareholders within 20 days after the conclusion of the meeting. The meeting minutes under the preceding paragraph shall be prepared and distributed in accordance with Article 183 of the Company Act.

Article 13-1: If the Company, after completion of a public offering of shares, intends to cancel the public offering, this must be subject to the approval of more than two-thirds of the voting rights represented at a shareholders' meeting at which a majority of the total issued capital stocks are present. This provision shall not be modified or amended during the period in which the Company is listed in the emerging stock market or as a company in the TWSE/TPEx market.

Chapter 4 Directors and Audit Committee

Article 14 The Company shall have seven to nine seats of Directors with a term of office of 3 years. The election of directors shall be based on the nomination system of candidates. All the directors shall be elected from persons of adequate capacity at the shareholders' meeting, and may be re-elected for consecutive terms.
The shareholding ratio of all the directors is subject to the regulations of the competent authority authorities in charge of securities exchange.
The Company may purchase liability insurance for all directors with respect to the liabilities resulting from exercising their duties during their term of office.

Article 14-1: The number of directors mentioned above shall include no fewer than three independent directors that represent no less than one-fifth of the Board. The professional qualifications, shareholdings, term of office, restrictions on concurrent employment, nomination and election of independent directors and other matters to be followed

shall be in accordance with the relevant regulations of the competent securities authorities.

Article 14-2: The Board of Directors may establish functional committees in accordance with the law. The establishment and duties of the relevant committees shall be handled in accordance with the regulations of the competent authorities.

Article 14-3: The Company has established the Audit Committee in accordance with relevant provisions of the Securities and Exchange Act. The Audit Committee consists of all independent directors and shall not be fewer than three members. The formation, duties, meeting procedures, and other requirements of the Audit Committee shall be subject to the regulations of the competent authority in charge of securities exchange.

Article 14-4 (deleted)

Article 15 The Board of Directors shall be formed by directors. One chairperson shall be elected from among the directors at the Board of Directors meeting attended by more than two-thirds of the directors with the approval of more than half of the directors present at the meeting. A Vice Chairperson shall be elected in the same way. The Chairperson shall represent the Company externally and perform his/her duties and powers in accordance with the law.

Article 16 Except as otherwise specified by the Company Act, the meetings of the Board of Directors shall be convened by the Chairperson. For convening a Board meeting, the reasons for the meeting shall be specified in the notice to be sent to each director 7 days prior to the meeting; provided, however, that in the event of an emergency, the Board meeting may be convened at any time. The Board meeting notice may be sent to each director by letter, e-mail or facsimile. Except as otherwise provided in the Company Act, a resolution of the Board of Directors shall be made with the presence of a majority of the directors and the consent of a majority of the directors' present.

Article 17 When the Chairperson is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairperson shall be designated in accordance with Article 208 of the Company Act. The director who is unable to be present at the meeting for whatever reasons may appoint another director to attend the meeting on his/her behalf by issuing a proxy detailing the scope of authorization based on the reasons for the meeting. Each director may only accept the delegation from one director. Each director may only accept the delegation from one director. The Board of Directors may be held in the form of a video conference. The directors participating in the video conference shall be deemed to be attending the meeting in person.

Article 18 (deleted)

Article 19 The remuneration to directors shall be determined by the Board of Directors based on the degree of their involvement in and the value of their contribution to the operations of the Company, with reference to the standards of other companies in the industry and the operating status of the Company.

Chapter 5 Managerial Officers

Article 20 The Company may appoint managerial officers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 21 The Company's fiscal year is from January 1 to December 31.

Article 22 The Board of Directors is responsible for preparing the following statements and reports at the end of each fiscal year and submitting them to the general shareholders' meeting for ratification.

- (1) Business Report
- (2) Financial Statements.
- (3) Proposal for distribution of earnings or offset of losses.

Article 23 If the Company makes a profit in a year, no less than 3% of the profit shall be distributed as remuneration to employees and no less than 1.5% of the employee remuneration shall be distributed for basic-level employees; and no more than 3% of the profit shall be distributed as remuneration to directors. The remuneration to employees, as mentioned in the preceding paragraph, may be paid in the form of stock or cash. The remuneration may be paid to employees of the Company or its subsidiaries who meet the criteria set forth by the Board of Directors. The remuneration to directors as mentioned in the preceding paragraph may only be paid in cash. However, if the Company has accumulated losses, the amount of loss shall be covered first. The distribution of remuneration to employees and directors in the current year shall be resolved by Board of Directors with the presence of at least two-thirds of the directors and the approval of a majority of the directors present and reported to the shareholders' meeting.

The profit referred to above shall be the net profit before tax of a fiscal year prior to deduction of the remuneration to employees and directors.

Article 23-1: If the Company has earnings in the annual final accounts, the earnings should be distributed in the following order:

- (i) Payment of taxes and levies.
- (ii) Offset of accumulated losses
- (iii) 10% of the surplus set aside as the legal reserve in accordance with the law, unless it has reached the same amount as the paid-in capital.
- (iv) Special reserve set aside or reversed in accordance with the law or the regulations or the competent authority.
- (v) In addition to paying dividends, the surplus left, if any, may be added to the undistributed earnings from previous years to calculate the bonus to shareholders. The Board of Directors prepares an earnings distribution proposal in accordance with the dividend policy in Paragraph 2 of this Article, and submits it to the shareholders' meeting for resolution on the distribution of dividends and bonuses to shareholders.

As the Company's business grows, the dividend distribution policy must be based on the Company's current and future investment environment, capital needs, domestic and foreign competition, and capital budgets, while taking into account shareholders' interests, balancing dividends, and the Company's long-term financial planning. The Board of Directors shall prepare a proposal for the distribution of dividends every year in accordance with the law and submit it to the shareholders' meeting. The Company's shareholders' dividends may be paid in cash or stock. The total amount of shareholders' dividends shall not be less than 5% of the distributable earnings. The percentage of cash dividends distributed to shareholders shall not be less than 10% of the total dividends.

The Company authorizes the Board of Directors to distribute dividends and bonuses, capital reserves in whole or in part, and legal reserves in cash by resolving at a meeting with the presence of at least two-thirds of the directors and the approval of a majority of the directors present, which will be reported to the shareholders' meeting. The provisions of these Articles of Incorporation regarding the resolution of the shareholders' meeting are not applicable.

Chapter 7 Supplementary Provisions

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| Article 24 | The Company may engage in external guarantees for business needs and the operations shall be handled in accordance with the "Endorsement/Guarantee Procedure." |
| Article 25 | The Company may make investments for business needs and, with the approval of the Board of Directors, may be a limited liability shareholder in another company with a total investment amount not subject to Article 13 of the Company Act, which requires that the total amount of investments shall not exceed 40% of the paid-in capital. |
| Article 26 | The Company's organizational rules and implementation regulations shall be established separately. |

- Article 27 Any matters not covered by these Articles of Incorporation shall be governed by the Company Act.
- Article 28 The Articles of Incorporation were established on October 19, 2002 with the consent of all the founders at a promoters' meeting.
The 1st amendment was made on July 19, 2004.
The 2nd amendment was made on September 2, 2004.
The 3rd amendment was made on November 30, 2006.
The 4th amendment was made on April 26, 2007.
The 5th amendment was made on June 15, 2009.
The 6th amendment was made on June 18, 2010.
The 7th amendment was made on June 14, 2013.
The 8th amendment was made on June 25, 2015.
The 9th amendment was made on May 6, 2016.
The 10th amendment was made on June 21, 2018.
The 11th amendment was made on June 24, 2020.
The 12th amendment was made on July 7, 2021.
The 13th amendment was made on June 29, 2022.
The 14th amendment was made on June 20, 2023.
The 15th amendment was made on May 26, 2025.

Procedure for Acquisition or Disposal of Assets

- Article 1 This Procedure is established to protect assets and ensure information disclosure.
- Article 2 Legal Basis
- I. Article 36-1 of the Securities and Exchange Act.
 - II. The “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” promulgated by the Financial Supervisory Commission.
- Article 3 Scope of Assets
- I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
 - II. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
 - III. Memberships.
 - IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
 - V. Right-of-use assets.
 - VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
 - VII. Derivatives.
 - VIII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
 - IX. Other major assets.
- Article 4 Procedures for acquisition or disposal of investments in securities
- I. Appraisal and operating procedures
The Company’s purchases and sales of investments in securities are handled in accordance with the internal control system, investment cycle, and this Procedure.
 - II. Decision procedures for trading terms and authorization limits
 - (I) Trading of securities in a centralized trading market or at a securities dealer’s business premises shall be determined by the execution unit based on the market conditions. For the trading of securities not conducted on a centralized trading market or at a securities firm’s premises, the Company shall, prior to the date of occurrence, obtain the most recent audited or reviewed financial statements of the target company as a reference for evaluating the transaction price, and shall prepare an analysis report as a basis for decision-making.
 - (II) Transactions of NT\$5 million or less must be approved by the President; transactions of more than NT\$5 million and up to NT\$20 million must be approved by the Chairman; transactions of more than NT\$20 million require the resolution by the Board of Directors before execution.

III. Executing unit

When purchasing or selling any investments in securities, the Company shall submit the trading for approval according to the approval authority specified in the preceding paragraph. The finance and accounting unit is responsible for execution.

IV. Acquisition of auditor's opinions

Where the Company acquires or disposes of securities and the transaction amount reaches 20 percent or more of the paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of the event to render an opinion on the reasonableness of the trading price. This requirement does not apply, however, to publicly quoted prices of securities on an active market or as otherwise stipulated by the competent authority.

V. Limits on the investments of the Company and subsidiaries in securities

- (I) The total amount of the securities purchased by the Company or any subsidiaries may not exceed 50% of the Company's net worth.
- (II) The amount of individual securities purchased by the Company or any subsidiaries may not exceed 20% of the Company's net worth.

Article 5 Procedures for acquisition or disposal of real property, equipment, or right-of-use assets thereof and important assets

I. Appraisal and operating procedures

The acquisition or disposal of real property, equipment, or right-of-use assets thereof and important assets shall be subject to the internal control of the Company and this Procedure

II. Decision procedures for trading terms and authorization limits

- (I) Acquisition or disposal of real property shall be based on the announced present value, appraised value, and the actual transaction price of comparable real property to determine the transaction terms and price. For the acquisition or disposal of equipment or important assets, one of the following methods must be used: requesting quotes, comparing prices, negotiating, or issuing a tender.
- (II) The acquisition or disposal of real property, right-of-use assets thereof and important assets requires an analysis report for the President to approve. Transactions shall be approved by resolution of the Board of Directors before execution.
- (III) Analyses of the acquisition or disposal of equipment, rights-of-use assets, and important assets shall be compiled into a report and submitted to the President for approval.
 - 1. Approval authority for transaction amounts:
 - (1) For those that have been included in the investment budget and approved by the Board of Directors, submit them to the President for approval.

- (2) Those that have not been included in the investment budget shall be approved in accordance with the approval authority outlined below before execution.

Transaction amount	Approving unit
More than NT\$10 million	Board of Directors
More than NT\$5 million and up to NT\$10 million.	Chairperson
NT\$5 million or less	President

2. Disposal of equipment, right-of-use assets thereof, and important assets shall be submitted to the President for approval before execution.

III. Executing unit

When the Company acquires or disposes of real property, equipment, rights-of-use assets, or other important assets, implementation shall be the responsibility of the using unit or the relevant responsible unit after approval is given in accordance with the previously defined approval authority.

IV. Appraisal reports on real property, equipment, or rights-of-use assets and important assets

In acquiring or disposing of real property, equipment, right-of-use assets thereof, or important assets where the transaction amount reaches 20 percent of the paid-in capital or NT\$300 million or more, the Company – unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets held for business use – shall obtain an appraisal report from a professional appraiser prior to the occurrence of the event and shall further comply with the following provisions:

- (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted to the Board of Directors for approval in advance; the same procedure shall be followed whenever there is any subsequent change to the terms and conditions of the transaction.
- (II) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

(IV) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

V. Where the Company and any of its subsidiaries purchase real property and right-of-use assets thereof for purposes other than business, the total investment amount shall not exceed 20% of the net worth stated in the most recent financial statements of the Company.

Article 6 Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof or memberships

I. Appraisal and operating procedures

The Company's acquisition or disposal of intangible assets or right-of-use assets thereof or memberships is conducted in accordance with this Procedure.

II. Decision procedures for trading terms and authorization limits

(I) Approval authority for transaction amounts:

1. Those that have been included in the investment budget and approved by the Board of Directors shall be submitted to the President for approval.
2. Those that have not been included in the investment budget shall be approved in accordance with the approval authority outlined below before execution.

Transaction amount	Approving unit
More than NT\$10 million	Board of Directors
More than NT\$5 million and up to NT\$10 million.	Chairperson
NT\$5 million or less	President

(II) Disposal of intangible assets or right-of-use assets thereof or memberships shall be submitted to the President for approval before execution.

III. Executing unit

When the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships, implementation shall be the responsibility of the using unit and the relevant responsible unit after approval is given in accordance with the previously defined approval authority.

IV. Expert appraisal report on intangible assets or right-of-use assets thereof or memberships

Where the Company acquires or disposes of intangible assets, right-of-use assets thereof, or memberships, and the transaction amount reaches 20 percent or more of the paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant prior to the date of the event to render an opinion on the reasonableness of the transaction price.

- Article 6-1 The calculation of the transaction amounts referred to in the preceding three articles shall be made in accordance with Article 11. Paragraph 1 and Subparagraph 8 of this Procedure, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount.
- Article 7 Procedures for acquisition or disposal of claims of financial institutions
The Company generally does not engage in transactions involving the acquisition or disposal of claims of financial institutions. Any such acquisition or disposal in the future shall be approved by the Board of Directors, after which appraisal and operating procedures shall be carried out.
- Article 8 Procedures for acquisition or disposal of derivatives: subject to the “Procedures for Engaging in Derivatives Trading” of the Company
- Article 9 Procedures for merger, demerger, acquisition, or transfer of shares
- I. Appraisal and operating procedures
- (I) When conducting a merger, demerger, acquisition, or transfer of shares, the Company shall, prior to convening the board meeting to resolve on the matter, engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for discussion and approval. However, the requirement of obtaining the aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public company with a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries’ issued shares or authorized capital.
- (II) The Company shall prepare a public report to shareholders detailing important contractual contents and matters relevant to the merger, demerger, or acquisition prior to the shareholders’ meeting and include it along with the expert opinion referred to in Paragraph 1, Subparagraph 1 of this article when sending shareholders the notification of the shareholders’ meeting for reference to determine whether to approve the merger, demerger, or acquisition. However, this does not apply to merger, demerger, or acquisition for which no shareholders’ meeting is needed according to the requirements of any other laws. In addition, if the shareholders’ meeting of any company participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to a lack of quorum, insufficient votes, or other legal restrictions, or if the proposal is rejected by the shareholders’ meeting, that company shall immediately make a public explanation of the reasons, the follow-up measures, and the preliminary date of the next shareholders’ meeting.

II. Other matters to be noticed

- (I) Date of board meeting: The companies participating in a merger, demerger, or acquisition shall convene a board meeting and a shareholders' meeting on the transaction day to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. The company participating in a transfer of shares shall call a board on the transfer day, unless another act provides otherwise or the FSC is notified in advance of the extraordinary circumstances and grants consent.
- (II) Prior confidentiality undertaking: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity securities of any company related to the plan of merger, demerger, acquisition, or transfer of shares.
- (III) Principles for the determination and change of the share exchange ratio or acquisition price: The companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the following circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
 - 1. Capital increase in cash, issuance of convertible corporate bonds, or issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity securities.
 - 2. An action, such as the disposal of major assets, that affects the financial operations of the company involved.
 - 3. An event, such as a major disaster or major change in technology, that affects the interests of the company involved or the price of the securities.
 - 4. Adjustment made with respect to buyback of treasury stocks by any companies participating in a merger, demerger, acquisition, or transfer of shares in accordance with laws.
 - 5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - 6. Other publicly disclosed conditions under which changes may be conducted as defined in the contract.
- (IV) Contents to be included in a contract: Except as otherwise specified in law, a contract for merger, demerger, acquisition, or transfer of shares shall include the following:
 - 1. Handling breach of contract.
 - 2. Principles for the handling of equity securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 - 3. The participating company may repurchase treasury stock in quantities permitted by law after the record date for calculating the share

exchange ratio, and the principles for handling thereof.

4. The manner of handling changes in the participating entities or the number thereof.
 5. Preliminary progress schedule for plan execution and anticipated completion date.
 6. The scheduled date for convening the legally mandated shareholders' meeting if the plan is not completed by the deadline, and relevant procedures.
- (V) When the number of companies participating in a merger, demerger, acquisition, or transfer of shares changes: After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or transfer of shares intends further to carry out a merger, demerger, acquisition, or transfer of shares with another company, all of the participating companies shall carry out anew the procedures or legal actions that had been completed toward the merger, demerger, acquisition, or transfer of shares; except that where the number of the participating companies is decreased and a participating company's shareholders' meeting has adopted a resolution authorizing the Board of Directors to alter the limits of authority, such participating company may be exempted from calling another shareholders' meeting to resolve on the matter anew.
- (VI) If a company participating in a merger, demerger, acquisition, or transfer of shares is not a publicly listed company, the Company shall enter into an agreement with such company and act according to Paragraph 2, Subparagraph 1 (date for convening a board meeting), Subparagraph 2 (prior confidentiality commitment), Subparagraph 5 (changes in the number of companies participating in a merger, demerger, acquisition, or transfer of shares), and Subparagraph 7 (complete records of information) of this article.
- (VII) For participation in a merger, demerger, acquisition, or transfer of shares involving a listed company or a company that trades securities on the premises of a security dealer, a full written record of the following information shall be prepared and retained for 5 years for reference:
1. Basic personnel information: This includes the titles, names, and identification numbers (ID card numbers or passport numbers for foreign nationals) of all individuals participating in the plan of a merger, demerger, acquisition, or transfer of shares, or the execution of such plan, prior to public disclosure.
 2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, entering into a contract, and setting a board meeting date.
 3. Important documents and minutes: Including the plan of merger, demerger, acquisition, and transfer of shares, any letter of intent or memorandum of understanding, material contracts, and minutes of board meetings.

For participation in a merger, demerger, acquisition, or transfer of shares involving a listed company or a company that trades securities on the premises of a securities dealer, the data specified in Paragraph 2, Subparagraph 7 shall be reported to the competent authority in the required format via the internet information system within two days of the resolution at the board meeting.

If a company participating in a merger, demerger, acquisition, or transfer of shares is not a listed company or a company that trades securities on the premises of a security dealer, the listed company or the company that trades securities on the premises of a security dealer shall enter into an agreement with such company, and Paragraph 2, Subparagraph 7 shall apply.

Article 10

Procedures for related party transactions

I. In addition to the requirements of Articles 4 through 6-1 and Article 12, Paragraph 2 of this Procedure, and the relevant resolution procedures and appraisal of the reasonableness of the transaction required in this article, an appraisal report from a professional appraiser or a CPA's opinion shall be obtained in accordance with the requirements of Articles 4 through 6-1 and Article 12, Paragraph 2 of this Procedure for transactions involving more than 10% of the Company's total assets. The transaction amount specified in this paragraph shall be calculated in accordance with Article 6-1 of this Procedure. In addition, when determining whether a transaction counterparty is a related party, consider not only its legal form but also the underlying substance of relationship.

II. Appraisal and operating procedures

When the Company acquires or disposes of property or right-of-use assets thereof from or to a related party, or acquires or disposes of other assets from or to a related party other than the real property or right-of-use assets thereof and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, or NT\$300 million or more, prior consent from more than one-half of all members of the Audit Committee and a resolution by the Board of Directors are required before signing the transaction contract and making the payment, except for the trading of domestic government bonds, bonds under repurchase and resale conditions, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

- (I) The purpose, necessity, and anticipated benefits of acquiring or disposing of assets.
- (II) The reasons for selecting related parties as a trading counterparty.
- (III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, the information regarding appraisal of the reasonableness of the transaction terms in accordance with Paragraph 3, Subparagraphs 1 to 5 of this article.
- (IV) The related party's original acquisition date and price, the transaction counterparty, and its relationship to the Company and the related party.

- (V) Monthly cash flow forecasts for the year commencing from the anticipated month when the contract is executed, and evaluation of the necessity of the transaction and the reasonableness of the funds utilization.
- (VI) An appraisal report from a professional appraiser or a CPA's opinion acquired in accordance with Paragraph 1 of this article.
- (VII) Restrictions and other important agreements for this transaction.

With respect to the types of transactions listed below, when to be conducted between the Company and the parent or any subsidiaries of the Company, or between the Company and any subsidiaries in which the Company directly or indirectly holds 100 percent of the issued shares or authorized capital, the Board of Directors authorized the Chairman to approve the following transactions up to NT\$20 million and then report to the next board meeting for ratification:

- (I) Acquisition or disposal of equipment or the right-of-use thereof for business purposes.
- (II) Acquisition or disposition of rights-of-use of real property for business purposes.

If the Company or any subsidiaries that are not domestic publicly listed companies engage in a transaction as described in Paragraph 1 and the transaction amount reaches 10% of the Company's total assets, the Company shall submit the information listed in Paragraph 2 to the shareholders' meeting for approval before entering into a transaction agreement and making the payment. However, this restriction does not apply to the transactions between the Company and the parent company or any subsidiaries thereof, or among the Company's subsidiaries.

The calculation of the transaction amounts in Paragraph 2 and the preceding paragraph shall be carried out in accordance with Article 11, Paragraph 1, Subparagraph 8 of this Procedure. "Within the preceding year," as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount. The portion approved by the Audit Committee in accordance with this Procedure shall be exempt from further inclusion.

III. Evaluation of transaction cost reasonableness

- (I) When the Company acquires real property or right-of-use assets thereof from a related party, the reasonableness of the transaction costs shall be evaluated as follows:
 - 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 real property; provided, however, that it may not be higher than the maximum non-

- financial industry lending rate announced by the Ministry of Finance.
2. If a related party has previously secured financing from a financial institution using the subject matter as collateral, the financial institution's total loan appraisal for the subject matter shall apply, provided, however, that the actual accumulated loan amount from the financial institution for the subject matter reaches at least 70% of the total loan appraisal and the loan term exceeds one year. However, this provision does not apply when the financial institution and the counterparty are related parties.
- (II) Where land and structures thereon are combined as a single real property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding subparagraph.
 - (III) When acquiring real property or right-of-use assets thereof from a related party, the Company shall appraise the cost of the real property or right-of-use assets thereof in accordance with Paragraph 3, Subparagraph 1 and Subparagraph 2 of this article, and shall engage a CPA to check the appraisal and render a specific opinion.
 - (IV) When the Company acquires real property from a related party and the appraisal result required under Paragraph 3, Subparagraphs 1 and 2 of this article is lower than the transaction price, the Company shall act in accordance with Paragraph 3, Subparagraph 6 of this article. However, this restriction shall not apply if the following circumstances exist, objective evidence has been submitted, and specific opinions on the reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained:
 1. Where the related party acquires undeveloped land or leases land for development, it may submit proof of compliance with one of the following conditions:
 - (1) The undeveloped land is appraised according to the methods outlined in Paragraph 3, Subparagraphs 1 and 2 of this article; structures are appraised according to the related party's construction cost plus reasonable construction profit; and the total value exceeds the actual transaction price. "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin of the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same real property or neighboring or similarly valued parcels of land, where the land area and transaction terms are comparable after accounting for reasonable price discrepancies in floor or land area prices in accordance with standard real property market sale or leasing practices.

2. Where the Company acquiring real property, or obtaining right-of-use assets of real property through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers 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; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.
- (V) Where a public company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Paragraph 2 of this article, and Paragraph 3, Subparagraph 1 of this article shall not apply:
1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
 2. More than 5 years will 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.
 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
 4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.
- (VI) If the Company acquires property or right-of-use assets thereof from a related party, and the results of the appraisals conducted in accordance with Subparagraphs I to V of Paragraph 3 of this article are uniformly lower than the transaction price, the Company shall do the following.
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 property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in the Company, then the special reserve called for under Article 41, Paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of the public company's equity stake in the Company.
 2. The independent directors as the members of the Company's Audit Committee shall comply with Article 218 of the Company Act.
 3. The handling results acquired pursuant to the preceding two items of this subparagraph shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

When setting aside a special reserve under the preceding paragraph, the Company may not utilize the special reserve until it has recognized a loss on the decline in market value of the assets it purchased or leased at a premium, or until the assets have been disposed of, the leasing contract has been terminated, adequate compensation has been made, the status quo ante has been restored, or evidence confirms that there was nothing unreasonable about the transaction, and the competent authority has given its consent.

- (VII) When acquiring real property or right-of-use assets thereof from a related party, the Company shall comply with Subparagraph 6 if there is other evidence indicating that the acquisition was not an arm's length transaction.

Article 11 Public disclosure of information

I. Items to be announced and reported; announcement and reporting standards

- (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where 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. Provided, however, that this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (II) Merger, demerger, acquisition, or transfer of shares.
- (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
- (IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
- (V) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.

- (VI) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
- (VII) Where an asset transaction other than any of those referred to in the preceding seven subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million, provided, this shall not apply to the following circumstances:
1. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
 2. Where done by professional investors, securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
 3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (VIII) The amount of transactions above shall be calculated as follows.
- “Within the preceding year” as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the regulations need not be counted toward the transaction amount.
1. The amount of any individual transaction.
 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

II. Time limits for announcement and reporting

If the Company acquires or disposes of assets subject to the announcement requirements of this article and the transaction amount meets the reporting threshold stipulated therein, an announcement must be made within two days of the event.

III. Announcement and reporting procedures

- (I) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month.
- (II) When the Company, at the time of a public announcement, makes an error or omission in an item required by regulations to be publicly announced and is therefore required to correct it, all the items shall be publicly announced and reported again in their entirety within two days, counting inclusively from the date of becoming aware of such error or omission.
- (III) When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, logbooks, appraisal reports, and opinions from CPAs, attorneys, and securities underwriters on file at the Company. These shall be retained for 5 years except where another act provides otherwise.
- (IV) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the competent authority within 2 days counting inclusively from the date of occurrence of the event:
 - 1. Change, termination, or rescission of a contract signed in regard to the original transaction.
 - 2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - 3. Change to the originally publicly announced and reported information.

Article 12

Other matters

- I. Professional appraisers and their officers, certified public accountants, attorneys, and securities underwriters who provide public companies with appraisal reports, certified public accountants' opinions, attorneys' opinions, or underwriters' opinions shall meet the following requirements:
 - (I) May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of

documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.

- (II) May not be a related party or de facto related party of any party to the transaction.
- (III) If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

- (I) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- (II) When conducting a case, they shall appropriately plan and execute adequate working procedures in order to reach a conclusion and use that conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusions shall be fully and accurately specified in the case working papers.
- (III) They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
- (IV) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, confirming that they have evaluated and found the information used to be appropriate and reasonable, and that they have complied with applicable laws and regulations.

- II. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 13 The Company's subsidiaries shall comply with the following requirements:

- I. When a subsidiary acquires or disposes of an asset, it must follow the Company's "Procedure for Acquisition or Disposal of Assets," or shall establish and implement its own "Procedure for Acquisition or Disposal of Assets" in accordance with relevant requirements of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."
- II. If a subsidiary is not a publicly listed company and its acquisition or disposal of assets meets the disclosure thresholds set forth in the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," the parent company shall make the required announcement and reporting on behalf of the subsidiary.

III. The paid-in capital or total assets of the parent company (the Company) shall be the standard applicable to a subsidiary with respect to the paid-in capital or total assets under the announcement and reporting standards.

- Article 14 Penalties
Personnel of the Company who violate this Procedure when acquiring or disposing of assets shall be subject to disciplinary action based on the severity of the violation.
- Article 15 Promulgation, implementation, and amendment
The Company's "Procedure for Acquisition or Disposal of Assets" shall first be submitted to the Audit Committee, approved by a majority of its members, and then submitted to the Board of Directors for resolution. Following approval by the Board of Directors, it shall be submitted to the shareholders' meeting for approval; the same procedure applies to any amendments.
Before submitting a report to the Board of Directors as stated in the preceding provisions, approval from more than half of all Audit Committee members is required. If this approval is not obtained, the report may be submitted with the consent of at least two-thirds of all directors, and the Audit Committee's resolution must be recorded in the minutes of the Board of Directors' meeting.
All members of the Audit Committee and all directors referred to in the preceding paragraph shall be counted based on those currently in office.
When submitting these procedures to the Board of Directors for discussion, the opinions of each independent director shall be fully considered. Any opposing views or reservations from independent directors must be recorded in the minutes of the Board of Directors' meeting.

This Procedure was made on June 24, 2020.

The 1st amendment was made on July 7, 2021.

The 2nd amendment was made on June 29, 2022.

The 3rd amendment was made on June 20, 2023.

The 4th amendment was made on June 19, 2024.

Director Election Regulations

- Article 1 Except as otherwise provided by law or the Articles of Incorporation, the election of the Company directors shall be governed by the Regulations.
- Article 2 The appointment of the Company's directors shall consider the overall board composition. Board members shall generally have the knowledge, skills, and qualifications necessary to fulfill their duties.
More than half of the directors shall not be spouses or relatives within the second degree of kinship.
The professional qualifications, shareholdings, restrictions on concurrent positions, nomination and appointment procedures, and other relevant matters concerning the independent directors of the Company shall be governed in accordance with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
- Article 3 The election of directors shall be conducted according to the candidate nomination system and procedure outlined in Article 192-1 of the Company Act.
If one-third or more of the directors specified in the Articles of Incorporation are vacant, the Company shall convene an extraordinary shareholders' meeting within sixty days of the occurrence to hold a by-election.
If the number of independent directors falls below three due to vacancies, the Company shall hold a by-election at the next shareholders' meeting. However, if all independent directors resign, the Company shall convene an extraordinary shareholders' meeting to hold a by-election within 60 days of the occurrence.
- Article 4 The Company uses cumulative voting in the election of directors. Each share carries a number of votes equal to the number of directors being elected, and shareholders may concentrate those votes on one candidate or distribute them among multiple candidates.
- Article 5 The Board of Directors shall prepare ballots equal in number to the directors to be elected and mark each with the corresponding voting weight. These ballots shall be distributed to shareholders attending the shareholders' meeting. The attendance card number printed on the ballots may be used in lieu of recording the name of the voting shareholder.
- Article 6 The number of directors shall be determined in accordance with the Company's Articles of Incorporation, as approved by the Board of Directors, with voting rights calculated separately for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights shall be elected sequentially according to their respective vote totals. When two or more persons

receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 7 Before the election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. However, the person performing vote monitoring shall have the shareholder status. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 8 If a candidate is a shareholder, the voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or a juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name on the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 9 A ballot is invalid under any of the following circumstances:

- I. The ballot was not prepared by the board of directors.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable or has been altered.
- IV. The candidate whose name is entered on the ballot is a shareholder, but the candidate's account name and shareholder account number do not match those in the shareholder register; or the candidate whose name is entered on the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
- V. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.
- VI. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.

Article 10 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on site.

- Article 11 The board of directors of the Company shall issue notifications to the persons elected as directors or supervisors.
- Article 12 These Regulations, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.
- Article 13 The Regulations were established on July 7, 2021.

Taiwan Microloops Corp.
Shares Held by Directors

Record date: April 25, 2026

Title	Name	Number of shares held as recorded in the shareholder registry on the book closure date	
		Number of shares	as a percentage of total issued shares at the time %
Chairperson	Heng Lang Co., Ltd. Representative: Chao Yuan-Shan		
Director	Representative: Chao Yuan-Chi	7,323,892	10.85
Director	Representative: Lin Chun-Hung		
Director	Hu I-Kan	421,956	0.63
Independent Director	Pan Jung-Chun	—	—
Independent Director	Hsing Chih-Chung	—	—
Independent Director	Chang Min-Yu	—	—
Total number of shares held by directors		7,745,848	11.48

- Note:
- I. Total number of shares issued by the Company as of April 25, 2026: 67,500,000 shares.
 - II. The statutory number of shares to be held by directors: 5,400,000 shares; the total number of common shares held by directors (excluding independent directors) as of April 25, 2026 (book closure date) was 7,745,848 shares.
 - III. The Company has established the Audit Committee. Therefore, the requirement for minimum shareholding of the supervisors is not applicable.