Stock code: 1465

WISHER INDUSTRIAL CO., LTD.

2026 Shareholders' Meeting

Handbook

Date: June 2, 2026
Place: No. 367, Xinxing St., Luzhu Dist., Taoyuan City

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Wisher Industrial Co., Ltd.
Meeting Agenda of the 2026 Shareholders’ Meeting

Convention: Physical meeting of shareholders

Time: 10:00 am on Tuesday, June 2, 2026

Place: No. 367, Xinxing St., Luzhu Dist., Taoyuan City

I. Call the Meeting to Order (report shareholdings of the attendances)

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VIII. Extraordinary Motions

IX. Adjournment

Report Items

(I) Please review and approve the 2025 Business Report.

Explanation: The 2025 Business Report is attached as pp. 8 to 9, Attachment 1.

(II) Please review and approve the 2025 Audit Committee’s Review Report.

Explanation: The 2025 Audit Committee’s Review Report is attached as P.10, Attachment 2.

Matters for Ratification

Reported items No. 1: Proposed by the Board

Subject: Adoption of 2025 Business Reports and Financial Statements

Explanation: (I) Wisher Industrial Co., Ltd.’s 2025 Financial Statements were audited and assured by external auditors Ke-Yi Liu and Kun-His Hsu of BDO Taiwan.

(II) The Financial Statements and Business Reports have been audited and assured by the Audit Committee.

(III) The 2025 Business Reports are attached as pp. 8 to 9, Attachment 1.

(IV) The 2025 Financial Statements and Audit Report are attached as pp. 11 to 18, Attachment 3.

Resolution:

Reported items No. 2: Proposed by the Board

Subject: Adoption of the Proposal for 2025 Deficit Compensation

Explanation:

(I) Please refer to the 2025 Deficit Compensation Table as follows:

Wisher Industrial Co., Ltd.
2025 Deficit Compensation Table

Unit: NT$

Items	Amount
Beginning Unappropriated Retained Earnings	3,287,080
Less: Net Income (loss)	(33,734,410)
Less: Remeasurements of defined benefit plans	(946,338)
Accumulated deficit to be covered	(31,393,668)
Deficit compensation items	
Legal reserve applied to offset losses	31,393,668
Ending accumulated deficit	0
Note: In accordance with Article 239 of the Company Act, a company may not use capital surplus to cover any remaining deficiency unless capital losses have first been fully offset by legal reserve.	

Chairman:	Manager:	Accounting supervisor:
Chian-Chun Chen	Chian-Chun Chen	Yu-Chen Lin

(II) In accordance with the Company Act and the Company's Articles of Incorporation, no employee compensation or directors' remuneration will be distributed due to the loss before income tax incurred for the current year.

Resolution:

Matters for Discussion

Discussion items No. 1: Proposed by the Board

Subject: Discussion of Proposal to Amend Certain Provisions of the Procedures for Acquisition or Disposal of Assets

Explanation: To comply with applicable regulations and operational needs, certain provisions of the Company's Procedures for Acquisition or Disposal of Assets are proposed to be amended. Please refer to Attachment 4 (pp. 19-22).

Resolution:

Discussion items No. 2: Proposed by the Board

Subject: Discussion of Proposal to Distribute Cash from Capital Surplus

Explanation:

(I) The Company proposes to allocate NT$31,082,180 from capital surplus derived from share premiums for a cash distribution. Shareholders of record as of the capital surplus distribution date will receive NT$0.3 per share based on their shareholdings.

(II) If subsequent changes in the Company's share capital affect the number of outstanding shares and result in a change to the cash distribution per share, it is proposed that the shareholders' meeting authorize the Chairman to make the necessary adjustments.

(III) Cash distributions from capital surplus will be calculated in whole New Taiwan dollars, with any fractional amounts below one dollar rounded down. Residual amounts less than one dollar will be aggregated and allocated by ranking fractional values from highest to lowest and shareholder account numbers from lowest to highest until the total distribution amount is fully allocated.

(IV) Subject to approval by the shareholders' meeting, the Chairman is authorized to set the record date and handle other related matters.

Resolution:

Matters for Election

Proposed by the Board

Subject: Election of the 19th Board of Directors, including Independent Directors

Explanation:

(I) The current Board's term will expire on June 8, 2026. A re-election will be conducted at this annual shareholders' meeting in accordance with applicable laws.

(II) In accordance with Article 13 of the Company's Articles of Incorporation, nine directors will be elected, including four Independent Directors, for a three-year term from June 2, 2026 through June 1, 2029. The incumbent directors will serve until the conclusion of the 2026 annual shareholders' meeting. Directors will be elected under a candidate nomination system.

(III) The slate of director and Independent Director candidates was approved by the Board of Directors on March 12, 2026. Relevant details are provided below:

Category	Name	Education	Experience	Shares Held
Director	Chian-Chun Chen	- Tamsui Institute of Commerce and Management, Department of Industrial Management	1. Director, Chinese National Federation of Industries 2. .Honorary Chairman, Taiwan Silk & Filament Weaving Industrial Association 3. Chairman, Shih Shin Technology Co., Ltd. 4. Chairman, Wisher Industrial Co., Ltd. 5. General Manager, Wisher Industrial Co., Ltd.	11,114,800 Shares
Director	Chao-Hsun Tseng	- Hemei Senior High School, Changhua County	1. General Manager, Very-Nice Co., Ltd. 2. Chairman, Mao Chuan Industrial Co., Ltd. 3. Director, Wisher Industrial Co., Ltd. 4. Executive Vice President, Wisher Industrial Co., Ltd.	2,785,600 Shares (Excluding 2,500,000 shares held in trust at Taishin Bank under Chao-Hsun Tseng's trust account)
Director	Chun-Chou Chen	- Drexel university M.B.A/Major in Finance & Marketing	1. Chairman, Ji Chu Investment Co, Ltd. 2. Director, Wisher Industrial Co., Ltd.	3,452,507 Shares
Director	Ling-Yu Hsieh	- Tamkang University, Department of Business Administration	1. Section Chief, Wisher Industrial Co., Ltd. 2. Director, Wisher Industrial Co., Ltd.	3,655,537 Shares
Director	Jui-Hsan Ho	- M.B.A., West Texas A&M University, Computer Information Systems	1. Special Assistant, Wisdom Electronics (Huizhou) Co., Ltd. 2. Project Manager, Foxsemicon Integrated Technology Inc.	1,012,760 Shares
Independent Director	Chao-Chung Wang	- National Shiou Shuei Senior Industrial Vocational High School	1. Chairman, PACC Asia Chemical Corp. 2. Vice Chairman, Taichung Commercial Bank Co., Ltd. 3. Vice Chairman, China Man-Made Fiber Corporation 4. Independent Director, Wisher Industrial Co., Ltd.	0 Share
Independent Director	Wen-Chung Lin	- National Taiwan University, Department of Business Administration	1. Chairman, Deyi International Co., Ltd. 2. Head, Shintong Bookkeeping Office 3. Head, Shintong Land Administration Agent Office 4. Director, Wisher Industrial Co., Ltd.	98,649 Shares
Independent Director	Yi-Chang Yeh	- M.S., Department of Fiber and Polymer Engineering, National Taiwan University of Science and Technology	1. Officer, Operations Department, Taiwan Silk & Filament Weaving Industrial Association 2. Director, Operations Department, Taiwan Silk & Filament Weaving Industrial Association 3. Secretary General, Taiwan Silk & Filament Weaving Industrial Association	0 Share
Independent Director	Hsiang-Yu Cheng	- Yuan Ze University, Department of Accounting	1. Certified Public Accountant, Crowe (TW) CPAs	0 Share

(IV) Please refer to Appendix 4 (pp. 40-41) for the Company's Rules for Election of Directors.

Voting Results：

Other Matters

Proposed by the Board

Subject: Discussion of Proposal to Lift Non-Compete Restrictions Applicable to Newly Elected Directors, including Independent Directors, and Their Representatives

Explanation:

(I) Under Article 209 of the Company Act, a director who engages in any activity for his own benefit or on behalf of another within the Company's business scope must disclose the material details of such activity to the shareholders' meeting and obtain its approval.

(II) To benefit from the expertise and experience of the Company's directors, it is proposed that the shareholders' meeting approve the removal of non-compete restrictions for the newly elected directors in accordance with applicable law.

(III) Details of the proposed non-compete exemption are provided in the table below:

Position	Name	Concurrent Positions in Other Companies
Director	Chian-Chun Chen	1. Chairman, Shih Shin Technology Co., Ltd. 2. Honorary Chairman, Taiwan Silk & Filament Weaving Industrial Association
Director	Chun-Chou Chen	1. Director, Yuan Peing Applied Material Co., Ltd 2. Chairman, Ji Chu Investment Co, Ltd.
Director	Jui-Hsan Ho	1. Project Manager, Foxsemicon Integrated Technology Inc.
Independent Director	Wen-Chung Lin	1. Chairman, Deyi International Co., Ltd. 2. Head, Shintong Bookkeeping Office 3. Head, Shintong Land Administration Agent Office
Independent Director	Yi-Chang Yeh	1. Secretary General, Taiwan Silk & Filament Weaving Industrial Association 2. Independent Director, Universal Textile Co., Ltd.
Independent Director	Hsiang-Yu Cheng	Certified Public Accountant, Crowe (TW) CPAs

Resolution:

Extraordinary Motions

Adjournment

Attachment 1

Wisher Industrial Co., Ltd.
2025 Business Report

I. 2025 Business Report

In recent years, global political and economic conditions have been highly volatile, while emerging markets, particularly China and Southeast Asia, have grown rapidly. These developments have had a significant adverse impacts on the Company's market position, leading to increased losses in its core business compared with the prior year. On the non-operating side, despite stable long-term returns from investment properties, the Company's substantial holdings of U.S. dollar-denominated assets exposed it to significant foreign exchange losses as the New Taiwan dollar appreciated. This materially reduced non-operating income, resulting in a net loss for the year.

(I) Financial Revenue and Expenditure Situation

Expressed in thousands of New Taiwan dollars

Items	2025	2024	Increase (decrease) Percentage (%)
Operating Revenue	357,635	494,877	(27.73)
Operating Margin	(12,540)	28,895	(143.40)
Gross Margin (%)	(3.51%)	5.84%	(160.10)
Operating Income (loss)	(69,241)	(54,695)	(26.59)
Non-operating Income and Expenses	1,054	138,032	(99.24)
Net Income (loss)	(33,734)	67,583	(149.91)
Income or Loss After Tax per share (NT$)	(0.33)	0.65	(150.77)

(II) Analysis of Profitability

Items	2025	2024
Return on assets (%)	(1.83)	3.51
Return on equity (%)	(2.08)	4.07
Income (Loss) Before Income Tax as a Percentage of Paid-in Capital (%)	(6.58)	8.04
Net income (loss) to sales (%)	(9.43)	13.66
Basic earnings per Share	(0.33)	0.65

(III) Company Development and Honors

1. Participating and being selected trending fabric samples in the following exhibitions in 2025：

   Europe: Performance Days Munich, Texworld Paris.
   United States: Functional Fabric Fair Portland.
   Asia: Pan Textiles Tokyo, Pan Textiles Osaka, TITAS.

2. Providing solutions for sustainability in response to global warming and climate change：
   (1) The Company combines bio-based materials with recycled polyester to reduce dependence on petrochemical inputs, lower its carbon footprint, and advance material circularity and carbon reduction objectives.
   (2) Development of new materials that save energy and reduce water usage during the manufacturing process.
   (3) Low-fiber-shedding woven fleece to reduce microplastic pollution in oceans.

II. Future Prospects

The Company integrates innovation with sustainability and continues to develop green, low-carbon, circular, and high-performance products. It is also strengthening relationships with brand customers and applying AI to enhance production, sales, and supply chain management to address market challenges, with the aim of restoring profitability in its core business going forward.

Chairman:	Manager:	Accounting supervisor:
Chian-Chun Chen	Chian-Chun Chen	Yu-Chen Lin

Attachment 2

Wisher Industrial Co., Ltd.
Audit Committee's Review Report

This proposal comprises the presentation of the Company's 2025 Business Report, Financial Statements, and Proposal for Deficit Compensation by the Board of Directors. Among these items, the Financial Statements have been audited by external auditors Ke-Yi Liu and Kun-His Hsu of BDO Taiwan, who have provided an opinion and issued a report on the Financial Statements. The aforementioned proposal regarding Business Report, Financial Statements, and Proposal for Deficit Compensation has been reviewed and determined to be correct and accurate by the Audit Committee. Per the regulations in Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2026 Shareholders' Meeting of Wisher Industrial Co., Ltd.

Wisher Industrial Co., Ltd. Audit Committee

Convener: Chi-San Chiu

March 12, 2026

Attachment 3

Wisher Industrial Co., Ltd.
Independent Auditors' Report

To the Board of Directors of Wisher Industrial Co., Ltd.:

Opinion

The Individual Statement of Financial Position of Wisher Industrial Co., Ltd., as of December 31, 2025 and 2024, Individual Statement of Comprehensive Income, Individual Statement of Changes in Equity, Individual Statement of Cash Flows, and notes to the Financial Statements (including a summary of significant accounting policies) from January 1 to December 31, 2025 and 2024, has been audited by the CPAs.

In our opinion, the individual financial statements referred to above have, in all material respects, been 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 Interpretations announcements endorsed and issued into effect by the Financial Supervisory Commission. It is sufficient to express the individual financial position of Wisher Industrial Co., Ltd. on December 31, 2025 and 2024 Individual financial performance and individual cash flow for January 1 to December 31, 2025 and 2024.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 2025 individual financial statements of Wisher Industrial Co., Ltd. These matters were addressed in the context of our audit of the individual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Inventory

Description of items

For the accounting policies of inventory valuation, please refer to Note 4(12) of individual financial statements; for the uncertainty of accounting estimates and assumptions of inventory valuation, please refer to Note 5(2).

Wisher Industrial Co., Ltd. produces and sells various man-made fibers and fabrics. Due to diversified consumer demands and fluctuating prices of raw materials in the industrial market, the risk of inventory devaluation is higher. Due to valuation of inventory being based on managements' evaluation and judgment, a high amount of assumptions is to be expected, hence this accountant considers valuation of inventory as one of the most material items.

Audit procedure in response

Main audit procedures carried out by this accountant are as below:

1. Understood and examined managements' policies and procedures for valuation of inventory.
2. Spot tested selling price of inventory and verified lowest loss caused by inventory price drop according to cost and net realization value.
3. Examined data accuracy of inventory age system, analyzed reasonableness of loss caused by price drop of older inventories evaluated by managements, analyzed sales of inventory and audited inventory status.
4. Reviewed annual count plan, observed ending inventory and spot count, along with management status of inactive inventory.

Revenue Recognition

Description of items

For the accounting policies of revenue recognition, please refer to Note 4(23) of individual financial statements; for the accounting judgments, estimates and assumptions of revenue recognition, please refer to Note 5(1).

Wisher Industrial Co., Ltd.'s operating revenue includes the production, manufacturing, and trading of filament woven fabrics and knitted fabrics. Main customers are of the international market, it is crucial to focus on whether sales revenues have ever existed or occurred upon auditing, hence this accountant considers revenue recognition as one of the most material items.

Audit procedure in response

Main audit procedures carried out by this accountant are as below:

1. Understood and examined internal control design and execution of sales procedure, as well as strengthened examination towards top ten new customers of the year.
2. Acquired sales revenue details, spot checked relevant documents for transactions, and reconciled with revenue recorded, in order to affirm the authenticity.
3. Sent out letters to inquire status of accounts receivable of main customers, spot checked and reconciled with shipment information, as well as affirmation of accounts age status.
4. End of period cut off examination, including spot check of transaction condition, and any post period significant sales, returns or discounts, in order to affirm authenticity of period in which revenue recognition belongs to.

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

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

In preparing the individual financial statements, management is also responsible for assessing the ability of Wisher Industrial Co., Ltd .to continue as a going concern, disclosing relevant matters, and using the accounting basis for the going concern unless management intends to liquidate Wisher Industrial Co., Ltd. or cease business operations, or have no other practicable alternative but to liquidate or suspend business.

Wisher Industrial Co., Ltd. charged with governance (including the Auditing Committee) are responsible for overseeing the reporting process of the Company's financial statements.

Auditors' Responsibilities for the Audit of the Individual Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the individual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related

disclosures in the individual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the individual financial statements, including the disclosures, and whether the individual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 2025 individual financial statements of Wisher Industrial Co., Ltd. and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BDO Taiwan

Accountant: Ke-Yi Liu

Accountant: Kun-His Hsu

Certified reference number approved by Securities
Competent Authority: (80) Tai-Cai-Certificate (6) No. 02925
(80) Tai-Cai-Certificate (1) No. 51636

March 12, 2026

Wisher Industrial Co., Ltd.
Individual Statement of Financial Position
December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code	Assets	Notes	December 31, 2025	%	December 31, 2024	%
11XX	Current Assets					
1100	Cash and cash equivalents	6(1)	$293,336	16.78	$163,451	8.51
1110	Financial assets at fair value through profit or loss - current	6(2)	326,606	18.68	242,351	12.62
1136	Financial assets measured at amortized cost - current	6(4)	3,143	0.18	3,278	0.17
1150	Notes receivable, net	6(5)	9,925	0.57	10,292	0.54
1170	Accounts receivable, net	6(5)	21,506	1.23	57,484	2.99
1200	Other receivables		12,973	0.74	15,389	0.80
130X	Inventories	6(6)	159,679	9.13	148,864	7.75
1410	Prepayments		13,351	0.76	10,071	0.52
1470	Other current assets	6(7)	299,020	17.10	414	0.02
11XX	Subtotal		1,139,539	65.17	651,594	33.92
15XX	Non-current assets					
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	438	0.03	454	0.02
1600	Property, plant and equipment	6(8)	365,728	20.92	392,885	20.45
1760	Investment properties, net	6(9)	43,691	2.50	44,320	2.31
1780	Intangible assets		375	0.02	584	0.03
1840	Deferred income tax assets	6(24)	28,992	1.66	22,721	1.18
1900	Other non-current assets	6(10)	169,759	9.70	808,256	42.09
15XX	Subtotal		608,983	34.83	1,269,220	66.08
1XXX	Total assets		$1,748,522	100.00	$1,920,814	100.00

Code	Liabilities and equity	Notes	December 31, 2025	%	December 31, 2024	%
21XX	Current Liabilities					
2100	Short-term loans	6(11)	$-	-	$35,000	1.82
2130	Contract liabilities - Current	6(18)	27,418	1.57	23,683	1.23
2150	Notes payable		12,168	0.70	10,072	0.52
2170	Accounts payable		4,230	0.24	5,769	0.30
2200	Other payables	6(12)	74,352	4.25	90,719	4.73
2300	Other current liabilities		3,135	0.18	3,161	0.17
21XX	Subtotal		121,303	6.94	168,404	8.77
25XX	Non-current liabilities					
2570	Deferred income tax liabilities	6(24)	52,733	3.02	81,151	4.22
2600	Other non-current liabilities		1,813	0.10	1,741	0.10
25XX	Subtotal		54,546	3.12	82,892	4.32
2XXX	Total liabilities		175,849	10.06	251,296	13.09
31XX	Equity					
3100	Capital stock	6 (14)				
3110	Capital Stock - Common Stock		1,036,073	59.25	1,036,073	53.94
3200	Capital surplus	6(15)	300,311	17.18	300,311	15.63
3300	Retained earnings	6(16)				
3310	Appropriated as legal capital reserve		267,683	15.31	260,882	13.58
3320	Appropriated as special capital reserve		14,515	0.83	14,515	0.76
3350	Unappropriated earnings (To be used to offset a deficit)		(31,394)	(1.80)	72,252	3.76
3400	Other equity	6(17)	(14,515)	(0.83)	(14,515)	(0.76)
3XXX	Total equity		1,572,673	89.94	1,669,518	86.91
3X2X	Total liabilities and equity		$1,748,522	100.00	$1,920,814	100.00

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

Chairman: Chian-Chun Chen   Manager: Chian-Chun Chen   Accounting Supervisor: Yu-Chen Lin

Wisher Industrial Co., Ltd.
Individual Statement of Comprehensive Income
January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code	Items	Notes	2025	%	2024	%
4000	Operating revenue	6(18)	$357,635	100.00	$494,877	100.00
5000	Operating costs	6(6)	(370,175)	(103.51)	(465,982)	(94.16)
5900	Operating margin		(12,540)	(3.51)	28,895	5.84
5950	Net operating margin		(12,540)	(3.51)	28,895	5.84
6000	Operating expenses					
6100	Marketing expenses		(37,156)	(10.39)	(47,355)	(9.57)
6200	General and administrative expenses		(19,713)	(5.51)	(27,541)	(5.57)
6300	Research and development expenses		(4,418)	(1.24)	(4,388)	(0.89)
6450	Expected credit loss or profit (loss)		4,586	1.29	(4,306)	(0.86)
6000	Subtotal		(56,701)	(15.85)	(83,590)	(16.89)
6900	Operating income (loss)		(69,241)	(19.36)	(54,695)	(11.05)
7000	Non-operating income and expenses					
7100	Interest income	6(19)	42,348	11.84	57,647	11.65
7010	Other income	6(20)	9,266	2.59	9,792	1.98
7020	Other gains and losses	6(21)	(50,260)	(14.05)	70,874	14.32
7050	Finance costs		(300)	(0.09)	(281)	(0.06)
7000	Total non-operating income and expenses		1,054	0.29	138,032	27.89
7900	Income (loss) before income tax		(68,187)	(19.07)	83,337	16.84
7950	Income tax (expenses) profit	6(24)	34,453	9.64	(15,754)	(3.18)
8000	Net income (loss) from Continuing operations		$(33,734)	(9.43)	$67,583	13.66
8200	Net Income (loss)		$(33,734)	(9.43)	$67,583	13.66
8300	Other comprehensive income (loss)					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefits plan		$(1,183)	(0.33)	$530	0.11
8349	Tax related to non-reclassified items		237	0.07	(106)	(0.02)
8300	Other comprehensive income (loss), net of income tax		$(946)	(0.26)	$424	0.09
8500	Total comprehensive income		$(34,680)	(9.69)	$68,007	13.75
	Earnings per share (NT$):					
9750	Basic earnings per share (NT$):	6(25)	$(0.33)		$0.65	
9850	Diluted earnings per share (NT$):		$(0.33)		$0.65	

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

Chairman: Chian-Chun Chen　　Manager: Chian-Chun Chen　　Accounting Supervisor: Yu-Chen Lin

Wisher Industrial Co., Ltd.
Individual Statement of Changes in Equity
January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Summary	Capital Stock - Common Stock	Capital surplus	Retained earnings: Appropriated as legal capital reserve	Retained earnings: Appropriated as special capital reserve	Retained earnings: Unappropriated earnings (To be used to offset a deficit)	Unrealized gain (loss) on Financial Assets at fair value through other comprehensive income	Total Equity
Balance as of January 1, 2024	$1,036,073	$300,311	$255,149	$14,515	$61,782	$(14,515)	$1,653,315
Appropriation and distribution of 2023 earnings							
Allowance for legal reserve appropriated	-	-	5,733	-	(5,733)	-	-
Cash dividends to shareholders	-	-	-	-	(51,804)	-	(51,804)
Net income in 2024	-	-	-	-	67,583	-	67,583
Other comprehensive income in 2024, net of income tax	-	-	-	-	424	-	424
Balance as of January 1, 2025	$1,036,073	$300,311	$260,882	$14,515	$72,252	$(14,515)	$1,669,518
Appropriation and distribution of 2024 earnings:							
Allowance for legal reserve appropriated	-	-	6,801	-	(6,801)	-	-
Cash dividends to shareholders	-	-	-	-	(62,164)	-	(62,164)
Net loss in 2025	-	-	-	-	(33,734)	-	(33,734)
Other comprehensive income (loss) in 2025, net of income tax	-	-	-	-	(947)	-	(947)
Balance as of December 31, 2025	$1,036,073	$300,311	$267,683	$14,515	$(31,394)	$(14,515)	$1,572,673

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

Chairman: Chian-Chun Chen   Manager: Chian-Chun Chen   Accounting Supervisor: Yu-Chen Lin

Wisher Industrial Co., Ltd.
Individual Statement of Cash Flows
January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Items	2025	2024
Cash flows from operating activities		
Income (loss) from continuing operations before income tax	$(68,187)	$83,337
Income (loss) before income tax	(68,187)	83,337
Adjustments for:		
Income and expense items		
Depreciation expense	31,734	31,601
Amortization expense	376	468
Expected credit loss (gain)	(4,586)	4,307
Net profit or loss on financial assets (liabilities) at fair value through profit or loss	745	(5,124)
Interest expense	300	282
Interest income	(42,348)	(57,647)
Loss (gain) on disposal of investments	-	(387)
Changes in operating assets and liabilities:		
Decrease (Increase) in notes receivable	367	1,088
Decrease (Increase) in accounts receivable	40,565	(10,675)
Decrease (Increase) in other receivables	4,230	1,901
Decrease (Increase) in inventories	(10,815)	30,387
Decrease (Increase) In prepaid expenses	905	(172)
Decrease (Increase) in prepayments	(4,185)	13,037
Decrease (Increase) in other current assets	8	4
Decrease (Increase) in other financial assets	(298,615)	-
Increase (Decrease) in contract liabilities	3,735	(987)
Increase (Decrease) in notes payable	2,095	7,755
Increase (Decrease) in accounts payable	(1,539)	4,988
Increase (Decrease) in other payables	(16,329)	(5,210)
Increase (Decrease) in advance receipts	49	43
Increase (Decrease) in other current liabilities	(74)	40
Increase (Decrease) in net defined benefits liability	(916)	(86)
Interest received	44,767	58,246
Interests paid	(338)	(281)
Income tax refunded (paid)	(4,233)	(4,860)
Net cash generated from (used in) operating activities	(322,289)	152,055
Cash Flows from Investing Activities		
Acquisition of financial assets at fair value through other comprehensive profit or loss	15	-
Acquisition of financial assets at amortized cost	(3,143)	(3,278)
Repayment of principal by financial assets at amortized cost	3,278	64,480
Acquisition of financial assets at fair value through profit or loss	(85,000)	(235,000)
Disposal of financial assets at fair value through profit or loss	-	115,536
Acquisition of property, plant and equipment	(3,948)	(2,908)
Acquisition of intangible assets	(166)	(574)
Increase in other financial assets	-	(51,329)
Decrease in other financial assets	638,063	-
Decrease in non-current assets	435	(434)
Decrease in prepayments for business facilities	-	141
Net cash generated from (used in) investing activities	549,534	(113,366)
Cash flows from financing activities		
Increase in short-term loans	-	95,000
Decrease in short-term loans	(35,000)	(155,000)
Guarantee deposits refunded	-	(100)
Decrease in other non-current liabilities	(195)	45
Cash dividends paid	(62,165)	(51,804)
Net cash generated from (used in) financing activities	(97,360)	(111,859)
Net Increase (Decrease) in Cash and Cash Equivalents	129,885	(73,170)
Cash and Cash Equivalents, Beginning of Year	163,451	236,621
Cash and Cash Equivalents, End of Year	$293,336	$163,451

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

Chairman: Chian-Chun Chen　　Manager: Chian-Chun Chen　　Accounting Supervisor: Yu-Chen Lin

Attachment 4

Wisher Industrial Co., Ltd.

Comparison Table for Amended Articles in the Company’s Procedures for Acquisition or Disposal of Assets

Content of Article after Amendment	Content of Article before Amendment	Remarks
8. Public Disclosure and Filing Procedures 8-1. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: I. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. II. Merger, demerger, acquisition, or transfer of shares. III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount <u>meets any of the following criteria:</u> <u>(I) For a public company whose paid-in capital is less than NT$10 billion, the transaction amount</u> reaches NT$500 million or more. <u>(II) For a public company whose paid-in capital is NT$10 billion but less than NT$50 billion, the transaction amount reaches NT$1 billion or more.</u> <u>(III) For a public company with paid-in capital of NT$50 billion or more, where the transaction amount is 5% or more of the Company’s paid-in capital.</u> V. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million.	8. Public Disclosure and Filing Procedures 8-1. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: I. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. II. Merger, demerger, acquisition, or transfer of shares. III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million or more. V. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million.	Amended to comply with regulatory requirements and practical considerations.

Wisher Industrial Co., Ltd.
Comparison Table for Amended Articles in the Company's Procedures for Acquisition or Disposal of Assets

Content of Article after Amendment	Content of Article before Amendment	Remarks
VI. For a public company with paid-in capital of NT$50 billion or more, transactions conducted on a securities exchange or through a securities firm involving government bonds, straight corporate bonds, and general financial bonds not linked to equity (excluding subordinated bonds), where none of the exceptions under the proviso to Subparagraph 8 apply, and the counterparty is not a related party, shall be subject to this provision if the transaction amount is 5% or more of the Company's paid-in capital. VII. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (I)Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan. (II) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: I. The amount of any individual transaction. II. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the Paragraph II refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information	VI. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (I)Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan. (II) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: I. The amount of any individual transaction. II. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the Paragraph II refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information	

Wisher Industrial Co., Ltd.

Comparison Table for Amended Articles in the Company's Procedures for Acquisition or Disposal of Assets

Content of Article after Amendment	Content of Article before Amendment	Remarks
reporting website designated by the FSC by the 10th day of each month. If a subsidiary of the Company is not a domestic public company and its acquisition or disposal of assets triggers the public disclosure or filing requirements under this Article, the Company shall make such disclosure or filing on its behalf. For purposes of determining the disclosure thresholds for subsidiaries under this Article, paid-in capital and total assets shall be based on those of the Company.	reporting website designated by the FSC by the 10th day of each month. If a subsidiary of the Company is not a domestic public company and its acquisition or disposal of assets triggers the public disclosure or filing requirements under this Article, the Company shall make such disclosure or filing on its behalf. For purposes of determining the disclosure thresholds for subsidiaries under this Article, paid-in capital and total assets shall be based on those of the Company.	
8-2. Matters for Attention: I. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise. II. For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. <u>In the case of a company whose shares have no par value or a par value other than NT$10-for the calculation of transaction amounts of 20 percent of paid-in capital under these Procedures, 10 percent of equity attributable to owners of the parent shall be substituted; for the calculation of transaction amounts of 5 percent of paid-in capital, 2.5 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$10 billion, NT$20 billion of equity attributable to owners of the parent shall be substituted. For the purposes of this Procedure, with respect to the transaction amount threshold applicable to companies with paid-in capital of NT$50 billion, such threshold shall be calculated based on NT$100 billion of equity attributable to owners of the parent.</u> III. Where any of the following circumstances occurs with respect to a transaction that a public company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event: (I)Change, termination, or rescission of a contract signed in regard to the original transaction.	8-2. Matters for Attention: I. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise. II. For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. III. Where any of the following circumstances occurs with respect to a transaction that a public company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event: (I)Change, termination, or rescission of a contract signed in regard to the original transaction.	Amended to comply with regulatory requirements and practical considerations.

Wisher Industrial Co., Ltd.

Comparison Table for Amended Articles in the Company's Procedures for Acquisition or Disposal of Assets

Content of Article after Amendment	Content of Article before Amendment	Remarks
(II) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. (III) Change to the originally publicly announced and reported information.	(II) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. (III) Change to the originally publicly announced and reported information.	

Appendix 1

Wisher Industrial Co., Ltd.

Rules of Procedure for Shareholder Meetings

Article 1
To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies.

Article 2
The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in these Rules.

Article 3
Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors.
Changes to how the Company convenes its shareholders' meeting shall be resolved by the board of directors and shall be made no later than mailing of the shareholders' meeting notice.
The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting. If, however, in the Company, the total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.
The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:
I. For physical shareholders meetings, to be distributed on-site at the meeting.
II. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
III. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.
The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
Election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.
Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting after the completion of the re-election in said meeting, such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.
A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.
A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.
Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically and the location and time period for their submission; the period for submission of shareholder proposals may not be less than ten days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.
Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4
For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting and shall deliver the proxy form to the Company before five 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 Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company 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 Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company 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.

Article 5
The venue for a shareholders meeting shall be the premises of the Company or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m., and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6
The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors, and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.
The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked, and a sufficient number of suitable personnel should be assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders' meeting in person.
Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
The Company shall furnish attending shareholders with the meeting agenda 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.
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.
In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.
In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda 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 meeting.

Article 6-1

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

I. How shareholders attend the virtual meeting and exercise their rights.

II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events, at least covering the following particulars:

  (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

  (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

  (III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a 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 the meeting agenda of that shareholders meeting.

  (IV) Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending, virtual shareholders meeting online shall be specified.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice-chairperson shall act in place of the chairperson; if there is no vice-chairperson or the vice-chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with 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.

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.

Article 8

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 Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast, and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company 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 Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9
Attendance at shareholders' meetings shall be calculated based on number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.
However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.
If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to 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 Company in accordance with Article 6.
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.

Article 10
If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including 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 the completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions) except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures by agreement of a majority of the votes represented by the attending shareholders and then continue the meeting.
The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11
Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
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.
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.
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 1 to 5 do not apply.
As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12
Voting at a shareholders' meeting shall be calculated based on the number of shares.
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.
Except for trust enterprises or shareholder services agents approved by the competent securities authority, if an individual is appointed as a proxy by two or more shareholders simultaneously, the voting rights exercised by the proxy shall not exceed 3% of the total voting rights represented by the issued shares. Any excess voting rights beyond this threshold shall not be taken into account.

Article 13
A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.
When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is, therefore, advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.
After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.
Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each 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. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the number of votes for and against and the number of abstentions, shall be entered into the MOPS.
When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which it 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.
Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.
Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
When the Company convenes a virtual shareholders meeting, after the chair declares the 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 Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration 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 rights on amendments to the original proposal.

Article 14
The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.
The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 15
Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting, and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.
The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.
Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.
When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending virtual-only shareholders meeting online.

Article 16
On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event of a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts and keep this information disclosed until the end of the meeting.
During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.
If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17
Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.
The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18
When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.
A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and elections 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.

Article 20

When the Company 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.

Article 21

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

In the event of a virtual shareholders 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 of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in the second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a 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 Company 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 periods 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 Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22

When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 23

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. This provision has been promulgated and implemented on June 9, 2022.

Appendix 2

Wisher Industrial Co., Ltd.
Articles of Incorporation

Chapter 1. General Provisions

Article 1 The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 偉全實業股份有限公司 in Chinese (Wisher Industrial Co., Ltd. in English.)

Article 2 The businesses operated by the Company are as follows:

I. C301010 Spinning of Yarn
II. C302010 Weaving of Textiles
III. C303010 Manufacture of Non-woven Fabrics
IV. C305010 Printing, Dyeing, and Finishing
V. C306010 Wearing Apparel
VI. C307010 Clothing Accessories
VII. C399990 Other Textile and Products Manufacturing
VIII. C801120 Manufacture of Man-made Fibers
IX. All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may provide endorsement and act as a guarantor when required for business operations.

Article 4 The Company shall have its head office in Taipei City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Chapter 2. Shares

Article 5 The total capital stock of the Company shall be in the amount of One Billion Two Hundred and Eighty Million New Taiwan Dollars, divided into One Hundred and Twenty-Eight Million shares at Ten New Taiwan Dollars each to be issued in installments. The unissued stocks may be issued by the Board of Directors as needed.

Article 6 The Company may invest outwardly into other firms and is free of the restriction as set forth in Article 13 of the Company Act.

Article 7 The share certificates of the Company shall be in registered form, and before they are issued, shall be signed by or affixed with the seal of the Representative Director and be certified pursuant to the law. When the Company issues new shares, the Company may be exempted from printing share certificates but shall have the shares so issued duly registered with securities depository facilities.

Article 8 Registration for transfer of shares shall be suspended for a period of 60 days before the convening date of a regular Shareholders' Meeting, 30 days before the convening date of a special shareholders meeting, or within 5 days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

Article 8-1 Services such as transfer of stock by shareholders, set up right pledges, lost stock report, inheritance, gift, lost seal report, and change of address, unless otherwise provided in Acts and securities regulations, should follow the Regulations Governing the Administration of Shareholder Services of Public Companies.

Chapter 3. Shareholders' Meeting

Article 9 Unless otherwise provided by the Company Act, the Company's shareholders' meetings shall be convened by the board of directors. Shareholders' meetings of the Company shall be of the following two kinds: regular meetings and special meetings. Regular meetings shall be convened at least once a year within six months after close of each fiscal year. Special meetings shall be convened whenever necessary. The notice to convene a shareholder's meeting may be given by means of electronic transmission after obtaining prior consent from the recipient(s) thereof. The notice of the shareholders' meeting to be given to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement.

Article 9-1 For a shareholders' meeting convened by the board of directors, the chairman of the meeting shall be appointed in accordance with the provisions of Paragraph 3, Article 208 of the Company Act, whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves. The shareholders' meeting shall be held by the Company's Rules of Procedure for Meetings.

Article 10 In the event that a shareholder is unable to attend a shareholders' meeting for any cause, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney printed by the Company. Other than measures specified in Article 177 of the Company Act, a shareholder may also appoint a proxy in accordance with the provisions set forth in the "Rules Governing Appointment of Proxy by the Power of Attorney to Attend a Shareholders Meeting of Public Companies" published by the competent authority.

Article 11 Each shareholder is entitled to one vote for each share held, except when the shares are restricted shares or deemed non-voting shares under the Company Act, other laws, and regulations concerned.

Article 12 Unless otherwise provided for in the laws and regulations concerned, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 12-1 Resolutions adopted at a shareholder's meeting shall be recorded in the minutes of the meeting, prepared, kept, and distributed to all shareholders of the company in accordance with the provisions of Article 183 of the Company Act.

Chapter 4. Directors and Audit Committee

Article 13 The Company shall have 5 to 9 Directors to be elected at the shareholders meeting from among the individuals of legal capacity, with the term of three years. All Directors shall be eligible for re-election. Except as otherwise provided in the Company Act, in case no election of new Directors is effected after the expiration of the term of office of existing directors, the term of office of outgoing directors shall be extended until the time new directors have been elected and assumed their office. The election of the Company's directors is nominated according to Article 192-1 of the Company Act; the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and matters to be complied with shall be handled in accordance with the laws and regulations concerned. The total registered shares owned by all directions shall not be less than the legal percentage prescribed by the competent authorities.

Said directors shall include no less than three independent directors. The qualification, shareholding, restrictions on part-time jobs, nomination and election of independent directors, and other matters to be complied with shall be handled in accordance with the relevant requirements of the competent authority.

The election of independent directions and non-independent directors shall be held at the same time, while quota of the elected shall be calculated separately.

Article 13-1 The Company establishes an audit committee in accordance with Articles 14-4 of the Securities and Exchange Act. The exercise of powers of supervisors under the Company Act and Securities and Exchange Act shall now be carried out by members of the audit committee. The number, term of office, powers, rules of procedure for meetings of the audit committee, and matters to be complied with shall be handled in accordance with the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, otherwise stated in the Audit Committee Charter of the Company.

Article 13-2 When the number of vacancies in the board of directors of a company equals one-third of the total number of directors or when all independent directors have been dismissed, the board of directors shall call, within 60 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies. The directors and independent directors elected supplementarily shall only serve the tenure remaining by the predecessors.

Article 14 The Directors shall constitute the Board of Directors, exercising the powers of director by law; the first meeting of each term shall be convened in accordance with the Company Act and shall elect one Chairman (and one vice Chairman) of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The Chairman shall externally represent the Company.

Article 14-1 Board of Directors Meeting shall be convened at least once per quarter.

In calling a meeting of the board of directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date. The meeting notice may be effected by means of writing, "electronic mail," or "fax," stating the time, place, and reasons for convening. In the case of an emergency, a meeting of the Board of Directors may be convened at any time; Directors shall not object to the meeting notice not being seven days prior to the scheduled meeting date.

Article 15 Unless the first meeting of each term be convened in accordance with the Company Act, meetings of the board of directors shall be convened by the chairman of the board of directors. The resolutions of the Board of Directors, except as otherwise provided in the Company Act, shall be adopted by a majority vote of the directors at a meeting of the Board of Directors attended by at least a majority of the entire directors of the company. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act. In case a director appoints another director to attend a meeting of the board of directors on his/her behalf, he/she shall, at each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy referred to in the preceding paragraph of one other director only. In case a meeting of the board of directors proceeds via a visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 16 When the Directors perform the duties of the Company, regardless of the operating profit and loss of the Company, the Company may pay compensation to them. The remuneration authorized to the Board of Directors shall be based on the value of the Director's participation and contribution to the Company's operations and shall refer to the usual standards of peer companies within the maximum salary level stipulated in the Company's measures for the payroll approach.

Remuneration of the Chairman of the Board of Directors and Directors authorized to the Board of Directors shall be based on the value of the participation and contribution to the Company's operations and may be paid at such level as generally adopted by the enterprises of the same industry.

Article 16-1 The Company may obtain liability insurance for directors and key staff members with respect to liabilities resulting from exercising their duties during the tenure of the office.

Chapter 5. Managerial officers

Article 17 The Company may have one or more managerial officers. Appointment, discharge, and remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6. Accounting

Article 18 After the close of each fiscal year, the Board of Directors shall prepare the books and statements listed below, then submitting to the regular meeting of shareholders for acceptance according to legal procedure.

I. A Report on Operations

II. Financial Statements

III. Proposals concerning Appropriation of Net Profits or Making up Losses

Article 19 If there is profit at the end of a fiscal year（The term "profits" shall mean the total of the taxable revenue earned during the current year before deducting the amount of employee's compensation and the directors' remuneration）, the Company shall allocate 2% of the profits earned during the current year for the purpose of employees' compensation and no more than 4% of the same for directors' remuneration, distributed by the resolution of the Board of Directors and reported at the shareholders' meeting. When there are still accumulated losses (including adjusted undistributed earnings), an amount sufficient to cover such losses shall be reserved in advance. When the Company generates a profit for the year, it shall allocate 1.3% to 1.7% for base-level employee salary adjustments or compensation. Any compensation allocation shall be included within the 2% set aside for employee compensation. If accumulated losses remain, they must first be offset, and only the remaining balance shall be appropriated according to ratios mentioned above.

Employees remuneration can be in forms of shares or cash.

Article 19-1 If there are surplus earnings in the general annual report, the Company shall, after its losses have been covered and all taxes and dues have been paid and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve. However, when the legal reserve amounts to the authorized capital, this shall not apply. Aside from the aforesaid legal reserve and resersal of special reserve in accordance with the laws and regulations, the remaining earnings and total unappropriated earnings combined as earnings available for distribution. After considering factors such as the capital budget and operations needs, the Board of Directors proposes a Proposal for Profit Distribution.

When a company distributes earning in the form of new shares to be issued by the company, it shall be distributed after submitting to the shareholders' meeting for approval.

In compliance with Article 240, Paragraph 5 of the Company Act, a company can authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The Company's industry is fast changing, the distribution of dividends shall be referred to the changes of economics and markets, for board of directors, other than considering future funding needs, impacts by taxes, special cases and more, when finalizing profits for current period, the distribution of dividends shall follow the principal of 30% of balance calculated by net income after tax for current year deducting amount for making up losses, legal capital reserve and special capital reserve, types of dividends shall be appropriated in a mix of share dividends and cash dividends, cash dividends distributed shall not be lower than 10% of total dividends.

If there is no surplus earnings in the current year, or based on considerations of the company's financial, operational, and business factors, the Company can distribute all or part of reserves in compliance with the law or regulations of the competent authority when the Company has no accumulated losses. In the case of cash dividends, the distribution shall be decided by the Board of Directors in accordance with Article 241 of the Company Act and reported to the shareholders' meeting.

Chapter 7. Supplementary Provisions

Article 20 In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 21 These Articles of Incorporation are agreed to and signed on November 15, 1972
The 1st amendment was made on July 9, 1974
The 2nd amendment was made on October 23, 1974
The 3rd amendment was made on January 23, 1980
The 4th amendment was made on May 25, 1981
The 5th amendment was made on November 1, 1982
The 6th amendment was made on March 14, 1985
The 7th amendment was made on November 25, 1986
The 8th amendment was made on April 1, 1988
The 9th amendment was made on September 1, 1989
The 10th amendment was made on December 1, 1989
The 11th amendment was made on July 30, 1991
The 12th amendment was made on January 5, 1992
The 13th amendment was made on June 22, 1992
The 14th amendment was made on November 20, 1993
The 15th amendment was made on June 17, 1995
The 16th amendment was made on June 22, 1996
The 17th amendment was made on May 31, 1997
The 18th amendment was made on June 2, 1998
The 19th amendment was made on May 9, 2000
The 20th amendment was made on June 8, 2001
The 21st amendment was made on May 27, 2002
The 22nd amendment was made on June 17, 2005
The 23rd amendment was made on June 12, 2006
The 24th amendment was made on June 15, 2010
The 25th amendment was made on June 24, 2011
The 26th amendment was made on June 28, 2012
The 27th amendment was made on June 7, 2016
The 28th amendment was made on August 5, 2021
The 29th amendment was made on May 26, 2025

Wisher Industrial Co., Ltd.

Chairman: Chian-Chun Chen

Appendix 3

Wisher Industrial Co., Ltd.
Procedures for Acquisition or Disposal of Assets

1. Legal Basis
   In accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

2. Scope of Assets Covered
   I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
   II. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
   III. Memberships.
   IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
   V. Right-of-use assets.
   VI. Derivatives.
   VII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
   VIII. Other major assets

3. Definitions
   Terms used in these Procedures shall follow the definitions set forth in the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

4. Evaluation Procedures
   4-1. Acquisition or disposal of real property, equipment, or right-of-use assets
   In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:
   I. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
   II. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
   III. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
      (I) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
      (II) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
   IV. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
   4-2. Acquisition or disposal of securities
   The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

4-3. Acquisition or disposal of membership certificates, intangible assets, or right-of-use assets

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

4-4. The calculation of the transaction amounts referred to in Paragraphs 4-1 through 4-3 shall be done in accordance with following methods, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Transaction amounts are determined as follows:

I. The amount of each individual transaction.

II. The aggregate amount of transactions with the same counterparty involving assets of the same nature within one year.

III. The aggregate amount of acquisitions or disposals, calculated separately, of real property under the same development project or related right-of-use assets within one year.

IV. The aggregate amount of acquisitions or disposals, calculated separately, of the same securities within one year.

4-5. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

5. Operating Procedures

5-1. For any acquisition or disposal of assets, the responsible unit shall prepare and submit for approval the rationale for the transaction, the asset involved, the counterparty, the transfer price, payment terms, and any professional appraisal results or evaluation reports.

5-2. In addition to complying with the Company’s internal control and accounting systems, all asset acquisitions and disposals must be submitted in writing and approved by the appropriate authority within its delegated authority.

Transactions below NT$50 million require approval by the General Manager. Transactions of NT$50 million to less than NT$100 million require approval by the Chairman. Transactions of NT$100 million or more require approval by a majority of the Audit Committee members and must be submitted to the Board of Directors for resolution prior to execution.

Transactions involving domestic government bonds, repurchase or resale agreements, or subscriptions and redemptions of money market funds issued by domestic securities investment trust enterprises may be approved by the Chairman and are exempt from the above requirements.

If approval is not obtained from a majority of the Audit Committee, the transaction may proceed with approval from at least two-thirds of all directors, and the Audit Committee’s resolution must be recorded in the Board meeting minutes. “All members of the Audit Committee” and “all directors” refer to those currently in office.

5-3. The aggregate amount of the Company’s investments in non-operating real property and related right-of-use assets, as well as securities, shall not exceed 20% of shareholders’ equity. Any single investment in securities shall also be capped at 20% of shareholders’ equity.

5-4. Related Party Transaction Procedures

I. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms in accordance with Articles 4-1 through 4-3 is appraised. If the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of Article 4-4.

II. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company shall require the consent of more than one-half of all members of the Audit Committee and be submitted to the Board of Directors for approval. If the transaction amount between the Company or its subsidiaries that are not domestic public companies equals or exceeds 10% of the Company’s total assets, the transaction must also be approved by the shareholders’ meeting. This requirement does not apply to transactions between the Company and its subsidiaries or among subsidiaries.

For transactions requiring Board or shareholders' approval, the following information must be submitted and approved before the execution of the contract and any payment:

(I) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.

(II) The reason for choosing the related party as a transaction counterparty.

(III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 5-5 and Article 5-6.

(IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.

(V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.

(VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.

(VII) Restrictive covenants and other important stipulations associated with the transaction.

III. The calculation of the transaction amounts shall be made in accordance with Article 4-4, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and resolved by the Board of Directors or approved by the shareholders' meeting in accordance with these Procedures need not be counted toward the transaction amount.

IV. With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

(I) Acquisition or disposal of equipment or right of-use assets thereof held for business use.

(II) Acquisition or disposal of real property right-of-use assets held for business use.

V. Where the position of independent director has been created in accordance with the provisions of Article 5-2 and Paragraph II of this Article, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. The matters shall be first approved by one-half or more of all audit committee members. If approval of one-half or more of all audit committee members is not obtained, the they may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

5-5. The Company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:

I. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

II. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

(I) The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.

(II) More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.

(III) The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.

(IV) The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

5-6. When the results of the Company's appraisal conducted in accordance with Paragraph I of Article 5-5 are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 5-7. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

I. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

(I) Where undeveloped land is appraised in accordance with Article 5-5, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

(II) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

II. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the Paragraph II in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

5-7. Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the Article 5-5 and 5-6 are uniformly lower than the transaction price, the following steps shall be taken:

I. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.

II. The Independent Directors serving on the Audit Committee shall comply with Article 218 of the Company Act.

III. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company that has set aside a special reserve under the Item I, Paragraph I may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the Financial Supervisory Commission (the “FSC”) has given its consent.

When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.

6. Mergers, Demergers, Acquisitions, and Transfers of Shares

In conducting mergers, demergers, acquisitions, or transfers of shares, the Company shall comply with the Procedures and the Regulations Governing the Acquisition and Disposal of Assets by Public Companies issued by the competent authority.

7. Derivatives Trading

All derivatives tradings undertaken by the Company shall be conducted in accordance with the Company’s Procedures for Derivatives Trading.

8. Public Disclosure and Filing Procedures

8-1. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

I. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

II. Merger, demerger, acquisition, or transfer of shares.

III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.

IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount is NT$500 million or more.

V. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million.

VI. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances:

(I) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.

(II) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

I. The amount of any individual transaction.

II. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.

III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.

IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within the preceding year" as used in the Paragraph II refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount.

The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

If a subsidiary of the Company is not a domestic public company and its acquisition or disposal of assets triggers the public disclosure or filing requirements under this Article, the Company shall make such disclosure or filing on its behalf.

For purposes of determining the disclosure thresholds for subsidiaries under this Article, paid-in capital and total assets shall be based on those of the Company.

8-2. Matters for Attention:

I. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.

II. For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

III. Where any of the following circumstances occurs with respect to a transaction that a public company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

(I) Change, termination, or rescission of a contract signed in regard to the original transaction.

(II) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.

(III) Change to the originally publicly announced and reported information.

9. Other Matters
    I. The Company's subsidiaries shall follow these Procedures when acquiring or disposing of assets.
    II. Any failure by responsible or related personnel to comply with these Procedures shall be subject to the Company's employee work rules.
    III. Matters not addressed herein shall be governed by applicable laws and regulations and the Company's internal policies.

10. Supplementary Provisions

    These Procedures, and any amendments hereto, shall be approved by a majority of the Audit Committee members, adopted by the Board of Directors, and submitted to the shareholders' meeting for approval.

    If the approval of a majority of the Audit Committee is not obtained, the matter may be approved by at least two-thirds of all directors, and the Audit Committee's resolution shall be recorded in the Board meeting minutes.

    "Majority of the Audit Committee" and "all directors" refer to the members currently in office.

These Procedures were adopted on September 1, 1995. The amended provisions shall take effect on June 9, 2022.

Appendix 4

Wisher Industrial Co., Ltd.
Rules for Election of Directors

Article 1
These Rules are established to ensure a fair, impartial, and transparent process for electing directors, in accordance with Articles 21 and 41 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2
The election of the Company's directors shall be conducted in accordance with these Rules, unless otherwise provided by applicable laws or the Company's Articles of Incorporation.

Article 2-1
The election of directors shall take into account the overall composition of the Board of Directors . Board composition shall emphasize diversity, and the Company shall adopt an appropriate diversity policy based on its operations, business model, and development needs. The policy should include, but is not limited to, the following two categories:
I. Core attributes and values, including gender, age, nationality, and cultural background.
II. Professional expertise and skills, including professional background such as legal, accounting, industry, finance, marketing, or technology, as well as relevant skills and industry experience.
Members of the Board of Directors shall possess the knowledge, skills, and professional competencies required to perform their duties. Collectively, the Board shall have the following capabilities:
I. Business judgment.
II. Accounting and financial analysis.
III. Management and administration.
IV. Crisis management.
V. Industry knowledge.
VI. Global market perspective.
VII. Leadership.
VIII. Decision-making.
A majority of Board seats shall be held by individuals who are not spouses or related within the second degree of kinship. The Company shall review and adjust the composition of the Board based on the results of performance evaluations.

Article 2-2
The qualifications of the Company's Independent Directors 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 shall comply with Articles 5 through 9 of the same regulations and shall be conducted in accordance with Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2-3
The election of directors shall be conducted under the candidate nomination system in accordance with Article 192-1 of the Company Act.
If the number of directors falls below five due to dismissal or other reasons, the Company shall fill the vacancies at the next shareholders' meeting. If the vacancies reach one-third of the total number of director seats specified in the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting within 60 days from the date of occurrence to conduct a by-election.
If the number of Independent Directors falls below the minimum required under the proviso to Article 14-2, paragraph 1 of the Securities and Exchange Act, the Company shall fill the vacancies at the next shareholders' meeting. If all Independent Directors are dismissed, a shareholders' meeting shall be convened within 60 days to conduct a by-election.

Article 3
The Company adopts a cumulative voting system for the election of directors. Each share carries voting rights equal to the number of directors to be elected, and such votes may be cast for a single candidate or distributed among multiple candidates.
The Board shall prepare ballots corresponding to the number of directors to be elected, indicating the voting rights attached, and distribute them to shareholders in attendance. The voter's name may be substituted with the attendance certificate number printed on the ballot.

Article 4
Directors shall be elected based on the number of seats specified in the Articles of Incorporation. Voting rights for Independent Directors and non-Independent Directors shall be calculated separately, and candidates receiving the highest number of votes shall be elected in order. In the event of a tie exceeding the required number of seats, the outcome shall be determined by drawing lots, with the chairperson acting on behalf of any absent candidate.

Article 5
Prior to the commencement of voting, the chairperson shall appoint a number of shareholders to serve as scrutineers and vote counters. Ballot boxes shall be prepared by the Board and opened for public inspection by the scrutineers before voting begins.

Article 6
A ballot shall be invalid under any of the following conditions:

I. The ballot was not issued by the party with convening authority.
II. A blank ballot is cast.
III. The writing is illegible or has been altered.
IV. The candidate indicated does not match the verified list of director nominees.
V. Any content other than the allocation of voting rights is included.

Article 7
Votes shall be counted immediately after voting concludes, and the chairperson shall announce the results on-site, including the list of elected directors and their respective vote counts.
The ballots referenced above shall be sealed and signed by the scrutineers and retained for at least one year. If a shareholder files a lawsuit under Article 189 of the Company Act, the ballots shall be retained until the litigation is concluded.

Article 8
Matters not addressed in these Rules shall be governed by the Company Act and applicable laws and regulations.

Article 9
These Rules shall take effect upon approval by the shareholders' meeting, and the same shall apply to any amendments.
The current amendments shall take effect upon approval on June 9, 2022.

Appendix 5

Wisher Industrial Co., Ltd.

Shareholding of Individual and All Directors

Ex-dividend date: April 4, 2026

Title	Name	Shares Held	Shareholding %
Chairman	Chian-Chun Chen	11,114,800	10.73%
Director	Chao-Hsun Tseng (Note 1)	2,785,600	2.69%
Director	Chun-Chou Chen	3,452,507	3.33%
Director	Ling-Yu Hsieh	3,655,537	3.53%
Director	Jui-Hsan Ho	1,012,760	0.98%
Independent Director	Yea-Kang Wang	0	0.00%
Independent Director	Chi-San Chiu	0	0.00%
Independent Director	Chao-Chung Wang	0	0.00%
Independent Director	Wen-Chung Lin	98,649	0.10%
Actual Total No. of Shares Held by All Directors		22,119,853	21.35%
Legal Shareholding % by All Directors		8,000,000	7.72%

Note:

1. Director “Chao-Hsun Tseng” and “Trust Account of Chao-Hsun Tseng at Taishin Bank” hold total shares of 5,285,600, total shareholding of 5.10%.
2. The Paid-in Capital of the Company is NT$1,036,072,670, number of issued shares is 103,607,267.
3. The number of shares held by all directors has reached the percentage prescribed by law.