Stock Code: 1417

Carnival Industrial Corporation

CARNIVAL INDUSTRIAL CORPORATION

2023 Annual General Meeting

Meeting Handbook

Shareholders' meeting Time: June 28, 2023

Shareholders' meeting Venue: Dome Theater, 1F, No. 3, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City

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Carnival Industrial Corporation

2023 Annual General Meeting Agenda

Convention Method: Physical Meeting

Date and Time：9:00 a.m., Wednesday, June 28, 2023

Venue: Dome Theater, 1F, No. 3, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City

I. Report Items：

(I) 2022 Business Report.

(II) 2022 Audit Committee’s Review Report.

(III) Report on the Company’s distribution of remuneration of employees and directors in 2022.

(IV) Other report matters.

II. Ratification Items：

(I) Adoption of the Company's 2022 business report and financial statements, proposed for ratification.

(II) Adoption of the proposal for Company's 2022 earnings distribution, proposed for ratification.

III. Discussion Items：

(I) Proposal for amendments to the “Articles of Incorporation” of the Company, proposed for resolution.

(II) Proposal for amendments to the “Rules of Procedure for Shareholders Meetings” of the Company, proposed for resolution.

IV. Election Items：

Directors Election, proposed for election.

V. Other Items：

Release the Prohibition on Directors from Participation in Competitive Business, proposed for resolution.

VI. Extraordinary Motions：

VII. Meeting Adjourned

I. Report Items：

Agenda 1： (Proposed by the Board of Directors)

Agenda： 2022 Business Report of the Company submitted for review.

Description： Please refer to Attachment 1 for the Business Report (please refer to pages 10–11 of this Handbook).

Agenda 2： (Proposed by the Board of Directors)

Agenda： 2022 Audit Committee’s Review Report, submitted for review.

Description： Please refer to Attachment 2 for the Audit Committee’s Review Report (please refer to page 12 of this Handbook).

Agenda 3： (Proposed by the Board of Directors)

Agenda： Report on the Company’s distribution of remuneration of employees and directors in 2022, submitted for review.

Description：

(I) According to the provision of Article 22 of the Articles of Incorporation of the Company, when the Company has a profit for a fiscal year, it shall appropriate an amount not less than 0.1% as the remuneration of employees, and an amount not higher than 1% as the remuneration of directors.

(II) According to the resolution of the board of directors of the Company, the remuneration of employees of the amount of NT$1,636,163 and the remuneration of directors of the amount of NT$1,090,775 are to be distributed in cash.

Agenda 4：

Agenda： Other report matters.

Description： During the period of shareholders’ exercise of the right to submit proposals, the Company did not receive any proposals from the shareholders.

II. Ratification Items：

Agenda 1： (Proposed by the Board of Directors)

Agenda： Adoption of the Company's 2022 business report and financial statements, proposed for ratification.

Description：

(I) The Company's 2022 financial statements and Business Report have been approved by the board of director's meeting through resolution on March 10, 2023 and have also been submitted to the Audit Committee for review, and a written review report has been issued.

(II) The 2022 Business Report and Financial Statements are hereby submitted according to the laws for ratification (please refer to Attachments 1–4, and pages 10–32 of this Handbook for details).

Resolution：

Agenda 2 (Proposed by the Board of Directors)

Agenda： Adoption of the proposal for Company's 2022 earnings distribution, proposed for ratification.

Description：

(I) The 2022 earnings distribution proposal of the Company has been approved by the board of director's meeting on March 10, 2023 and submitted to the Audit Committee for review completely. Please proceed with ratification of this proposal.

(II)The Company's 2022 earnings distribution table is shown in the following table:

2022 Earnings Distribution Table

Unit: NTD

Item	Sub-total	Total	Remarks
Accumulated undistributed earnings at beginning of the term		$ 218,050,504	
Plus: Net income after tax	106,350,596		$0.56 per share
Less: Adjustment of retained earnings on remeasurements of defined benefit plans	(866,290)	105,484,306	
Adjusted accumulated undistributed earnings		$ 323,534,810	
Less: Legal reserve appropriated		(10,548,431)	
Current distributable earnings		$ 312,986,379	
Distribution items:			
Less: Shareholders' cash dividends		(70,278,481)	Cash dividend per share NT$0.37
Accumulated undistributed earnings at end of term		$242,707,898	

Note 1: According to the Company's distribution policy, the allocable earnings for 2022 shall be allocated in priority.

Note 2: The amount of cash dividends shall be calculated and truncated to the nearest NT$1. Fractions that do not amount to a full NT$1 shall be summed and recognized by the Company as other income.

Chairman: Yen, Chen Li-Lien　Managerial Officer: Chang, Tsu-Hui　Accounting Officer: Yeh, Mei-Ling

(I) Upon approval dividends distribution proposed during the annual general meeting, the chairman shall be authorized to set the dividend baseline date and the distribution date.

Resolution：

III. Discussion Items:

Agenda 1： (Proposed by the Board of Directors)

Agenda： Proposal for amendments to the “Articles of Incorporation” of the Company, proposed for resolution.

Description： According to the provision of Article 162 of the Company Act, article 6-1 of the Articles of Incorporation of the Company is amended (please refer to Attachment 5 on page 33 for the Comparison Table for Amendments), proposed for resolution.

Resolution：

Agenda 2 (Proposed by the Board of Directors)

Agenda： Proposal for amendments to the “Rules of Procedure for Shareholders Meetings” of the Company, proposed for resolution.

Description： According to the amendment of the law, parts of the provisions of the “Rules of Procedure for Shareholders Meetings” of the Company are amended (please refer to Attachment 6 on page 34–45 for the Comparison Table for Amendments), proposed for resolution.

Resolution：

IV.Election Items：

Agenda 1： (Proposed by the Board of Directors)

Agenda： Directors Election, proposed for election.

Description：

1. The term of office of the 18th term of Directors shall expire on June 16th, 2023. According to the company law an election of the 19th term of seven

Directors (include three Independent Directors) shall be conducted.

2. The term of the new directors is three years, from 2023/06/28 to 2026/06/27.

3. Pursuant to the Articles of Incorporation and the provision of Article 192-1 of the Company Act, directors (including independent directors) shall be elected according to the candidate nomination system. The list of candidates of directors has been reviewed and approved by the Board of Directors on May 5th, 2023, which education, professional qualifications and other information, please refer to Attachment 7 on page 46-50, proposed for election.

Voting Results：

V. Other Items：

Agenda 1： (Proposed by the Board of Directors)

Agenda： Release the Prohibition on 19th term Directors from Participation in Competitive Business, proposed for resolution.

Description：

1. According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

2. The 19h term directors are likely to engage in the company with identical properties of business operated by the Company, or serving as the directors or manager at the business, strategic

alliance, or collaboration business reinvested by the Company. Please approve to lift the prohibition that directors shall not participate in competitive business in response to the need of the company’s business, proposed for resolution.

Resolution：

VI. Extraordinary Motions：

VII. Adjournment

Attachment 1

2022 Business Report

Looking back on 2022, while the epidemic was subsiding, the global supply chain crisis followed, causing global inflation and high cost of purchase. Under challenging circumstances, the overall 2022 consolidated net operating income was NT$1.511 billion with net profit after tax standing at approximately NT$106 million. 2022 annual business plan implementation outcome and 2023 business plan summary as stated below：

I. 2022 Annual Business Plan Implementation Outcome

(I) Operating Results

Financial

The consolidated operating income for Carnival Corporation in 2022 was NT$1.511 billion, up 14%, compared with last year and net profit after tax standing at approximately NT$106 million, up NT$8 million, compared with last year, generating over earnings per share NT$0.56.

Operational

Due to the epidemic since 2020, the sales volume for business formal wear has declined owing to the impact of working from home. Accordingly, the Company will continue to monitor market and business circle changes, as well as fashion development trends, and increase the diversity of products, launching leisure products. In China, under the control of the pandemic, franchising brands have thus been affected because of the reduction of working hours and number of visitors.

Since the Company entered R.O.C. Navy and Air Force’s uniform supply station in 2020, the Company has been optimizing the operation model of military uniform supply stations for Navy and Air Force in 2022, focusing on improving the diversity and design of products, as well as the system of inventory management. However, some product prices fail to truly reflect costs and the uncertainty of partnership have an effect on operational performance.

(II) Research and Development Status

R&D for this year centered on three directions – brand rejuvenation, precise supply chain management, and digital infrastructure. We focused on the establishment of production scale and cost advantages. While maintaining our manufacturing process, we have also strengthened the functionality and aesthetics of the product line for our own branded suits. Also, we invested in bringing better cloth and cutting to military uniforms, hoping to create something more comfortable and functional for Taiwan’s servicemen and women.

II. 2023 Business Plan Summary

Business Plan Description

Global economic outlook is still under challenges in 2023. The company will focus on the following strategies: “strengthening brand promotion", "optimizing the supply and sales model of military uniforms" and "optimizing the operating infrastructure".

Strengthening Brand Promotion

Continuing increasing the diversity of products, and launching enriched leisure items, and youthful formal clothing. By improving product diversification and selling skills to expand consumer base and sales channels, as well as expanding business uniforms, enhance the awareness and market penetration of the Carnival brand.

Optimizing the Supply and Sales Model of Military Uniforms

Strengthen the bargaining power of the supply chain to improve the gross profit. Through the partnership between Navy and Air Force, keep seeking and expanding other business opportunities to expand the scale of revenue. Meanwhile, the Company strives to negotiate for a better contract, in order to cooperate in a win-win situation.

Optimizing the Operating Infrastructure

Integrate supply chain management of the Company and establish an evaluation and grading system to reduce procurement inspection costs, plan asset activation, and continue digital transformation. Through integrated analysis of online and offline customer data to conduct precise marketing and concatenate online and offline consumption experience.

III. Conclusion:

Hence, the Company has an unwavering determination in brand management, and that entails continuously innovation and cost management. The Company's pressing issue is a turnaround and revitalization dilemma, and yet it believes firmly that intangible values of branding and craftmanship are Carnival's most important assets and thus the question is after all a maximization of making the intangibles tangible. The Company and its management team would like to thank all our shareholders' long-term support throughout the milestones and it expects to see more wide strides in the coming year with such encouragement.

Chairman: Yen, Chen Li-Lien
Managerial Officer: Chang, Tsu-Hui
Accounting Officer: Yeh, Mei-Ling

Attachment 2

Carnival Industrial Corporation Audit Committee's Review Report

The Board of Directors has submitted the Company's 2022 business report, financial statements (including the consolidated financial statements) and the statement of earnings distribution. Among these reports, the financial statements (including consolidated financial statements) have been audited by CPAs Huang, Kuo Ning and Chen, Pei-Te of Deloitte & Touche and an audit report has been issued.

The business report, financial statements (including consolidated financial statements) and statement of earnings distribution stated above have been audited by the Audit Committee and found to be in compliance with the Company Act and other applicable laws and regulations. We have presented you the reports based on the provisions stipulated in Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Please review.

To:

2023 Annual General Meeting of Carnival Industrial Corporation

Convener of the Audit Committee: Kuo, Jung-Fang

March 10th, 2023

Attachment 3

Independent Auditors' Report

To Carnival Industrial Corp., Ltd.:

Audit Opinion

We have audited the unconsolidated balance sheets of Carnival Industrial Corp., Ltd. (the "Company") as of December 31, 2022 and 2021, its unconsolidated statements of comprehensive income, unconsolidated statements of changes in equity and unconsolidated statements of cash flows for the periods from January 1 to December 31, 2022 and 2021, and the notes to its unconsolidated financial statements (including the summary of significant accounting policies).

In our opinion, with respect to all material aspects, the foregoing unconsolidated financial statements were prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and thus provided a fair presentation of the unconsolidated financial positions of the Company as of December 31, 2022 and 2021 and the unconsolidated financial performance and cash flows for the periods from January 1 to December 31, 2022 and 2021.

Basis for Audit Opinion

We conducted audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and relevant auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Unconsolidated Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the R.O.C. and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that we have acquired sufficient and appropriate audit evidence as the basis of our audit opinions.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the unconsolidated financial statements of the Company for 2022. These matters were addressed in the context of our audit of the unconsolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The following are the key audit matters in the unconsolidated financial statements of the Company for 2022:

<u>Evaluation of inventory impairment</u>

Since the value of inventory may be subject to slow moving and obsolete of inventory due to change of demand market, such that loss may occur as a result of price falling and dead stock. The accounting policy of the Company is to set aside inventory impairment loss according to the net realizable value evaluation and inventory age evaluation. Since the net realizable value evaluation and the inventory age evaluation for the calculation of the inventory impairment loss involves assumption and estimation made by the management such that the amount recognized for the impairment loss is directly affected, accordingly, our CPAs consider the inventory impairment loss as a key audit matter.

For the accounting policies, see the financial statements (Note 4). For inventory related information, see the financial statements (Note 10).

We summarize the audit procedures executed by our CPAs as follows:

1. Obtain the inventory recognized quantity at the end of the year and compare with the annual inventory checking data, in order to verify the existence and integrity of the inventory.
2. Understand the appropriateness and consistency of the inventory falling price loss accounting policy adopted by the Company, and verify the accuracy of its amount according to the evaluation documents of the management.
3. Test the inventory age data and the net realizable value to confirm its accuracy.

Responsibilities of the Management and Governing Bodies for Unconsolidated Financial Statements

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

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

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

Responsibilities of CPAs for the Audit of Unconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the unconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance means a high degree of assurance. However, there is no guarantee that any material misstatement contained in the unconsolidated financial statements will be discovered during an audit conducted in accordance with relevant auditing standards. Misstatement may be caused by fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these unconsolidated financial statements.

We rely on our professional judgment and professional skepticism during an audit conducted in accordance with relevant auditing standards. We also:

1. Identify and assess the risks of material misstatement of the unconsolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the unconsolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the unconsolidated financial statements (including the relevant notes) and whether the unconsolidated financial statements represents the underlying transactions and events in a manner that achieves fair and proper presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entity of the Company, and expressing an opinion on the unconsolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the Company. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters, including relevant protective measures, that may be considered to affect the independence of auditors.

The key audit matters in the audit of the unconsolidated financial statements of the Company for 2022 have been determined by us from the matters regarding which we have communicated with the governing bodies. We describe these matters in our auditor's report unless law or regulation preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte Taiwan

Certified Public Accountant Huang, Kuo-Ning	Certified Public Accountant Chen, Pei-Te
Financial Supervisory Commission Approval Document No.	Financial Supervisory Commission Approval Document No.
Jin-Guan-Zheng-Shen-Zi No. 1100356048	Jin-Guan-Zheng-Shen-Zi No. 1080321204

March 17, 2023

Carnival Industrial Corp., Ltd.
Unconsolidated Balance Sheets
December 31, 2022 and 2021

Unit: NT$ thousand

Code	ASSETS	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 6)	$ 376,591	9	$ 84,346	2
1120	Financial assets measured at fair value through other comprehensive income (Notes 7 and 28)	584,079	13	626,509	16
1136	Financial assets measured at amortized cost (Note 8)	61,420	1	55,500	2
1170	Notes and accounts receivable (Notes 9, 21 and 27)	345,579	8	313,039	8
1200	Other receivables (Note 27)	44,909	1	728	-
130X	Inventory (Note 10)	459,695	10	411,162	11
1410	Prepayments	71,080	2	77,154	2
1478	Refundable deposits (Note 28)	30,000	1	-	-
1479	Other Current Assets	886	-	862	-
11XX	Total current assets	1,974,239	45	1,569,300	41
	Non-current assets				
1517	Financial assets measured at fair value through other comprehensive income (Note 7)	302,864	7	289,511	7
1600	Property, plant and equipment (Notes 13 and 28)	810,438	19	837,474	22
1550	Investments accounted for using the equity method (Note 12)	963,873	22	794,615	21
1780	Intangible assets (Note 16)	105,298	3	67,403	2
1760	Investment property (Notes 15 and 28)	146,844	3	150,108	4
1755	Right-of-use assets (Note 14)	8,637	-	11,977	-
1920	Refundable deposits (Note 28)	59,641	1	115,424	3
15XX	Total non-current assets	2,397,595	55	2,266,512	59
1XXX	Total assets	$ 4,371,834	100	$ 3,835,812	100

Code	Liabilities and Equity	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current liabilities				
2100	Short-term loans (Notes 17 and 28)	$ 650,000	15	$ 355,000	9
2110	Short-term notes payable (Note 17)	549,494	13	349,918	9
2130	Contract liabilities (Note 21)	16,985	-	18,747	1
2170	Notes and accounts payable (Note 27)	180,900	4	148,001	4
2209	Other payables	112,528	3	116,972	3
2250	Liability provision (Note 18)	228	-	-	-
2280	Lease liabilities (Note 14)	7,749	-	7,254	-
2399	Other current liabilities	4,261	-	4,923	-
21XX	Total current liabilities	1,522,145	35	1,000,815	26
	Non-current liabilities				
2570	Deferred income tax liabilities (Note 23)	80,889	2	80,889	2
2580	Lease liabilities (Note 14)	2,273	-	4,924	-
2640	Net defined benefit liabilities (Note 19)	10,911	-	10,578	-
2645	Deposits received	36,459	1	37,491	1
2670	Other non-current liabilities (Note 12)	14,490	-	15,958	1
25XX	Total non-current liabilities	145,022	3	149,840	4
2XXX	Total Liabilities	1,667,167	38	1,150,655	30
	Equity (Note 20)				
	Share capital				
3110	Common stock	1,899,419	43	1,899,419	50
	Retained earnings				
3310	Legal reserve	61,598	2	51,941	1
3320	Special reserve	122,963	3	122,963	3
3350	Accumulated earnings	323,535	7	294,187	8
3300	Total retained earnings	508,096	12	469,091	12
3400	Other equity	297,152	7	316,647	8
3XXX	Total Equity	2,704,667	62	2,685,157	70
	Total Liabilities and Equity	$ 4,371,834	100	$ 3,835,812	100

The accompanying notes are an integral part of the unconsolidated financial report.

Chairman: Yen, Chen Li-Lien　　Managerial Officer: Chang, Tsu-Hui　　Accounting Officer: Yeh, Mei-Ling

Carnival Industrial Corp., Ltd.

Unconsolidated Statements of Comprehensive Income

January 1 to December 31, 2022 and 2021

Unit: NT$ thousand; Earnings (Losses) per share: NT$

		2022		2021	
Code		Amount	%	Amount	%
4110	Operating revenue (Notes 21 and 27)	$ 1,065,655	100	$ 814,333	100
4190	Less: Sales return and allowance	145	-	1,211	-
4000	Net operating revenue	1,065,510	100	813,122	100
5000	Operating cost (Notes 10, 22 and 27)	829,914	78	481,893	59
5900	Gross profit	235,596	22	331,229	41
	Operating expenses (Notes 22 and 27)				
6100	Selling and marketing expenses	335,595	32	334,145	41
6200	Administrative expenses	68,754	6	68,093	8
6300	Research and development expenses	4,036	-	3,977	1
6450	Reversal gain of expected credit impairment loss	(686)	-	(563)	-
6000	Total Operating Expenses	407,699	38	405,652	50
6900	Net operating loss	(172,103)	(16)	(74,423)	(9)
	Non-operating expenses and income				
7100	Interest income	1,284	-	477	-
7010	Other income (Notes 22 and 27)	99,132	9	74,302	9
7020	Other profits and losses (Notes 22 and 27)	30,130	3	(80,394)	(10)
7050	Finance costs	(11,616)	(1)	(2,755)	-
7070	Share of profits of subsidiaries accounted for using the equity method	4,697	-	171,063	21
7000	Net non-operating expenses and income	123,627	11	162,693	20

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Code		2022 Amount	2022 %	2021 Amount	2021 %
7900	Pre-tax net loss (profit)	($ 48,476)	(5)	$ 88,270	11
7950	Income tax profit (Note 23)	-	-	735	-
8100	Profit of discontinued operations (Note 11)	154,827	15	8,709	1
8200	Net profit of the current year	106,351	10	97,714	12
	Other comprehensive income (loss) (Note 20)				
8310	Items not reclassified subsequently to profit or loss:				
8311	Remeasurements of defined benefit plans	(866)	-	(1,140)	-
8316	Unrealized equity instrument profit or loss measured at fair value through other comprehensive income	(29,077)	(3)	86,768	11
8360	Items possibly recategorized to profits and losses later:				
8361	Share of other comprehensive profits of investees accounted for using the equity method	9,582	1	235	-
8300	Other comprehensive income of the current year	(20,361)	(2)	85,863	11
8500	Total comprehensive income of the current year	$ 85,990	8	$ 183,577	23
	Net profit of the current year attributable to				
8610	continuing operations	($ 48,476)	(5)	$ 89,005	11
8620	discontinued operations	154,827	15	8,709	1
8600		$ 106,351	10	$ 97,714	12
	Comprehensive income attributable to				
8710	continuing operations	($ 71,017)	(7)	$ 165,316	21
8720	discontinued operations	157,007	15	18,261	2
8700		$ 85,990	8	$ 183,577	23

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Code		2022 Amount	2022 %	2021 Amount	2021 %
	Earnings (losses) per share (Note 24)				
9750	Basic Earnings (losses) Per Share				
9710	continuing operations	($ 0.26)		$ 0.46	
9720	discontinued operations	$ 0.82		$ 0.05	
9850	Diluted Earnings (losses) Per Share				
9810	continuing operations	($ 0.26)		$ 0.46	
9820	discontinued operations	$ 0.82		$ 0.05	

The accompanying notes are an integral part of the unconsolidated financial report.

Chairman: Yen, Chen Li-Lien Managerial Officer: Chang, Tsu-Hui Accounting Officer: Yeh, Mei-Ling

Carnival Industrial Corp., Ltd.

Unconsolidated Statements of Changes in Equity

January 1 to December 31, 2022 and 2021

Unit: NT$ thousand

		Share capital		Retained earnings			Other equity items		
Code		Thousand shares	Amount	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of financial statements of foreign operations	Unrealized profit or loss on financial assets measured at fair value through other comprehensive income	Total Equity
A1	Balance as of January 1, 2021	189,941	$ 1,899,419	$ 51,941	$ 122,963	$ 254,596	($ 105,078)	$ 334,722	$ 2,558,563
	2020 Distribution of earnings								
B5	Company shareholders' cash dividends	-	-	-	-	(56,983)	-	-	(56,983)
D1	Net profit of 2021	-	-	-	-	97,714	-	-	97,714
D3	Other after-tax comprehensive income in 2021	-	-	-	-	(1,140)	235	86,768	85,863
D5	Total comprehensive income of 2021	-	-	-	-	96,574	235	86,768	183,577
Z1	Balance as of December 31, 2021	189,941	1,899,419	51,941	122,963	294,187	(104,843)	421,490	2,685,157
	Allocation and distribution of earnings in 2021								
B1	Legal reserves set aside	-	-	9,657	-	(9,657)	-	-	-
B5	Company shareholders' cash dividends	-	-	-	-	(66,480)	-	-	(66,480)
D1	Net profit of 2022	-	-	-	-	106,351	-	-	106,351
D3	Other after-tax comprehensive income in 2022	-	-	-	-	(866)	9,582	(29,077)	(20,361)
D5	Total comprehensive income of 2022	-	-	-	-	105,485	9,582	(29,077)	85,990
Z1	Balance as of December 31, 2022	189,941	$ 1,899,419	$ 61,598	$ 122,963	$ 323,535	($ 95,261)	$ 392,413	$ 2,704,667

The accompanying notes are an integral part of the unconsolidated financial report.

Chairman: Yen, Chen Li-Lien Managerial Officer: Chang, Tsu-Hui Accounting Officer: Yeh, Mei-Ling

Carnival Industrial Corp., Ltd.
Unconsolidated Statements of Cash Flows
January 1 to December 31, 2022 and 2021

Unit: NT$ thousand

Code		2022	2021
	Cash flows from operating activities		
A00010	Pre-tax net profit (loss) of continuing operations	($ 48,476)	$ 88,270
A00020	Pre-tax net profit of discontinued operations	154,827	8,709
A10000	Pre-tax net profit of the current year	106,351	96,979
	Adjustments to reconcile net income (loss) to net cash provided by operating activities		
A20100	Depreciation expense	40,411	45,755
A20200	Amortization expenses	29,986	4,858
A20300	Reversal gain of expected credit impairment loss	(686)	(563)
A20400	Net profit on financial assets measured at fair value through profit/loss	-	(36)
A20900	Finance costs	11,616	2,755
A21200	Interest income	(1,284)	(477)
A21300	Dividend income	(55,462)	(39,743)
A22400	Share of net profits of subsidiaries accounted for using the equity method	(159,524)	(179,772)
A22500	Net loss on disposal of property, plant and equipment	9	125
A22700	Net profit on disposals of investment property	(1,620)	(1,656)
A23000	Profit on disposal of groups held for sale and disposal	-	(1,804)
A23800	Impairment loss	33,570	-
A23100	Net loss on disposal of investments	-	37
A23700	Loss on inventory devaluation (Profit on recovery)	74,605	(82,759)
A29900	Rent concessions	-	(192)
	Changes in assets/liabilities relating to operating activities		
A31150	Notes and accounts receivable	(31,854)	(234,845)
A31180	Other receivables	(44,181)	(639)
A31200	Inventories	(123,138)	(266,061)
A31230	Prepayments	(9,554)	(30,970)
A31240	Other Current Assets	(24)	(35)
A32125	Contract liabilities	(1,762)	11,178
A32150	Notes and accounts payable	32,899	106,882
A32180	Other payables	(4,444)	6,236
A32200	Liability provision	228	-

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Code		2022	2021
A32230	Other current liabilities	($ 662)	($ 1,037)
A32240	Net defined benefit liability	(533)	543
A33000	Cash outflow from operating activities	(105,053)	(565,241)
A33500	Income taxes paid	-	(11,995)
AAAA	Cash outflow from operating activities	(105,053)	(577,236)
	Cash flow from investing activities		
B00200	Financial assets disposed at fair value through profit or loss	-	465
B00400	Increase in financial assets measured at amortized cost Increase	(5,920)	(55,500)
B02400	Proceeds from capital reduction of investments on investees under equity method	-	63,915
B02600	Net cash inflow from disposal of groups held for sale and disposal	-	103,449
B02700	Property, plant and equipment acquired	(8,025)	(36,763)
B03700	Decrease (Increase) in refundable deposits	25,783	(2,583)
B04500	Acquisition of Intangible assets	(79,364)	(72,261)
B05400	Investment property acquired	-	(857)
B07500	Interest income received	1,284	477
B07600	Dividends received	55,462	44,943
BBBB	Net cash inflow (outflow) from investing activities	(10,780)	45,285
	Cash flows from financing activities		
C00100	Increase in short-term borrowings	295,000	280,000
C00500	Increase in short-term notes and bills payable	200,000	310,000
C03100	(Decrease) Increase in deposits received	(1,032)	68
C04020	Lease principle repayment	(7,370)	(8,194)
C04500	Cash dividends	(66,480)	(56,915)
C05600	Interest paid	(12,040)	(2,845)
CCCC	Net cash inflows from financing activities	408,078	522,114
EEEE	Increase (Decrease) in cash and cash equivalents of the current year	292,245	(9,837)
E00100	Beginning cash and cash equivalents of the year	84,346	94,183
E00200	End cash and cash equivalents of the year	$ 376,591	$ 84,346

The accompanying notes are an integral part of the unconsolidated financial report.

Chairman: Yen, Chen Li-Lien Managerial Officer: Chang, Tsu-Hui Accounting Officer: Yeh, Mei-Ling

Attachment 4

Independent Auditors' Report

To Carnival Industrial Corp., Ltd.:

Audit Opinion

We audited the consolidated balance sheets of Carnival Industrial Corp., Ltd. and subsidiaries (the "Group") as of December 31, 2022 and 2021, their consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the periods from January 1 to December 31, 2022 and 2021, and the notes to their consolidated financial statements (including the summary of significant accounting policies).

In our opinion, with respect to all material aspects, the foregoing 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, interpretations and pronouncements of interpretation approved and published by the Financial Supervisory Commission, and thus provided a fair presentation of the consolidated financial positions of the Group as of December 31, 2022 and 2021 and the consolidated financial performance and cash flows for the periods from January 1 to December 31, 2022 and 2021.

Basis for Audit Opinion

We conducted audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and relevant auditing standards. Our responsibilities as an auditor under the aforementioned standards will be explained in the Consolidated Financial Statements Auditing Responsibilities paragraph. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the R.O.C. and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that we have acquired sufficient and appropriate audit evidence as the basis of our audit opinions.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the Group for 2022. Such matters have been reflected in the entirety of the consolidated financial statements audited and throughout the process of the opinion formation. We do not provide opinions separately for such matters.

The following are the key audit matters in the consolidated financial statements of the Group for 2022:

<u>Evaluation of inventory impairment</u>

Since the value of inventory may be subject to slow moving and obsolete of inventory due to change of demand market, such that loss may occur as a result of price falling and dead stock. The accounting policy of the Group is to set aside inventory impairment loss according to the net realizable value evaluation and inventory age evaluation. Since the net realizable value evaluation and the inventory age evaluation for the calculation of the inventory impairment loss involves assumption and estimation made by the management such that the amount recognized for the impairment loss is directly affected, accordingly, our CPAs consider the inventory impairment loss as a key audit matter.

The accounting policy is as described in Note 4 of the consolidated financial statements. For inventory related information, please refer to Note 11 of the consolidated financial statements.

We summarize the audit procedures executed by our CPAs as follows:

1. Obtain the inventory recognized quantity at the end of the year and compare with the annual inventory checking data, in order to verify the existence and integrity of the inventory.
2. Understand the appropriateness and consistency of the inventory falling price loss accounting policy adopted by the Group, and verify the accuracy of its amount according to the evaluation documents of the management.
3. Test the inventory age data and the net realizable value to confirm its accuracy.

Responsibilities of the Management and Governing Bodies for Consolidated Financial Statements

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

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

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

Responsibilities of CPAs for the Audit of Consolidated Financial Statements

The purpose of our audit of the consolidated financial statements is to obtain reasonable assurance on whether the entirety of the consolidated financial statements contain any material misstatement caused by fraud or error, and to issue the audit report. Reasonable assurance means a high degree of assurance. However, there is no guarantee that any material misstatement contained in the consolidated financial statements will be discovered during an audit conducted in accordance with relevant auditing standards. Misstatement may be caused by fraud or error. When individual amount or total amount of misstatement can be reasonably anticipated to affect the economic decision made by the users of the consolidated financial statements, then it shall be considered to be material misstatement.

We rely on our professional judgment and professional skepticism during an audit conducted in accordance with relevant auditing standards. We also:

1. Identify and assess the risk of material misstatement of the consolidated financial statements due to fraud or error. Design and adopt appropriate countermeasures for the risks assessed. In addition, we obtain sufficient and appropriate audit evidences in order to be used as the basis for the opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. In case where we consider that such events or circumstances have significant uncertainty, then relevant disclosure of the consolidated financial statements shall be provided in the audit report to allow users of consolidated financial statements to be aware of such events or circumstances, or shall revise the opinion when such disclosure is considered inappropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements (including the relevant notes) and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair and proper presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entity of the Group, and expressing an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the Group. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters, including relevant protective measures, that may be considered to affect the independence of auditors.

The key audit matters in the audit of the consolidated financial statements of the Group for 2022 have been determined by us from the matters regarding which we have communicated with the governing bodies. We describe these matters in our auditor's report unless law or regulation preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte Taiwan

Certified Public Accountant Huang, Kuo-Ning	Certified Public Accountant Chen, Pei-Te
Financial Supervisory Commission Approval Document No.	Financial Supervisory Commission Approval Document No.
Jin-Guan-Zheng-Shen-Zi No. 1100356048	Jin-Guan-Zheng-Shen-Zi No. 1080321204

March 17, 2023

Carnival Industrial Corp., Ltd. and Subsidiaries
Consolidated Balance Sheet
December 31, 2022 and 2021

Unit: NT$ thousand

Code	ASSETS	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 6)	$ 941,946	21	$ 476,075	12
1110	Financial assets at fair value through profit or loss (Note 7)	45,753	1	76,105	2
1120	Financial assets measured at fair value through other comprehensive income (Notes 8 and 31)	584,079	13	626,509	16
1136	Financial assets at amortized cost (Note 9)	128,421	3	69,401	2
1170	Notes and accounts receivable (Notes 10, 24 and 30)	358,205	8	343,188	8
1200	Other receivables	49,227	1	2,474	-
130X	Inventories (Note 11)	686,688	15	607,002	15
1410	Prepayments	74,122	2	86,245	2
1476	Other financial assets (Note 31)	73,925	1	119,847	3
1478	Refundable deposits (Note 31)	30,000	1	-	-
1479	Other Current Assets	3,430	-	3,906	-
11XX	Total current assets	2,975,796	66	2,410,752	60
	Non-current assets				
1520	Financial assets measured at fair value through other comprehensive income (Notes 8)	302,864	7	289,511	8
1550	Investment accounted for under the equity method (Note 14)	4,255	-	4,238	-
1600	Property, plant and equipment (Notes 15 and 31)	846,260	19	874,725	22
1755	Right-of-use assets (Note 16)	27,468	1	36,921	1
1760	Investment property (Notes 17 and 31)	160,109	4	169,720	4
1780	Intangible assets (Note 18)	105,298	2	67,403	2
1840	Deferred income tax assets (Note 26)	9,830	-	9,687	-
1920	Refundable deposits (Note 31)	66,206	1	120,318	3
1990	Other non-current assets	208	-	1,356	-
15XX	Total non-current assets	1,522,498	34	1,573,879	40
1XXX	Total assets	$ 4,498,294	100	$ 3,984,631	100

Code	Liabilities and Equity	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current liabilities				
2100	Short-term loans (Notes 19 and 31)	$ 650,000	15	$ 355,000	9
2110	Short-term commercial paper payable (Note 19)	549,494	12	349,918	9
2130	Contract liabilities (Note 24)	57,687	1	62,522	2
2170	Notes and accounts payable (Note 30)	178,674	4	183,092	5
2219	Other payables (Notes 20 and 30)	183,901	4	176,017	4
2230	Current income tax liabilities (Note 26)	-	-	541	-
2250	Liability provision (Notes 4 and 21)	228	-	-	-
2280	Lease liabilities (Note 16)	14,646	-	14,657	-
2399	Other current liabilities	16,584	1	14,545	-
21XX	Total current liabilities	1,651,214	37	1,156,292	29
	Non-current liabilities				
2570	Deferred income tax liabilities (Note 26)	80,889	2	80,889	2
2580	Lease liabilities (Note 16)	10,272	-	13,938	1
2640	Net defined benefit liabilities (Note 22)	10,911	-	10,578	-
2645	Deposits received	40,341	1	37,777	1
25XX	Total non-current liabilities	142,413	3	143,182	4
2XXX	Total Liabilities	1,793,627	40	1,299,474	33
	Equity attributable to owners of the parent company (Note 23)				
	Share capital				
3110	Common stock	1,899,419	42	1,899,419	47
	Retained earnings				
3310	Legal reserve	61,598	1	51,941	1
3320	Special reserve	122,963	3	122,963	3
3350	Accumulated earnings	323,535	7	294,187	8
3300	Total retained earnings	508,096	11	469,091	12
3400	Other equity	297,152	7	316,647	8
3XXX	Total Equity	2,704,667	60	2,685,157	67
	Total Liabilities and Equity	$ 4,498,294	100	$ 3,984,631	100

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

Chairman: Yen, Chen Li-Lien Managerial Officer: Chang, Tsu-Hui Accounting Officer: Yeh, Mei-Ling

Carnival Industrial Corp., Ltd. and Subsidiaries

Consolidated Statement of Comprehensive Income

January 1 to December 31, 2022 and 2021

Unit: NT$ thousand; Earnings (Losses) per share: NT$

Code		2022 Amount	2022 %	2021 Amount	2021 %
4110	Operating revenue (Notes 24 and 30)	$ 1,511,587	100	$ 1,323,657	100
4190	Less: Sales return and allowance	145	-	1,211	-
4000	Net operating revenue	1,511,442	100	1,322,446	100
5000	Operating cost (Notes 11, 25 and 30)	1,075,305	71	682,768	51
5900	Gross profit	436,137	29	639,678	49
	Operating expense (Notes 25 and 30)				
6100	Selling and marketing expenses	465,139	31	474,416	36
6200	Administrative expenses	132,224	9	142,587	11
6300	Research and development expenses	4,036	-	3,977	-
6450	Reversal gain of expected credit impairment loss	(686)	-	(16,470)	(1)
6000	Total Operating Expenses	600,713	40	604,510	46
6900	Net operating profit (loss)	(164,576)	(11)	35,168	3
	Non-operating revenues and expenses				
7100	Interest income (Note 25)	7,413	1	6,506	-
7010	Other income (Notes 25 and 30)	98,570	7	118,643	9
7020	Other profits and losses (Notes 25 and 30)	22,152	1	(79,853)	(6)
7050	Finance costs	(11,979)	(1)	(2,947)	-
7060	Share of losses of associates accounted for using the equity method (Note 14)	(53)	-	(11)	-
7000	Net non-operating revenue	116,103	8	42,338	3
7900	Pre-tax net profit (loss)	(48,473)	(3)	77,506	6
7950	Income tax profit (expense) (Note 26)	(3)	-	11,499	1
8100	Profit of discontinued operations (Notes 12 and 25)	154,827	10	8,709	-
8200	Net profit of the current year	106,351	7	97,714	7

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Code		2022 Amount	2022 %	2021 Amount	2021 %
	Other comprehensive income (loss)				
8310	Items not reclassified subsequently to profit or loss				
8311	Remeasurements of defined benefit plans	($ 866)	-	($ 1,140)	-
8316	Unrealized equity instrument profit or loss measured at fair value through other comprehensive income	(29,077)	(2)	86,768	7
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of financial statements of foreign operations	9,512	1	393	-
8370	Share of translation difference associates accounted for using equity method (Note 14)	70	-	(158)	-
8300	Other comprehensive income of the current year	(20,361)	(1)	85,863	7
8500	Total comprehensive income of the current year	$ 85,990	6	$ 183,577	14
	Net profit of the current year attributable to				
8610	continuing operations	($ 48,476)	(3)	$ 89,005	7
8620	discontinued operations	154,827	10	8,709	-
8600		$ 106,351	7	$ 97,714	7
	Total comprehensive income attributable to				
8710	continuing operations	($ 71,017)	(5)	$ 165,316	13
8720	discontinued operations	157,007	11	18,261	1
8700		$ 85,990	6	$ 183,577	14
	Earnings (Losses) per share (Note 27)				
9750	Basic Earnings (losses) Per Share				
9710	continuing operations	($ 0.26)		$ 0.46	
9720	discontinued operations	$ 0.82		$ 0.05	
9850	Diluted Earnings (losses) Per Share				
9810	continuing operations	($ 0.26)		$ 0.46	
9820	discontinued operations	$ 0.82		$ 0.05	

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

Chairman: Yen, Chen Li-Lien   Managerial Officer: Chang, Tsu-Hui   Accounting Officer: Yeh, Mei-Ling

Carnival Industrial Corp., Ltd. and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31, 2022 and 2021

Unit: NT$ thousand

Code		Share capital		Retained earnings			Other equity items		
		Thousand shares	Share capital	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of financial statements of foreign operations	Unrealized profit or loss on financial assets measured at fair value through other comprehensive income	Total Equity
A1	Balance as of January 1, 2021	189,941	$ 1,899,419	$ 51,941	$ 122,963	$ 254,596	($ 105,078)	$ 334,722	$ 2,558,563
	2020 Distribution of earnings								
B5	Company shareholders' cash dividends	-	-	-	-	(56,983)	-	-	(56,983)
D1	Net profit of 2021	-	-	-	-	97,714	-	-	97,714
D3	Other after-tax comprehensive income in 2021	-	-	-	-	(1,140)	235	86,768	85,863
D5	Total comprehensive income of 2021	-	-	-	-	96,574	235	86,768	183,577
Z1	Balance as of December 31, 2021	189,941	1,899,419	51,941	122,963	294,187	(104,843)	421,490	2,685,157
	Allocation and distribution of earnings in 2021								
B1	Legal reserve	-	-	9,657	-	(9,657)	-	-	-
B5	Company shareholders' cash dividends	-	-	-	-	(66,480)	-	-	(66,480)
D1	Net profit of 2022	-	-	-	-	106,351	-	-	106,351
D3	Other after-tax comprehensive income in 2022	-	-	-	-	(866)	9,582	(29,077)	(20,361)
D5	Total comprehensive income of 2022	-	-	-	-	105,485	9,582	(29,077)	85,990
Z1	Balance as of December 31, 2022	189,941	$ 1,899,419	$ 61,598	$ 122,963	$ 323,535	($ 95,261)	$ 392,413	$ 2,704,667

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

Chairman: Yen, Chen Li-Lien Managerial Officer: Chang, Tsu-Hui Accounting Officer: Yeh, Mei-Ling

Carnival Industrial Corp., Ltd. and Subsidiaries

Consolidated Statement of Cash Flow

January 1 to December 31, 2022 and 2021

Unit: NT$ thousand

Code		2022	2021
	Cash flows from operating activities		
A00010	Pre-tax net profit (loss) of continuing operations	($ 48,473)	$ 77,506
A00020	Pre-tax net profit of discontinued operations	154,827	8,709
A10000	Pre-tax net profit of the current year	106,354	86,215
	Adjustments to reconcile net income (loss) to net cash provided by operating activities		
A20100	Depreciation expense	63,555	76,321
A20200	Amortization expenses	29,986	4,858
A20300	Reversal gain of expected credit impairment loss	(686)	(16,470)
A20400	Net loss on financial assets measured at fair value through profit/loss	3,100	6,710
A20900	Finance costs	11,979	2,947
A21200	Interest income	(8,359)	(6,698)
A21300	Dividend income	(55,462)	(39,743)
A22300	Share of losses of associates accounted for using the equity method	53	11
A22500	Net profit on disposal of property, plant and equipment	(36,759)	(3,750)
A22700	Net profit on disposals of investment property	(98,520)	-
A22900	Net profit on disposal of right-of-use assets	(42,339)	-
A23000	Profit on disposal of groups held for sale and disposal	-	(1,804)
A23100	Loss (Profit) on disposal of investments	5,121	(6,127)
A23700	Profit on recovery of inventory devaluation	(23,380)	(268,695)
A23800	Impairment loss	33,570	-
A29900	Early termination of lease and rent concession	156	(192)
	Changes in assets/liabilities relating to operating activities		
A31150	Notes and accounts receivable	(14,336)	(222,408)
A31180	Other receivables	(46,753)	(469)
A31200	Inventories	(60,237)	(174,997)
A31230	Prepayments	(3,505)	(33,894)
A31240	Other Current Assets	476	(2,289)
A32125	Contract liabilities	(4,835)	10,247
A32150	Notes and accounts payable	(4,418)	123,267
A32180	Other payables	7,884	3,908

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Code		2022	2021
A32200	Liability provision	$ 228	$ -
A32230	Other current liabilities	2,039	(532)
A32240	Net defined benefit liability	(533)	543
A33000	Cash outflow from operating activities	(135,621)	(463,041)
A33500	Income taxes paid	(544)	(14,614)
AAAA	Net cash outflow from operating activities	(136,165)	(477,655)
	Cash flow from investing activities		
B00040	Increase in financial assets measured at amortized cost Increase	(59,020)	(69,401)
B00200	Financial assets disposed at fair value through profit or loss	22,131	17,541
B02600	Net cash inflow from disposal of groups held for sale and disposal	-	103,449
B02700	Property, plant and equipment acquired	(20,126)	(48,952)
B02800	Proceeds from disposal of property, plant and equipment	37,520	3,923
B03700	Decrease (Increase) in refundable deposits	24,112	(2,138)
B04500	Acquisition of Intangible assets	(79,364)	(72,261)
B05400	Investment property acquired	-	(857)
B05500	Gain from disposal of investment property	103,621	-
B09900	Proceeds from disposal of right-of-use assets	47,048	-
B06500	Decrease (Increase) in other financial assets	45,922	(9,213)
B06700	Decrease (Increase) in other non-current assets	1,148	(971)
B07500	Interest income received	8,359	6,698
B07600	Dividends received	55,462	39,743
BBBB	Net cash inflows (outflows) from investing activities	186,813	(32,439)
	Cash flows from financing activities		
C00100	Increase in short-term borrowings	295,000	280,000
C00500	Increase in short-term notes and bills payable	200,000	310,000
C03000	Increase in guarantee deposits	2,564	354
C04020	Lease principle repayment	(14,152)	(15,722)
C04300	Decrease in other non-current liabilities	-	(3,474)
C04500	Issuance of cash dividends	(66,480)	(56,915)
C05600	Interest paid	(12,403)	(3,037)
CCCC	Net cash inflows from financing activities	404,529	511,206
DDDD	Effect of exchange rate changes on cash and cash equivalents	10,694	(4,686)

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Code		2022	2021
EEEE	Increase (Decrease) in cash and cash equivalents of the current year	$ 465,871	($ 3,574)
E00100	Beginning cash and cash equivalents of the year	476,075	479,649
E00200	End cash and cash equivalents of the year	$ 941,946	$ 476,075

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

Chairman: Yen, Chen Li-Lien   Managerial Officer: Chang, Tsu-Hui   Accounting Officer: Yeh, Mei-Ling

Attachment 5

Carnival Industrial Corporation
Comparison Table for Amendments of “Articles of Incorporation”

Provision Before Amendment	Provision After Amendment	Description of Amendment
Article VI: The share certificates of the Company shall be in registered form, signed or sealed by the directors and shall be certified by a bank competent to serve as the attester for the issuance of the share certificates according to the laws in order to issue the share certificates. The stock affairs of the Company shall be handled according to relevant regulations of the competent authority. Content below omitted	Article VI: The share certificates of the Company are registered and shall be assigned with serial numbers. Also, the share certificates shall be affixed with the signatures or personal seals of the director representing the company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance. The stock affairs of the Company shall be handled according to relevant regulations of the competent authority. Content below omitted	According to the amendment of Article 162 of the Company Act and complies with the requirements under the notice letter No. 11101140170 which issued by Ministry of Economic.
Article 24: These Articles of Incorporation were duly enacted on November 15, 1969. The 1st amendment was made on July 16, 1971... The 34th amendment was made on June 29, 2022.	Article 24: These Articles of Incorporation were duly enacted on November 15, 1969. The 1st amendment was made on July 16, 1971...The 33rd amendment was made on July 21, 2021. The 35th amendment was made on June 28, 2023.	This is to specify the current amendment date of the Articles of Incorporation.

Attachment 6

Comparison Table for Amendments of "Rules of Procedure for Shareholders Meetings"

Provision Before Amendment	Provision After Amendment	Description of Amendment
Approved by the general shareholders' meeting on June 4, 2002 1st amendment made on June 13, 2006 2nd amendment made on June 21, 2012 3rd amendment made on June 14, 2016 4th amendment made on July 21, 2021	Approved by the general shareholders' meeting on June 4, 2002 1st amendment made on June 13, 2006 2nd amendment made on June 21, 2012 3rd amendment made on June 14, 2016 4th amendment made on July 21, 2021 <u>5th amendment made on June 28, 2023</u>	The current amendment date of the procedures is specified
II. Shareholders (or representatives) shall submit sign-in cards as proof of attendance. The number of shares is calculated based on the number of shares shown in the<u> signature book or</u> sign-in card summited. The number of shares in attendance indicated in the sign-in cards of a shareholders' meeting shall be calculated according to the shares indicated by the sign-in cards submitted plus the number of shares whose voting rights are exercised by correspondence or electronically. Content below omitted	II. Shareholders (or representatives) shall submit sign-in cards as proof of attendance. The number of shares is calculated based on the number of shares shown in the sign-in card summited. The number of shares in attendance indicated in the sign-in cards of a shareholders' meeting shall be calculated according to the shares indicated by the sign-in cards submitted<u>, and the shares checked in on the virtual meeting platform,</u> plus the number of shares whose voting rights are exercised by correspondence or electronically. … Omitted… <u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register two days before the meeting date.</u> <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u> <u>In the event of a virtual shareholders meeting, the Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the</u>	According to the amendment of " Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" made on March 8th, 2022

Provision Before Amendment	Provision After Amendment	Description of Amendment
	meeting. On the day of a shareholders meeting, the Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Corporation 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 Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.	
III. For the attendance and voting at a shareholders' meeting, shareholders shall have one voting right for each share held, and it shall be calculated based the number of shares. However, when the shares are restricted shares or are deemed non-voting shares under Paragraph 2 of Article 179 of the Company Act. … Omitted… 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 before 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one	III. For the attendance and voting at a shareholders' meeting, shareholders shall have one voting right for each share held, and it shall be calculated based the number of shares. However, when the shares are restricted shares or are deemed non-voting shares under Paragraph 2 of Article 179 of the Company Act. … Omitted… 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 before 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one	According to the amendment of the law, content of the provision is revised

Provision Before Amendment	Provision After Amendment	Description of Amendment
received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment. After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.	received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment. After a proxy form has been delivered to the Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Corporation before two business days before the meeting date. If the cancellation 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 Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.	
IV. The venue for the convention of a shareholders' meeting shall be in Taipei City or a place suitable to convene the meeting. The meeting time shall be between 9 a.m. and 3 p.m.	IV. The venue for the convention of a shareholders' meeting shall be in Taipei City, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting time shall be between 9 a.m. and 3 p.m. The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.	According to the amendment of the law, content of the provision is revised
V. Shareholders' meetings that are convened by the board of directors shall be chaired by the chairman. If the chairman is unable to perform duty due to leave of absence or any reasons, the vice chairman shall act as the deputy thereof. If the vice chairman is unavailable or is also on leave or cannot exercise the authorities due to other reasons, the chairman will appoint one of the directors to act on their behalf. If no one is appointed, the remaining directors shall appoint one among themselves to	V. Shareholders' meetings that are convened by the board of directors shall be chaired by the chairman. If the chairman is unable to perform duty due to leave of absence or any reasons, the vice chairman shall act as the deputy thereof. If the vice chairman is unavailable or is also on leave or cannot exercise the authorities due to other reasons, the chairman will appoint one of the directors to act on their behalf. If no one is appointed, the remaining directors shall appoint one among themselves to	According to the amendment of the law, content of the provision is revised

Provision Before Amendment	Provision After Amendment	Description of Amendment
perform the chairman's duties on behalf. Where a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting.	perform the chairman's duties on behalf. Where a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.	
VII. The Company shall record on audio or video tape the entire proceedings of a shareholders' meeting and preserve the recordings 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.	VII. The Company, beginning 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 of 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 recording shall be retained until the conclusion of the litigation. Where a shareholders meeting is held online, the Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by the Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting. In case of a virtual shareholders meeting, the Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.	According to the amendment of the law, content of the provision is revised
VIII. When the total number of shares	VIII. The chair shall call the meeting to	According to

Provision Before Amendment	Provision After Amendment	Description of Amendment
presented by the attending shareholders reaches more than half of all shares, the chair shall call the meeting to order and shall announce information related to the shares without voting rights and the shares presented by the attending shareholders at the same time. When the statutory amount is not satisfied upon the scheduled meeting time, the chair may announce the postponement of the meeting. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders (or representatives) represent one third or more of the total number of issued shares, a tentative resolution may be adopted based on a majority of the voting rights presented by the attending shareholders. After tentative resolution according to the preceding paragraph, if the number of shares represented by the attending shareholders has reached the statutory amount, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting.	order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. When the statutory amount is not satisfied upon the scheduled meeting time, 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 Corporation 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 Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Corporation in accordance with Article 2. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.	the amendment of the law, content of the provision is revised
XII. When a juristic person is appointed to attend a shareholders' meeting as	XII. When a juristic person is appointed to attend a shareholders' meeting as	According to the

Provision Before Amendment	Provision After Amendment	Description of Amendment
proxy, it shall designate only one person to represent it in the meeting. When a juristic person appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak.	proxy, it shall designate only one person to represent it in the meeting. When a juristic 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 and it applies mutatis mutandis to the provision of the preceding article.	amendment of the law, content of the provision is revised
XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.	XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 10 to 12 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.	According to the amendment of the law, content of the provision is revised
XIV. When the chair at a Board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.	XIV. 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, or end the discussion when in necessary.	According to the amendment of the law, content of the provision is revised
XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair. Voting	XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided	According to the amendment

Provision Before Amendment	Provision After Amendment	Description of Amendment
results shall be made known on-site immediately and recorded in writing. (Vote-monitoring personnel shall be equipped with shareholder status)	that all monitoring personnel shall be shareholders of the Corporation. 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 Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting. In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately. When the Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting	of the law, content of the provision is revised

Provision Before Amendment	Provision After Amendment	Description of Amendment
	rights on amendments to the original proposal.	
XVI.As the meeting is being processed, the chair may announce a break at his/her discretion.	XVI.As the meeting is being processed, the chair may announce a break at his/her discretion. If not all of the items on the meeting agenda have been addressed in once, a resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days without extra announcement and notice. 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.	According to the amendment of the law, content of the provision is revised
Amended	XX. To convene a virtual shareholders meeting, the Corporation shall include the follow particulars in the shareholders meeting notice: 1.How shareholders attend the virtual meeting and exercise their rights. 2.Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars: 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 case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the	Conform to the amendments to related regulations

Provision Before Amendment	Provision After Amendment	Description of Amendment
	minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. iv.Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out. 3.To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.	
Amended	XXI. In the event of a virtual shareholders meeting, the Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.	Conform to the amendments to related regulations
Amended	XXII. When the Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.	Conform to the amendments to related regulations
Amended	XXIII.In the event of a virtual shareholders meeting, the Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues. In the event of a virtual shareholders	Conform to the amendments to related regulations

Provision Before Amendment	Provision After Amendment	Description of Amendment
	meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session. For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list	

Provision Before Amendment	Provision After Amendment	Description of Amendment
	of elected directors and supervisors. When the Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. When postponing or resuming a meeting according to the second paragraph, the Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Corporations hall handle	

Provision Before Amendment	Provision After Amendment	Description of Amendment
	the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph. Shareholders entrusting a proxy to attend a shareholders' meeting shall be handled in accordance with the " Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" and relevant laws and regulations.	
Amended	XXIV. When convening a virtual-only shareholders meeting, the Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.	Conform to the amendments to related regulations
XX. Any matters not specified in these Rules shall be handled in accordance with the Company Act, Articles of Incorporation and other relevant laws and regulations. These Rules, shall be approved through the resolution of the board of director's meeting and shall be reported to the shareholders' meeting for approval before implementation. The same requirements shall be applied to amendments thereof.	XXV. Any matters not specified in these Rules shall be handled in accordance with the Company Act, Articles of Incorporation and other relevant laws and regulations. These Rules, shall be approved through the resolution of the board of director's meeting and shall be reported to the shareholders' meeting for approval before implementation. The same requirements shall be applied to amendments thereof.	Amended article number

Attachment 7

List of Candidates of Director

Job title	Shareholder No. or ID No.	Name	Shareholding	Academic qualifications	Principal work experience
Director	222417	Tai Yuen Textile Co., Ltd. Representative: Chen Bo-Yung	8,000,000	Master of Business Administration, University of Pittsburgh	Current: Vice Chairman, Carnival Co., Ltd Director and General Manager, Tai Yuen Textile Co., Ltd. Director and General Manager, Diamond Hosiery & Thread Co., Ltd. Director, Yulon Construction Co., Ltd. Director, Winsome Development Co., Ltd. Independent director, Kiwi technology Inc. Experience: Executive Vice General Manager and Chief Financial Officer, Chunghwa Telecom Co., Ltd.
Director	222417	Tai Yuen Textile Co., Ltd. Representative: Huang Te-Chao		Bachelor of Law & Jurisprudence, Chinese	Current: Vice General Manager, Yulon-

				Culture University	Administered Enterprises Co., Ltd. Director, Shin Shin Credit Corporation Director, Yu Rich Financial Services Co., Ltd., Experience: Chairman, Sin Gan Co., Ltd. General Manager, Kian Shen Co., Ltd Manager and Assistant Vice President, China Motor Co., Ltd Chairman, Brilliant au/Insight International Consultancy Service Co., Ltd.
Director	135335	Yung Hsin Investment Co., Ltd. Representative: Chen Ying- Chang	1,981,298	Taipei KaiNan High School	Current: Senior Manager, Carnival Co., Ltd Experience: Chairman, Hang Zhou Pu Wen Garments MFG. Co., Ltd
Director	000050	Yang Yung-Wei	12,458,958	Fashion Institute of Design & Merchandising	Current: Director, Carnival Co., Ltd Chairman, Yung Hsin Investment

					Co., Ltd. Supervisor, Jia-Yuan Investment Co., Ltd. Experience: Supervisor, Yung Hsin Investment Co., Ltd.
Independent director	D1014XXXX	Kuo Jung-Fang	0	M.B.A., EMBA, National Taiwan University M.B.A., National ChengChi University	Current: Independent Director, Carnival Co., Ltd Independent Director, Tai Shing Electronics Components Co., Ltd. Independent Director, Yulon Nissan Motor Co., Ltd. Experience: Senior Partner, Deloitte & Touche
Independent director	F1041XXXX	Yeh Te-Chang	0	Master of Economic Research Institute, National ChengChi University	Current: Independent Director, Carnival Co., Ltd Independent Director, Kian Shen Co., Ltd. Independent Director, DFI Inc. Supervisor, Wafer Works (Shanghai) Corp. Supervisor, Wafer Works Epitaxial

					Corp. Supervisor, Wafer Works (ZhengZhou) Corp. Director, Silicon Technology Investment (Cayman) Corp. Supervisor, Maxkit Technology Co., Ltd. Experience: Consultant, Wafer Works Corporation
Independent director	A1104XXXX	Chang Hung-Wen	0	Ph.D. in Business Administration, National Taipei University	Current: Independent Director, Carnival Co., Ltd Independent Director, Yulon Nissan Motor Co., Ltd. Adjunct Assistant Professor, Department of Finance and Cooperative Management, National Taipei University Experience: Director, Ultra Chip Inc. Vice General Manager, Topco Scientific Co., Ltd.

Appendix (I) (Before Amendment)

Carnival Industrial Corporation Rules of Procedure for Shareholders meetings s of Proce

Approved by the general shareholders' meeting on June 4, 2002
1st amendment made on June 13, 2006
2nd amendment made on June 21, 2012
3rd amendment made on June 14, 2016
4th amendment made on July 21, 2021

I. The rules of procedures for the shareholders' meetings of the Company, except as otherwise provided by laws and regulations, shall be executed according to these Rules.

II. Shareholders (or representatives) shall submit sign-in cards as proof of attendance. The number of shares is calculated based on the number of shares shown in the signature book or sign-in card summited.

The number of shares in attendance indicated in the sign-in cards of a shareholders' meeting shall be calculated according to the shares indicated by the sign-in cards submitted plus the number of shares whose voting rights are exercised by correspondence or electronically.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

III. For the attendance and voting at a shareholders' meeting, shareholders shall have one voting right for each share held, and it shall be calculated based the number of shares. However, when the shares are restricted shares or are deemed non-voting shares under Paragraph 2 of Article 179 of the Company Act.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of 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 the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part 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 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

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 before 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 cancel the previous proxy appointment.

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

IV. The venue for the convention of a shareholders' meeting shall be in Taipei City or a place suitable to convene the meeting. The meeting time shall be between 9 a.m. and 3 p.m.

V. Shareholders' meetings that are convened by the board of directors shall be chaired by the chairman. If the chairman is unable to perform duty due to leave of absence or any reasons, the vice chairman shall act as the deputy thereof. If the vice chairman is unavailable or is also on leave or cannot exercise the authorities due to other reasons, the chairman will appoint one of the directors to act on their behalf. If no one is appointed, the remaining directors shall appoint one among themselves to perform the chairman's duties on behalf.

Where a shareholders’ meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting.

VI. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders’ meeting shall wear identification cards.

VII. The Company shall record on audio or video tape the entire proceedings of a shareholders’ meeting and preserve the recordings 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.

VIII. When the total number of shares presented by the attending shareholders reaches more than half of all shares, the chair shall call the meeting to order and shall announce information related to the shares without voting rights and the shares presented by the attending shareholders at the same time. When the statutory amount is not satisfied upon the scheduled meeting time, the chair may announce the postponement of the meeting. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders (or representatives) represent one third or more of the total number of issued shares, a tentative resolution may be adopted based on a majority of the voting rights presented by the attending shareholders.

After tentative resolution according to the preceding paragraph, if the number of shares represented by the attending shareholders has reached the statutory amount, the chair may resubmit the tentative resolution for a vote by the shareholders’ meeting.

IX. Where 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 extraordinary 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 the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

After a meeting is adjourned, shareholders shall not further elect a chair to continue the meeting at the original site or at another location. However, if the chair declares the meeting adjourned in violation of the rules of procedure, a new chair may be elected based on the agreement of a majority of the votes represented by the attending shareholders in order to continue the meeting.

X. Before speaking, an attending shareholder (or representative) must specify on a speaker's slip the subject of the speech, his/her shareholder account number, and account name. The order in which shareholders speak shall be set by the chair. A shareholder (or representative) 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. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

XI. Except with the consent of the chair, a shareholder (or representative) may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the shareholder's speech violates the rules of the preceding paragraph or exceeds the scope of the agenda item, the chair shall terminate the speech.

XII. When a juristic person is appointed to attend a shareholders' meeting as proxy, it shall designate only one person to represent it in the meeting. When a juristic person appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak.

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

XIV. When the chair at a Board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair. Voting results shall be made known on-site immediately and recorded in writing. (Vote-monitoring personnel shall be equipped with shareholder status)

XVI. As the meeting is being processed, the chair may announce a break at his/her discretion.

XVII. Unless otherwise provided for in the Company Act and the Articles of Incorporation, the decision of an issue shall be resolved by a majority vote in the meeting which is attended by shareholders who represent a majority of the total issued shares. At the time of a vote, for each proposal, the chair or a 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. In addition, on the same day after the conclusion of the shareholders' meeting, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System (MOPS).

When a proposal comes to a vote, if no shareholder voices an objection following an inquiry by the chair, the proposal will be deemed to be approved, and it shall have the same effect as that reached through voting.

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

XIX. The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) assist to maintain order at the meeting place, they shall wear an armband that identifies them as a "Proctor."

XX. Any matters not specified in these Rules shall be handled in accordance with the Company Act, Articles of Incorporation and other relevant laws and regulations. These Rules, shall be approved through the resolution of the board of director's meeting and shall be reported to the shareholders' meeting for approval before implementation. The same requirements shall be applied to amendments thereof.

Appendix (II) (Before Amendment)

Carnival Industrial Corporation Articles of Incorporation

Chapter 1 General Rules

Article I: The Company shall be incorporated under the Company Act of R.O.C., and its name shall be "Carnival Industrial Corporation."

Article II: The scope of business of the Company shall be as follows:

I. C306010 Wearing Apparel

II. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories

III. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories

IV. C305010 Printing, Dyeing, and Finishing

V. C307010 Clothing Accessories

VI. C399990 Other Textile and Product Manufacturing

VII. F108040 Wholesale of Cosmetics

VIII. F208040 Retail Sale of Cosmetics

IX. H701010 Housing and Building Development and Rental

X. F401010 International Trade

XI. F106020 Wholesale of Daily Commodities

XII. F206020 Retail Sale of Daily Commodities

XIII. F501030 Beverage Shops

XIV. F501060 Restaurants

XV. F119010 Wholesale of Electronic Material

XVI. F219010 Retail Sale of Electronic Materials

XVII. CC01080 Electronics Components Manufacturing

XVIII. I301010 Information Software Services

XIX. I301020 Data Processing Services

XX. I301030 Electronic Information Supply Services

XXI. G801010 Warehousing

XXII. F108031 Wholesale of Medical Devices

XXIII. F208031 Retail Sale of Medical Apparatus

XXIV. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article III: The Company shall have its head office in Taipei City, and when it is determined to be necessary, upon the resolution of the Board of Directors, branch offices may be established domestically or overseas. The total amount of all external investments of the Company, based on actual needs, may not be restricted by the limitation specified in Article 13 of the Company Act.

Article IV: The Company's public announcements shall be made in accordance with Article 28 of the Company Act. The Company may provide guarantees to related enterprises.

Chapter 2 Shares

Article V: The total capital of the Company shall be NT$5,500,000,000, divided into 550,000,000 shares, at a par value of NT$10 per share, and the board of directors is authorized to perform share issuance at discrete times.

Article VI: The share certificates of the Company shall be in registered form, signed or sealed by the directors and shall be certified by a bank competent to serve as the attester for the issuance of the share certificates according to the laws in order to issue the share certificates. The stock affairs of the Company shall be handled according to relevant regulations of the competent authority.

For the shares issued by the Company, the printing of share certificates may be exempted, and the shares shall be registered with the Centralized Securities Depository Enterprises.

Article VII: Shareholders of the Company shall submit the seal reports to the Company for preservation. When shareholders are collecting dividends and bonuses or are contacting the Company in writing, the seals identical to the seal reports submitted shall be used for verification. The same requirement shall be applied to change of seals.

Article VIII: For any assignment/transfer of shares, the assignee/transferee shall submit a report to the Company, and such assignment/transfer of shares shall be registered in the shareholders' roster in order to be set up as a defense against the Company. For request of assignment/transfer of shares due to inheritance, legitimate supporting documents shall be submitted by the heir.

Article IX: Any change and transfer registration of shares shall be prohibited within sixty days prior to an ordinary shareholders' meeting, thirty days prior to an extraordinary shareholders' meeting, or five days prior to the record date for the distribution of dividends and bonuses or other interests by the Company.

Chapter 3 Shareholders' Meeting

Article X: Shareholders' meetings are classified into two types: the ordinary shareholders' meeting and the extraordinary shareholders' meeting. The ordinary shareholders' meeting shall be convened once per year, and shall be convened by the Board of Directors according to the laws within six months after the close of each fiscal year. The extraordinary shareholders' meeting shall be convened whenever necessary according to laws.

Article X-I: When the Company convenes an ordinary shareholders' meeting, a shareholder with rights may submit an ordinary shareholders' meeting proposal to the Company, provided that the number of items so proposed shall be limited one item only. For proposals exceeding one item, it shall not be included in the meeting agenda, and relevant operations shall be handled according to the Company Act and relevant regulations.

Article X-II: During the convention of the shareholders' meeting of the Company, visual communication network or other methods announced by the Ministry of Economic Affairs may be adopted.

Article XI: Except when otherwise regulated by The Company Act, a shareholders' meeting resolution is passed when more than half of all outstanding shares are represented in the meeting, and voted in favor by more than half of all voting rights represented during the meeting.

The Company's shareholders may exercise their voting rights in electronic form, and shareholders exercising their voting rights in electronic form shall be deemed to attend the meeting in person.

Article XII: Each shareholder of the Company shall have one voting right for each share in his/her/its possession, except where the shares are considered to have no voting right under circumstances described in Article 179 of the Company Act.

Chapter 4 Board of Directors and Audit Committee

Article XIII: The Company shall have five to ten directors, with the term of office of three years. The candidate nomination system is adopted, and directors are eligible for re-elections.

Directors of the Company shall include independent directors, and the number of independent directors shall not be less than two and shall not be less than one fifth of the total number of directors.

Relevant matters of professional qualification, shareholding, concurrent job position limitation, nomination and election methods of the independent director described in the preceding paragraph as well as other necessary requirements shall comply with relevant regulations specified by the competent securities authority.

The Company shall establish the audit committee through the resolution of board of directors according to the laws and regulations, and the audit committee shall be formed by all independent directors. The audit committee shall exercise its authorities according to Article 14-4 of the Securities and Exchange Act and relevant laws and regulations.

Article XIV: The board consists of directors. A chairman shall be elected among board members during a board meeting with more than two-thirds of directors present, and with the consent of more than half of all attending directors. In addition, a vice chairman shall be elected from among the directors through the same method described above. The ratio of total number of registered shares held by all directors shall comply with the regulations specified by the competent authority.

Article XV: The chairman is the chair of shareholders' meetings and board of director's meetings internally, and represents the Company externally. In cases where the chairman is on leave or cannot exercise his power and authority for any cause, the vice chairman may act as a proxy thereof. If there is no vice chairman or the vice chairman is also on leave or cannot exercise his or her power due to reasons, the chairman may appoint a director to act as a proxy thereof. In case where the chairman fails to appoint a proxy, the directors shall elect one person from among the directors to act as the proxy.

Article XVI: Unless otherwise specified in the Company Act, the business operation of the Company shall be executed according to the resolutions adopted by the board of director's meeting. During the recess of board of director's meeting, the chairman shall execute according to the resolutions adopted by the board of director's meeting.

During the convention of a board of director's meeting, the directors shall attend the meeting in person. In case where a director for any reasons cannot attend the board of director's meeting in person, he/she may issue a power of attorney, indicating the scope of authorization, in order to appoint another director to attend the meeting as a proxy thereof. However, the aforementioned proxy shall be limited to accept the authorization of one director only.

During the convening of board of director's meeting of the Company, notices indicating the reasons of its convening shall be delivered to all directors seven days in advance; provided that in case of emergencies, such meeting may be convened at any time. The board of director's meeting convening notices may be made in writing, facsimile or electronic method of e-mail, etc.

Article XVII: The exercise of authorities of the audit committee and other matters requiring compliance shall be handled according to the Securities and Exchange Act and other relevant laws and regulations.

Article XVIII: For the remuneration of all directors, the board of directors is authorized to determine the remuneration according to the common standard adopted in the same industry.

The Company may purchase liability insurance for all directors in order to protect the interests of all shareholders and to reduce the operational risk of the Company.

Chapter 5 Managerial Officer

Article XIX: The Company may appoint managerial officers. The appointment, removal and remuneration thereof shall be governed by Article 29 of the Company Act.

Chapter 6 Accounting

Article XX: At the end of each fiscal year of the Company, the Board of Directors shall prepare the reports and statements of 1. Business report, 2. Financial statement and 3. Proposal for distribution of surplus earnings or covering losses, for submission to the audit committee for review, following which a report shall be issued to the ordinary shareholders' meeting for ratification.

Article XXI: Deleted

Article XXII: Where the Company has a profit at the end of a fiscal year, the following remunerations shall be appropriated:

i. Not more than 1% as the compensation of directors.
ii. No less than 0.1% as the remuneration of employees.
iii. However, if there are accumulated losses, an amount shall be reserved to make up for losses in advance, and then distributed according to the ratios described in the preceding two paragraphs.
iv. If there are any earnings in the Company's annual accounts, the Company shall first make up for past losses and pay taxes, followed by setting aside 10% thereof as the legal reserve. A special reserve shall also be set aside in accordance with the regulations of the competent authority. The remaining earnings is combined with the undistributed earnings of the previous year. The Board meeting shall then submit a distribution proposal to the shareholders' meeting for resolution.

Article XXII-I: Article 22-1: The Company is in an industry with a mature business environment. The Company plans its dividend distribution policy by taking into account the Company's profitability, capital requirements, capital needs for future business plans, and industrial changes, while also considering the long-term shareholders' equity and the Company's long-term financial planning. Dividends are distributed in a form of cash or shares, and distribution shall be made based on the principle of not less 20% of the distributable earnings described in the preceding paragraph after deduction of the loss compensation, and the annual cash dividends shall not be less than 20% of the total dividends paid in the year.

Chapter 7 Supplemental Provisions

Article XXIII: Any matter not specified in these Articles of Incorporation shall be handled in accordance with the regulations of the Company Act.

Article XXIV: These Articles of Incorporation were duly enacted on November 15, 1969. The 1st amendment was made on July 16, 1971. The 2nd amendment was made on April 21, 1972. The 3rd amendment was made on December 10, 1972. The 4th amendment was made on April 21, 1973. The 5th amendment was made on October 21, 1974. The 6th amendment was made on September 17, 1975. The 7th amendment was made on March 3, 1976. The 8th amendment was made on April 20, 1976. The 9th amendment was made on April 16, 1977. The 10th amendment was made on December 27, 1978. The 11th amendment was made on May 15, 1981. The 12th amendment was made on June 4, 1983. The 13th amendment was made on June 12, 1984. The 14th amendment was made on May 12, 1987. The 15th amendment was made on May 21, 1988. The 16th amendment was made on May 25, 1989. The 17th amendment was made on June 26, 1990. The 18th amendment was made on May 21, 1991. The 19th amendment was made on May 15, 1992. The 20th amendment was made on April 27, 1995. The 21st amendment was made on April 17, 1996. The 22nd amendment was made on May 26, 1997. The 23rd amendment was made on May 26, 1998. The 24th amendment was made on May 25, 1999. The 25th amendment was made on May 30, 2000. The 26th amendment was made on May 31, 2001. The 27th amendment was made on June 4, 2002. The 28th amendment was made on June 13, 2006. The 29th amendment was made on June 18, 2010. The 30th amendment was made on June 21, 2012. The 31st amendment was made on June 14, 2016.

The 32nd amendment was made on June 14, 2017. The 33rd amendment was made on June 21, 2021.The 34th amendment was made on June 29, 2022.

Appendix (III)

Carnival Industrial Corporation Procedures for Election of Directors

Approved by the general shareholders' meeting on June 4, 2002
1st amendment made on June 14, 2016
2nd amendment made on June 14, 2017

I. Except as otherwise provided by law and regulation or by the Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

II. The qualifications for the independent directors of the Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

III. Elections of directors at the Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

IV. The cumulative voting method shall be used for election of the directors at the Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

V. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

VI. The directors of the Corporation shall be elected by the shareholders' meeting from among the persons with disposing capacity. The number of directors will be as specified in the Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. 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.
In the preceding paragraph, he/she shall decide on his/her own whether to be a director. Or where the personal data of a director is verified to be inconsistent, or the election is invalid according to relevant laws and regulations, the vacancy shall be filled by the un-elected candidate who has received the highest votes in the original election.

VII. Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.

The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

If a candidate is a shareholder, a 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 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 in 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.

VIII. A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by these rules.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
5. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number).
6. Ballot without the information of the candidate’s account name (Name) or shareholder’s account number (ID Card Number);
7. Ballot contains the name of two or more than two candidates.

IX. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation shall be announced by the chair on the site.

X. The board of directors of the Corporation shall issue notifications to the persons elected as directors.

XI. Matters not provided for herein shall be governed by the Company Law or the Articles of Incorporation of this Company.

XII. These Rules, shall be approved through the resolution of the board of director’s meeting and shall be reported to the shareholders’ meeting for approval before implementation. The same requirements shall be applied to amendments thereof.

Carnival Industrial Corporation

Number of Shares Held by All Directors and Minimum Number of Shares to be Held

I. The minimum number of shares required to be held by all current directors of the Company is as follows:

Number of common shares of the Company issued- 189,941,840 shares.

The minimum number of shares required to be held by all directors: 14,245,638 shares.

II. Up to the date of April 30, 2023 as the register closure date, the number of shares actually held by all directors of the Company:

<table>
<tr><th>Title</th><th>Name</th><th>Number of shares recorded in the shareholders' roster as of the register closure date</th><th>Shareholding percentage</th></tr>
<tr><td>Chairman</td><td>Tai Yuen Textile Co., Ltd. Representative: Yen, Chen Li-Lien</td><td rowspan="2">8,000,000 shares</td><td rowspan="2">4.21%</td></tr>
<tr><td>Director</td><td>Tai Yuen Textile Co., Ltd. Representative: Chen, Po-Yung</td></tr>
<tr><td>Director</td><td>Yang, Yung-Wei</td><td>12,458,958 shares</td><td>6.55%</td></tr>
<tr><td>Director</td><td>Yung Hsin Investment Co., Ltd. Representative: Wen, Chi</td><td>1,981,298 shares</td><td>1.04%</td></tr>
<tr><td>Independent Director</td><td>Kuo, Jung-Fang</td><td>0 share</td><td>0.00%</td></tr>
<tr><td>Independent Director</td><td>Yeh, Te-Chang</td><td>0 share</td><td>0.00%</td></tr>
<tr><td>Independent Director</td><td>Chang, Hung-Wen</td><td>0 share</td><td>0.00%</td></tr>
<tr><td colspan="2">Total</td><td>22,440,256 shares</td><td>11.80%</td></tr>
</table>

Term of office from June 17, 2020 to June 16, 2023.

Appendix (V)

Impact of issuance of bonus shares on business performance, EPS, and shareholder’s return on investment:

There is no distribution of bonus shares in the current year; therefore, this is not applicable.