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2026 Annual Meeting of Shareholders
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Jui Li Enterprise Co., Ltd.

2026 Annual Meeting of Shareholders

II. Meeting Agenda

1. **Method of Convening:** Physical Shareholders' Meeting
2. **Time:** 9:00 a.m., Wednesday, June 24, 2026
3. **Location:** 2F, Company Office Building, No. 22, Gaonan Highway, Renwu District, Kaohsiung City
4. **Call to Order**
5. **Chairman's Address**
6. **Report Items**
   (1) 2025 Business Report
   (2) Audit Committee’s Review Report on the 2025 Financial Statements
   (3) Report on the actual status of Private Placement of Securities for the year 2025.
7. **Matters for Recognition**
   (1) Recognition of the 2025 Business Report and Financial Statements.
   (2) Recognition of the 2025 Earnings Distribution Proposal (or Deficit Compensation Proposal).
8. **Matters for Discussion**
   (1) Discussion on amendments to certain provisions of the Company's "Articles of Incorporation ".
   (2) Discussion on amendments to certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets ".
   (3) Discussion on amendments to certain provisions of the Company's "Rules of Procedure for Shareholders' Meetings."
   (4) Discussion on amendments to certain provisions of the Company's "Procedures for Endorsements and Guarantees."
   (5) Proposal for the issuance of private placement securities.
9. **Election Items** ：
   (1) Election of the 17th Term of Directors.
10. **Other Proposals** ：
    (1) Proposal to release the newly elected Directors and their representatives from non-competition restrictions.
11. **Extemporaneous Motions**
12. **Adjournment**

Report Items

1. **2025 Business Report. Submitted for review.**

   Description: Please refer to pages 11-14 of this handbook for the 2025 Business Report [Attachment I].

2. **Audit Committee's Review Report on the 2025 Final Financial Statements. Submitted for review.**

   Description: Please refer to page 15 of this handbook for the Audit Committee's Review Report [Attachment II].

3. **Report on the actual status of the Company's 2025 Private Placement of Securities. Submitted for review.**

   Description: The Company's Shareholders' Meeting resolved on June 24, 2025, to authorize the Board of Directors to conduct a private placement of securities: the total issuance was not to exceed 30 million common shares through a private placement for cash capital increase, with a par value of NT$10 per share. The Board was authorized to carry out the issuance in two tranches within one year of the resolution date, depending on the Company's actual operational needs.

   The Company did not conduct any fundraising during this period. As the issuance period is approaching expiration, the Board of Directors resolved on May 11, 2026, that the remaining authorized quota will not be pursued upon expiration.

Matters for Recognition

Case 1: Recognition of the 2025 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanatory Notes:

1. The Company's 2025 Parent Company Only Financial Statements and Consolidated Financial Statements have been audited by CPAs Wang, Yu-Chuan and Hsu, Chien-Yeh of PwC Taiwan. These statements, along with the Business Report and the Deficit Compensation Table, have been prepared and submitted to the Audit Committee for review. The Audit Committee found no discrepancies and has issued a review report accordingly.
2. For the Business Report, please refer to pages 11-14 of this handbook [Attachment I].
3. For the Financial Statements, please refer to pages 16-42 of this handbook [Attachment III].
4. Submitted for recognition.

Case 2: Recognition of the 2025 Earnings Distribution Proposal. (Proposed by the Board of Directors)

Explanatory Notes:

1. The Company's 2025 Earnings Distribution Proposal was approved by the Board of Directors on March 12, 2026.
2. For the 2025 Deficit Compensation Table, please refer to page 43 of this handbook [Attachment IV].
3. Submitted for recognition.

Matters for Discussion

Case 1: Discussion on amendments to certain provisions of the Company's "Articles of Incorporation." (Proposed by the Board of Directors)

Explanatory Notes:

1. In accordance with the amendments to the Company Act and the Securities and Exchange Act, certain provisions of the Company's "Articles of Incorporation" are proposed to be amended. For the comparison table of the original and amended provisions, please refer to page 44 of this handbook [Attachment V].
2. Submitted for resolution.

Case 2: Discussion on amendments to certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets." (Proposed by the Board of Directors)

Explanatory Notes:

1. In accordance with the amendments to the Company Act and the Securities and Exchange Act, certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets" are proposed to be amended. For the comparison table of the original and amended provisions, please refer to page 45-46 of this handbook [Attachment VI].
2. Submitted for resolution.

Case 3: Discussion on amendments to certain provisions of the Company's "Rules of Procedure for Shareholders' Meetings." (Proposed by the Board of Directors)

Explanatory Notes:

1. In accordance with the amendments to the Company Act and the Securities and Exchange Act, certain provisions of the Company's "Rules of Procedure for Shareholders' Meetings" are proposed to be amended. For the comparison table of the original and amended provisions, please refer to pages 47-49 of this handbook [Attachment VII].
2. Submitted for resolution.

Case 4: Discussion on amendments to certain provisions of the Company's "Procedures for Endorsements and Guarantees." (Proposed by the Board of Directors)

Explanatory Notes:

1. In accordance with the amendments to the Company Act and the Securities and Exchange Act, certain provisions of the Company's "Procedures for Endorsements and Guarantees" are proposed to be amended. For the comparison table of the original and amended provisions, please refer to page 50 of this handbook [Attachment VIII].
2. Submitted for resolution.

Case 5: Proposal for the issuance of private placement securities. (Proposed by the Board of Directors)

Explanatory Notes:

I. To replenish working capital, repay loans, improve the financial structure, or meet other funding needs for the Company's future development, the Company intends to raise funds through a private placement after evaluating market conditions and the speed and efficiency of fundraising:

1. The total issuance shall not exceed 30 million common shares through a private placement for cash capital increase, with a par value of NT$10 per share. It is proposed that the Shareholders' Meeting authorize the Board of Directors to carry out the issuance in two tranches within one year from the date of the resolution, depending on the Company's actual operational needs.

II. In accordance with Article 43-6 of the Securities and Exchange Act, the matters related to the private placement are explained as follows:

1. Basis and Reasonableness of Price Setting:

(1) The price of the private placement common shares shall not be lower than 80% of the reference price. The reference price shall be the higher of the following two calculations:

- The simple arithmetic average of the closing prices of the common shares for either 1, 3, or 5 business days prior to the pricing date, after adjusting for stock dividends, cash dividends, and capital reduction.
- The simple arithmetic average of the closing prices of the common shares for 30 business days prior to the pricing date, after adjusting for stock dividends, cash dividends, and capital reduction.

(2) It is proposed that the Shareholders' Meeting authorize the Board of Directors to determine the actual pricing date and actual private placement price within the range approved by the Shareholders' Meeting, based on the status of specific parties identified and market conditions.

(3) The issuance price per share is determined in accordance with the regulations of the competent authority, while considering the three-year transfer restriction on private placement securities, the Company's performance, future outlook, current market price, and market practices. As the pricing basis complies with the "Directions for Public Companies Tendered for Private Placement of Securities," it should be considered reasonable and not significantly detrimental to shareholder interests.

(4) The transfer of the private placement securities is subject to the restrictions of Article 43-8 of the Securities and Exchange Act. After three years from the delivery date, it is proposed that the Shareholders' Meeting authorize the Board to determine whether to apply

for a letter of consent for public issuance and subsequent reporting to the Financial Supervisory Commission (FSC) for public issuance.

(5) If the actual issuance price or conversion price per share ends up lower than the par value due to market fluctuations, this is deemed necessary and reasonable since the pricing reflects market conditions to successfully raise funds for long-term growth. Any impact on shareholder equity resulting from an increase in accumulated losses will be evaluated by shareholders at future meetings based on annual results.

2. Selection of Specific Parties:

The target subscribers are limited to specific parties as defined by Article 43-6 of the Securities and Exchange Act and relevant FSC circulars. Currently, the potential subscribers are intended to be strategic investors, insiders, or related parties.

Selection Method and Purpose:

Subscribers must have a thorough understanding of the Company's operations. The primary goal is to select parties that can directly or indirectly benefit future operations. It is proposed that the Shareholders' Meeting authorize the Board of Directors to handle all matters regarding the selection of specific parties.

(1) Strategic Investors as Subscribers:

- **A. Selection Method and Purpose:** Investors who can assist with management, financial resources, technology, branding, or distribution channels to enhance the Company's competitive advantage.
- **B. Necessity:** Necessary for long-term planning, improving performance, strengthening the financial structure, and ensuring management stability.
- **C. Expected Benefits:** Reducing capital costs, strengthening the financial structure, and promoting stable growth.

(2) Insiders or Related Parties as Subscribers:

The currently identified potential subscribers are as follows:

Subscriber	Relationship with the Company
Kong Sin Co., Ltd.	Corporate Director of the Company
Jantech Technology Industrial & Co., Ltd.	Affiliate of the Company
Chiu, Shih-Chien	Related Party of the Company
Su, Shu-Chen	Spouse of Chiu, Shih-Chien

The relationship between the Company and the top ten shareholders of the corporate subscribers is as follows:

Corporate Subscriber	Top 10 Shareholders	Shareholding %	Relationship with Company

Kong Sin Co., Ltd.	Chiu, Shih-Chien	99.999%	Related Party
Kong Sin Co., Ltd.	Chang, Tsung-Shun	0.001%	None
Jantech Technology Industrial & Co., Ltd.	Rong Yi Investment Co., Ltd.	21.88%	Related Party
Jantech Technology Industrial & Co., Ltd.	Hwa Fong Rubber Ind. Co., Ltd.	12.81%	Related Party
Jantech Technology Industrial & Co., Ltd.	Chiu, Shih-Chien	11.8%	Related Party
Jantech Technology Industrial & Co., Ltd.	KGI Securities (HK) Nominees	3.37%	None
Jantech Technology Industrial & Co., Ltd.	Shih, Cheng-Tse	2.51%	None
Jantech Technology Industrial & Co., Ltd.	Chang, Ming-Feng	2.49%	None
Jantech Technology Industrial & Co., Ltd.	Su, Shu-Chen	1.57%	Related Party
Jantech Technology Industrial & Co., Ltd.	Hsu, Hsu-Ming	1.54%	None
Jantech Technology Industrial & Co., Ltd.	Wei, Yu-Mei	1.53%	None
Jantech Technology Industrial & Co., Ltd.	Yang, Su-Hsiang	1.37%	None

3. Necessity for Private Placement:

- **(1) Reasons for not using a Public Offering:** Private placement is more efficient and ensures long-term partnerships due to the three-year lock-up period, which benefits the financial structure and operational efficiency.
- **(2) Number of Tranches and Use of Funds:**
  - **A. Tranches:** Up to 30 million shares in 2 tranches within one year.
  - **B. Use of Funds:** Both tranches will be used for working capital, loan repayment, and financial structure improvement.
  - **C. Expected Benefits:** Saving interest expenses and strengthening the financial structure.

III. If the private placement cannot be completed within the time limit, but the original plan remains feasible, the funds already collected shall be deemed as the total amount

raised.

IV. It is proposed that the Shareholders' Meeting authorize the Board of Directors to adjust and handle all terms and details of this private placement based on market conditions.

V. It is proposed that the Shareholders' Meeting authorize the Chairman to sign all relevant contracts and documents on behalf of the Company.

VI. Submitted for resolution.

Election Items

Case 1: Election of the 17th Term of Directors. (Proposed by the Board of Directors)

Explanatory Notes:

1. The terms of the Company's current directors are about to expire. In accordance with Article 195 of the Company Act and in conjunction with this year's Annual General Meeting, a re-election of directors shall be held.
2. Pursuant to Article 12 of the Company's Articles of Incorporation, the Board shall consist of 7 to 9 directors, among whom the number of independent directors shall not be fewer than 3. By a resolution of the Board of Directors on March 12, 2026, the number of seats for this election has been set at 7 (including 3 independent directors). The Company adopts a candidate nomination system for the election of directors. The term of office shall be three years, effective from June 24, 2026, to June 23, 2029.
3. In accordance with the Articles of Incorporation, directors are elected via a nomination system. The list of director candidates was reviewed and approved by the Board of Directors on May 11, 2026. For the list of candidates, please refer to page 51 of this handbook [Attachment IX].

Oher Proposals

Case 1: Proposal to release the newly elected Directors and their representatives from non-competition restrictions. (Proposed by the Board of Directors)

Explanatory Notes:

1. To meet the needs of the Company's diversified operations and business development, and in accordance with Article 209 of the Company Act, it is proposed that the Annual General Meeting approve the release of the newly elected directors (including independent directors) from non-competition restrictions, effective from their date of inauguration. Regarding the concurrent positions held by the newly elected directors (including independent directors), please refer to the "Current Position" column in the candidate list on page 51 of this handbook [Attachment IX].
2. Submitted for discussion.

Extemporaneous Motions

Adjournment

【Attachment I】

III. Annexes

Business Report

1. 2025 Operating Results

(1) Results of the Implementation of the Business Plan:

The Company's parent-company-only net operating revenue for 2025 was NT$197,582 thousand, a decrease of NT$53,154 thousand—or 21.2%—compared to NT$250,736 thousand in 2024. Consolidated net operating revenue for 2025 was NT$1,149,526 thousand, an increase of NT$86,077 thousand—or 8.1%—compared to NT$1,063,449 thousand in 2024. The increase in consolidated revenue was primarily driven by the growth in sales of sporting goods. The aggregate net profit (both parent-company-only and consolidated) for the current year was NT$18,577 thousand, an increase of NT$85,300 thousand compared to the net loss of NT$66,723 thousand in 2024. This turnaround was mainly due to the reduction in losses following the cessation of manufacturing operations and the expansion of sporting goods sales. Overall, the 2025 operating results reflect the successful outcome of the Company's strategic transformation process.

(2) An analysis of parent company only and consolidated financial income and expenses and profitability for fiscal 2025 is as follows:

Unit: NT$ thousands

Item \ Year		Parent Company Only Financial Statements 2025	Parent Company Only Financial Statements 2024	Consolidated Financial Statements 2025	Consolidated Financial Statements 2024
Financial income and expenses	Operating revenue	197,582	250,736	1,149,526	1,063,449
	Operating cost	151,139	256,542	780,684	812,213
	Gross profit(loss)	46,329	(5,761)	368,842	251,236
	Operating expenses	67,936	87,956	396,241	365,031
	Net operating losses	(21,607)	(93,717)	(27,399)	(113,795)
	Non-operating Total income and expenses	42,630	27,941	48,422	48,019
	Net losses in the current period	18,577	(66,723)	18,577	(66,723)
Profitability	Return on assets	2.34%	-1.91%	2.11%	-1.13%
	Return on equity	2.84%	-13.06%	2.84%	-13.06%
	Ratio of pre-tax net profit to paid-in capital	2.14%	-6.70%	2.14%	-6.7%
	Net profit ratio	9.4%	-26.61%	1.62%	-6.27%
	Earnings per share after tax (NT$)	0.19	-0.68	0.19	-0.68

(3) Research and Development Status:

Our R&D focuses on optimizing the sporting goods retail model and enhancing product mix management through market trend and consumer behavior analysis. Additionally, we continue to develop structural designs for sports equipment, leveraging electromechanical integration to strengthen product differentiation and value-added potential.

2. 2025 Business Plan Overview:

(1) Management Guidelines:

1. Optimize asset allocation to improve operational efficiency and performance.
2. Deepen partnerships with international sports brands to strengthen channel advantages.
3. Enhance supplier quality and establish stable, long-term strategic collaborations.
4. Integrate group resources to achieve economies of scale and reduce operating costs.

(2) Key Production and Sales Policies:

1. Drive vertical integration of channels and brands to boost overall efficiency.
2. Establish market-oriented rapid response mechanisms to increase inventory turnover.
3. Actively expand retail locations to increase market coverage.
4. Strengthen product mix management and diversify offerings to improve sales performance.

3. Future Development Strategies

1. Data-Driven Optimization: Implement data analytics to optimize store layout and product allocation, enhancing efficiency and reducing inventory risk.
2. Strategic Diversification: Expand product applications and pursue vertical integration to diversify the scope of sporting goods operations.
3. Technological Advancement: Strengthen electromechanical integration capabilities to support the development of diverse new products and increase market niches.

4. Impact of Changes in External Competition, Legal Frameworks, and the Macro-Economic Environment

(1) Changes in External Competition:

The sporting goods sector faces intense domestic market competition, rising e-commerce sales, brand monopolies over product supply, and high price transparency. To navigate these challenges, the Company will focus on strengthening digital marketing and providing differentiated services (such as sports consultation and outfit styling advice) to increase customer retention. Additionally, we will deepen collaborations with brands to build closer partnerships.

(2) Regulatory environment

Energy conservation and carbon reduction have become a global consensus. Environmental protection and greenhouse gas emissions are critical issues that businesses must face to implement ESG practices and mitigate risks in a changing commercial landscape. In the future, companies must disclose not only past financial performance but also demonstrate sustainable operations through ESG data and goals.

As an advocate for environmental protection, the Company will incorporate the principles of a low-carbon economic transition and circular economy models into product design, raw material procurement, and manufacturing adjustments. From the perspectives of business transactions, supplier audits, and supply chain resilience management, we will adhere to ESG goals, establish effective and accurate organizational greenhouse gas inventory mechanisms, strengthen value chain emissions management, and continuously explore opportunities to reduce carbon emissions and improve energy efficiency.

Moving forward, the Company will closely monitor updates to key domestic and international policies and regulations to take appropriate responsive measures..

(3) Impact of the Macro-Economic Environment:

In recent years, factors such as U.S. tariff issues, the Russia-Ukraine and Israel-Hamas wars, rising interest rates, inflationary pressures, and geopolitical uncertainties across the Taiwan Strait have led to a conservative market outlook.

This year, the global economy faces further volatility due to a sharp decline in domestic real estate transactions, the impact of regional conflicts on oil markets, and shipping disruptions in the Strait of Hormuz. Amid rapid market shifts and rising production costs, the operating environment remains severe. To ensure long-term stable results, the Company will continue to focus on its core sporting goods retail business, strengthen brand partnerships and channel management, and enhance operational efficiency and market competitiveness.

Finally, we hope that all shareholders will continue to offer the same support, encouragement, and guidance as you have in the past. Thank you.

Chairperson: Wu, Ming-Tsai Manager: Lin, Wei-Hui Accounting supervisor: Lin, Chiao-Chuan

【Attachment II】

Jui Li Enterprise Co., Ltd.

Audit Committee's Review Report

The Board of Directors has prepared and submitted the Company's 2025 annual report on business, financial statements and loss make-up proposal, of which the financial statements have been audited and the audit report has been issued by Deloitte & Touche. The above-mentioned business reports, financial statements and loss make-up proposal have been reviewed by the Audit Committee and are considered to be not inconsistent. The report in accordance with Article 14-4 of the Securities Exchange Law and Article 219 of the Company Law is as above.

To the 2026 Regular Shareholders Meeting of Jui Li Enterprise Co., Ltd.

Audit Committee Convener: Zhang Zhi-xiang

March 12, 2026

Independent Auditors' Report

(115) Cai-Shen-Bao-Zi No. 25004440

Audit opinion

We have audited the accompanying consolidated financial statements of Ju Li Enterprise Co., Ltd. and Its subsidiaries (the "Group"), which comprise the consolidated balance sheet for the years ended December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for January 1 to December 31, 2025 and 2024, and notes to the consolidated financial statements (including a summary of significant accounting policies).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), International Financial Reporting Interpretations Committee Interpretations (IFRIC), and Standard Interpretations Committee Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China (R.O.C.).

Basic for audit opinion

I conducted my audit in accordance with Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Generally Accepted Auditing Standards. My responsibilities under those standards are further described in the Accountant's responsibilities for the audit of the financial statements' section of our report. The auditors of the firm, subject to the independence regulations, have maintained independence from the Group in accordance with the Code of Ethics of R.O.C. and perform other obligations of such Code. In view of the audit result concluded by our independent auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group for the year

2025. Such matter has been considered in the process of examining the Consolidated Financial Statements taken as a whole and forming an opinion thereon, and I do not express an opinion on the matter individually.

Key audit matters for the Group's consolidated financial statements for the year 2025 are stated as follows:

Recognition of retail sales revenue

Description

Please refer to Note 4(30) of the consolidated financial statements for detailed accounting policy on revenue recognition. Please refer to Note 6(22) of the consolidated financial statements for detailed descriptions on the operating revenue.

The retail revenue of the subsidiaries of Jui Li Enterprise Co., Ltd. (accounted for using the equity method) is processed through the store Point of Sale (POS) system. At the time of product sale, the barcodes are scanned to directly retrieve information from the product master file (such as product description, retail price, and promotional discount schemes) to automatically calculate the sales amount, generate details of each sales transaction, issue invoices, and deduct product inventory. Each store prepares a daily cash report and deposits the store's cash receipts into the bank on schedule, and the POS system then uploads the daily sales data to the back-end information system. The subsidiaries of Juili Enterprise Co., Ltd. reconcile and review the monthly operational reports of each store against the sales data from the POS system on a monthly basis; upon summarizing and processing, the retail business revenue is recognized through the information system.

Given that the subsidiaries of Jui Li Enterprise Co., Ltd. (accounted for using the equity method) operate a vast number of retail stores with frequent product turnovers, that the monthly operational reports of each store involve manual reconciliations, and that retail transactions are characterized by low individual transaction value but a massive volume of transactions, the recognition of revenue for the retail business is considered by the auditor to be one of the most significant key audit matters for the current year.

Corresponding Audit Procedures

We summarize the audit procedures executed for the aforementioned key audit matters as follows:

1. Understanding the internal control related to the revenue process of the Group's retail business, and evaluating the effectiveness of its operation.
2. Testing manual controls relating to the reconciliation of store monthly operational reports and the recognition of retail business revenue.
3. D

Fair value assessment of investment properties

Description

For the accounting policies of investment property, please refer to Note 4(18) of the consolidated financial statements; for the accounting estimates and assumption uncertainty, please refer to Note 5(2) of the consolidated financial statements; for the accounting item description, please refer to Note 6(11) of the consolidated financial statements; for the fair value description, please refer to Note 12(4) of the consolidated financial statements.

Since the evaluation of fair value involves significant accounting estimates and judgments of the management, we believe that the evaluation of the fair value of investment property is one of the most important audit matters for the current year.

Corresponding Audit Procedures

We summarize the audit procedures executed for the aforementioned key audit matters as follows:

1. We evaluated the suitability and independence of the independent evaluation personnel used by the management, and discussed with the management the scope of work and appointment of the evaluation personnel, in order to ensure that there was no matter affecting their independence or restricts their scope of work.
2. We evaluated the reasonableness of the valuation report used by management, including the valuation method, key evaluation parameters and discount rate.

Other Matters - Relevant audits by other independent auditors

Certain investee companies accounted for using the equity method included in the parent-company-only financial statements of Jui Li Enterprise Co., Ltd. were not audited by us, but were audited by other auditors. Therefore, our opinion on the aforementioned parent-company-only financial statements, insofar as it relates to the amounts included for these companies, is based solely on the reports of the other auditors. As of December 31, 2025 and 2024, the balances of these investments accounted for using the equity method were NT$150,314 thousand and NT$158,785 thousand, representing 6% and 7% of total assets, respectively. For the years ended December 31, 2025 and 2024, the shares of profit or loss of subsidiaries, associates, and joint ventures accounted for using the equity method recognized from these companies were a gain of NT$77,697 thousand and a gain of NT$88,331 thousand, representing 3,487% and 31% of total comprehensive income, respectively.

Other Matters – Parent Company Only Financial Statements

Jui Li Enterprise Co., Ltd. (the “Company”) has prepared the parent company only financial statements for 2025 and 2024, to which we have also issued an independent auditors’ report with unqualified opinion along with the section of other matters and provided for reference.

Responsibilities of management and directors for the Consolidated Financial Statements

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

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

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

Auditors' responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. The term of "reasonable assurance" refers to high level of assurance. Nevertheless, the audit performed according to the Generally Accepted Auditing Standards of R.O.C. cannot guarantee the discovery of material misstatement in the financial statements. Misstatements can arise from fraud or Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

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

1. Identify and assess the risk of material misstatement of the consolidated financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the opinion. Because fraud may be related to conspiracy, forgery, deliberate omission, false statement or breach of internal control, the risk of a material misstatement caused by fraud which is not identified is higher than the risk of a material misstatement caused by any error.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Assess the appropriateness of management's use of accounting policies and the reasonability of the accounting estimate and relevant disclosure.
4. According to the audit evidences obtained, evaluate appropriateness of the continuous operation accounting basis and whether events or circumstances possibly generating material concerns on the continuous operation ability of the Group have significant uncertainty, and provide conclusion thereto. If we conclude that a material

uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. Nevertheless, future events or circumstances may cause the Group to have no ability for continuous operation.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including relevant notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence for the financial information of individual entities of the Group and provide opinion on the consolidated financial statements. We handle the guidance, supervision and execution of the audit on the Group and are responsible for preparing the opinion for the Group.

We communicate with the governing body regarding, among other matters, the planned scope and timing of the audit and significant audit findings (including significant deficiencies in internal control identified during the audit).

We also provide the governance units with statements that we have complied with relevant independence declaration specified in the Code of Ethics for Professional Accountants of R.O.C. that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of auditors.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Group's 2024 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

PwC Taiwan

Yu-Chuan Wang

CPAs

Chien-Ye Hsu

Financial Supervisory Commission Approval Certificate No.
Jin-Guan-Zheng-Shen-Zi No. 1020028992
Jin-Guan-Zheng-Shen-Zi No. 1050035683

March 12, 2026

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Financial Position
At Dec. 31, 2025 and Dec. 31, 2024

Unit: NT$ thousands

	Assets	Note	Dec. 31, 2025			Dec. 31, 2024		
				Amount	%		Amount	%
	Current assets							
1100	Cash and cash equivalents	VI(I)	$	167,369	6	$	213,055	8
1136	Financial assets measured at amortized cost – current	VI(IV) and VIII		19,869	1		8,683	1
1150	Notes receivable, net	VI(V)		19,644	1		6,294	-
1170	Accounts receivable, net	VI(V)		126,436	4		104,567	4
1200	Other receivables	VII(II)		126,590	4		80,209	3
1220	Income tax assets in the current period			596	-		665	-
130X	Inventory	VI(VI)		570,567	20		431,403	16
1410	Advance payment			16,869	1		28,274	1
1460	Net non-current assets held for sale	VI(XII)		139,196	5		-	-
1470	Other current assets			1,116	-		1,388	-
11XX	**Total current assets**			1,188,252	42		874,538	33
	Non-current assets							
1517	Financial assets at fair value through other comprehensive profit or loss - non-current	VI(III) and VIII		74,611	3		75,933	3
1535	Financial assets measured at amortized cost – non-current	VI(IV) and VIII		14,833	-		11,914	1
1550	Investment accounted for using the equity method	VI(VII)		150,314	5		158,785	6
1600	Property, plant and equipment	VI(VIII) and VIII		143,482	5		152,427	6
1755	Right-of-use assets	VI(IX)(X)		156,554	6		132,565	5
1760	Investment property, net	VI(XI) and VIII		1,072,371	38		1,193,791	45
1780	Intangible assets			8,475	-		10,677	-
1840	Deferred income tax assets	VI(XXVIII)		9,177	-		9,141	-
1900	Other non-current assets	VI(XVII) and IX(II)		17,934	1		23,786	1
15XX	**Total non-current assets**			1,647,751	58		1,769,019	67
1XXX	**Total assets**		$	2,836,003	100	$	2,643,557	100

(Continued)

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Financial Position
At Dec. 31, 2025 and Dec. 31, 2024

Unit: NT$ thousands

	Liabilities and Equity	Note	Dec. 31, 2024 Amount	%	Dec. 31, 2023 Amount	%
	Current liabilities					
2100	Short-term loans	VI(XIII)	$ 107,700	4	$ 66,895	3
2130	Contract liabilities - current	VI(XXII)	4,401	-	13,781	-
2150	Notes payable		9,698	-	16,247	1
2170	Accounts payable		80,635	3	98,167	4
2200	Other payables	VI(XIV) and VII(II)	49,621	2	81,890	3
2280	Minus: Lease liabilities - current	VI(IX)	28,147	1	39,729	1
2320	Long-term liabilities due in one year or one operating cycle	VI(XV)	43,856	2	35,850	1
2399	Other current liabilities - other		174,871	6	6,224	-
21XX	**Total current liabilities**		498,929	18	358,783	13
	Non-current liabilities					
2540	Long-term loans	VI(XV)	1,412,274	50	1,402,156	53
2550	Provision for liabilities - non-current		1,656	-	1,950	-
2570	Increase in deferred income tax liabilities	VI(XXVIII)	149,321	5	146,474	6
2580	Lease liabilities -non-current	VI(IX)	112,556	4	75,486	3
2670	Other non-current liabilities - other	VI(XVI) and VII(II)	7,060	-	6,729	-
25XX	**Total non-current liabilities**		1,682,867	59	1,632,795	62
2XXX	**Total liabilities**		2,181,796	77	1,991,578	75
	Equity					
	Equity attributable to the owners of the parent company					
	Share Capital	VI(XVIII)				
3110	Capital – common stock		981,835	35	981,835	37
	Retention surplus	VI(XX)				
3320	Special reserve		120,407	4	120,407	5
3350	Losses to be covered		(1,001,694)	(35)	(1,021,514)	(39)
	Other equity	VI(XXI)				
3400	Other equity		553,659	19	571,251	22
31XX	**Total equity attributable to the owners of the parent company**		654,207	23	651,979	25
3XXX	**Total liabilities**		654,207	23	651,979	25
	Significant Post-Term Events	XI				
3X2X	**Total liabilities and equity**		$ 2,836,003	100	$ 2,643,557	100

The accompanying notes are an integral part of the consolidated financial statements; please refer to them altogether.

Chairperson: WU, MING-TSAN　　Manager:LIN, WEI-HUI　　Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Comprehensive Income
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands
(Expressed in thousands of New Taiwan Dollars, except for earnings (loss) earnings per share)

	Item	Note	2025 Amount	2025 %	2024 Amount	2024 %
4000	Operating revenue	VI(XXII) and VII(II)	$ 1,149,526	100	$ 1,063,449	100
5000	Operating cost	VI(VI)	(780,684)	(68)	(812,213)	(77)
5900	Gross profit		368,842	32	251,236	23
	Operating expenses	VI(XXVII) and VII(II)				
6100	Promotion expense		(302,500)	(26)	(259,207)	(24)
6200	Administration expense		(83,989)	(7)	(91,130)	(9)
6300	R&D expense		(9,682)	(1)	(13,844)	(1)
6450	Expected credit (loss) gain	XII(II)	(70)	-	(850)	-
6000	Total operating expenses		(396,241)	(34)	(365,031)	(34)
6900	Operating loss		(27,399)	(2)	(113,795)	(11)
	Non-operating Total income and expenses					
7100	Interest income	VI(XXIII)	827	-	830	-
7010	Other income	VI(XXIV)	7,921	-	7,259	1
7020	Other gains and losses	VI(XXV)	10,949	1	1,111	-
7050	Financial costs	VI(XXVI)	(48,972)	(4)	(49,512)	(4)
7060	Share of profits/losses of affiliated enterprises and joint ventures using the equity method	VI(VII)	77,697	7	88,331	8
7000	Non-operating Total income and expenses		48,422	4	48,019	5
7900	**Net income (loss) before tax**		21,023	2	(65,776)	(6)
7950	Income taxes payable	VI(XXVIII)	(2,446)	-	(947)	-
8200	**Net income (loss) of the current period**		$ 18,577	2	($ 66,723)	(6)
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Remeasurements of defined benefit plan	VI(XVII)	$ 1,363	-	$ 1,601	-
8312	Real estate revaluation appreciation	VI(XXI)	-	-	356,288	34
8316	Unrealized equity instrument profit or loss measured at fair value through other comprehensive income	VI(III)	(20,902)	(2)	(19,797)	(2)

The accompanying notes are an integral part of the consolidated financial statements; please refer to them altogether.

Chairperson: WU, MING-TSAN　　Manager:LIN, WEI-HUI　　Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Comprehensive Income
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands
(Expressed in thousands of New Taiwan Dollars, except for earnings (loss) earnings per share)

8320	Share of other comprehensive income of affiliated enterprises and joint ventures accounted for using equity method - Items not to be reclassified into profit or loss		(120)	-	168	-
8349	Income taxes related to items that are not reclassified	VI(XXI)(XXVIII)	-	-	(2,719)	-
8310	Total of items not to be reclassified into profit or loss		(19,659)	(2)	335,541	32
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Exchange difference on translation of the financial statements of foreign operations	VI(XXI)	1,073	-	8,334	1
8370	Share of other comprehensive income of affiliated enterprises and joint ventures accounted for using equity method - Items may be reclassified into profit or loss	VI(XXI)	2,452	-	6,903	-
8399	Income tax related to items may be re-classified into profit or loss	VI(XXI)(XXVIII)	(215)	-	(1,666)	-
8360	Total of items that may be reclassified subsequently to profit or loss		3,310	-	13,571	1
8300	**Other comprehensive profit and loss (net)**		($ 16,349)	(2)	$ 349,112	33
8500	**Total comprehensive income for the period**		$ 2,228	-	$ 282,389	27
	Net income (loss) attributable to:					
8610	Owners of the parent company		$ 18,577	2	($ 66,723)	(6)
	Total		$ 18,577	2	($ 66,723)	(6)
	Total comprehensive income attributable to:					
8710	Owners of the parent company		$ 2,228	-	$ 282,389	27
	Total		$ 2,228	-	$ 282,389	27
	Earnings (loss) per share					
9750	Basic (loss) earnings per share	VI(XXIX)	$ 0.19		(	
9850	Diluted (loss) earnings per share	VI(XXIX)	$ 0.19		(	

The accompanying notes are an integral part of the consolidated financial statements; please refer to them altogether.

Chairperson: WU, MING-TSAN Manager:LIN, WEI-HUI Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Changes in Equity
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands

	Note	Equity attributable to the owners of the parent company						
			Retention surplus		Other equity			
	Note	Capital – common stock	Special reserve	Losses to be covered	Exchange difference on translation of the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Real estate revaluation appreciation	Total equity
From January 1 to December 31, 2024								
Balance as of Jan. 1, 2024		$ 981,835	$ 120,407	($ 956,560)	($ 120,212)	($ 3,364)	$ 347,484	$ 369,590
Net income for the current period		-	-	(66,723)	-	-	-	(66,723)
Other comprehensive income for the period (net of tax)	VI(XXI)	-	-	1,769	13,571	(19,797)	353,569	349,112
Total comprehensive income for the period		-	-	(64,954)	13,571	(19,797)	353,569	282,389
Balance as of Dec. 31, 2024		$ 981,835	$ 120,407	($ 1,021,514)	($ 106,641)	($ 23,161)	$ 701,053	$ 651,979
From January 1 to December 31, 2025								
Balance as of Jan. 1, 2025		$ 981,835	$ 120,407	($ 1,021,514)	($ 106,641)	($ 23,161)	$ 701,053	$ 651,979
Net loss for the period		-	-	18,577	-	-	-	18,577)
Other comprehensive income for the period (net of tax)	VI(XXI)	-	-	1,243	3,310	(20,902)	-	(16,349)
Total comprehensive income for the period		-	-	19,820	3,310	(20,902)	-	2,228
Balance as of Dec. 31, 2025		$ 981,835	$ 120,407	($ 1,001,694)	($ 103,331)	($ 44,063)	$ 701,053	$ 654,207

The accompanying notes are an integral part of the consolidated financial statements; please refer to them altogether.

Chairperson: WU, MING-TSAN　　Manager: LIN, WEI-HUI　　Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Cash Flows
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands

	Note	From January 1 to December 31, 2025	From January 1 to December 31, 2024
Cash flow from operating activities			
Net income (loss) before tax of the current period		$ 21,023	($ 65,776)
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense - property, plant and equipment	VI(VIII)(XXVII)	24,001	30,871
Depreciation expense - right-of-use assets	VI(IX)(XXVII)	47,098	60,439
Amortization expense	VI(XXVII)	2,713	2,567
Expected credit impairment loss	XII(II)	(70)	-
Financial assets measured at FVTPL and net loss from liabilities	VI(XXV)	-	8
Interest expense	VI(XXVI)	48,972	49,512
Interest income	VI(XXIII)	(827)	(830)
Share of profit of associates accounted for using equity method	VI(VII)	(77,697)	(88,331)
Gain on the disposal of property, plant and equipment	VI(XXV)	(485)	(406)
Profit from lease modification	VI(IX)(XXV)	(25)	(521)
Reversal gain for write-down of inventories	VI(VI)	(10,612)	(2,740)
Gain on fair value adjustment of investment property	VI(XXV)	(15,646)	(4,105)
Inventory loss	VI(VI)	5,100	9,983
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Notes receivable, net		(13,350)	7,979
Accounts receivable		(20,009)	7,824
Other receivables		5,977	13,829
Inventory		(133,637)	(76,289)
Advance payment		11,405	(2,202)
Other current assets		271	167
Net changes in liabilities relating to operating activities			
Contract liabilities - current		(9,380)	2,437
Notes payable		(6,549)	3,634
Accounts payable		(17,532)	(505)
Other payables		(32,299)	(35,524)
Other current liabilities - other		(3,109)	4,671
Net defined benefit assets (liabilities)		-	4
Provision for liabilities - non-current		(294)	(794)
Cash outflow from operating activities		(174,961)	(84,098)
Interest received		827	830
Dividends received		36,142	36,695
Interest paid		(45,745)	(45,859)
Income tax received (paid)		69	(467)
Net cash outflow from financing activities		(183,668)	(92,899)

(Continued)

Jui Li Enterprise Co., Ltd. and Its Subsidiaries
Consolidated Statement of Cash Flows
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands

	Note	From January 1 to December 31, 2025	From January 1 to December 31, 2024
Cash flow from investing activities			
Acquisition of financial assets measured at FVTPL		$ -	($ 7,000)
Financial assets disposed at fair value through profit		-	6,992
Acquisition of financial assets measured at amortized cost		(15,446)	(4,306)
Disposal of financial assets measured at amortized cost		1,341	21,070
Acquisition of financial assets at fair value through other comprehensive income		(19,580)	(22,320)
Acquisition of property, plant and equipment	VI(XXX)	(11,254)	(8,239)
Disposal of property, plant and equipment		943	18,472
		(979)	-
Acquisition of intangible assets	VI(XXX)	(516)	(2,413)
Increase in refundable deposits		(819)	(650)
Decrease in refundable deposits		3,493	2,955
		171,756	-
Net cash inflow from investing activities		128,939	4,561
Cash flow from financing activities			
Increase in short-term loans	VI(XXXI)	242,190	141,760
Decrease in short-term loans	VI(XXXI)	(198,318)	(148,123)
Repaid principal of lease	VI(XXXI)	(48,779)	(62,672)
Long-term borrowings	VI(XXXI)	235,000	1,325,000
Repayment of long-term borrowings	VI(XXXI)	(215,772)	(1,051,903)
Increase in deposits received	VI(XXXI)	3,093	3,665
Decrease in deposits received	VI(XXXI)	(2,687)	(2,807)
Net cash inflow from financing activities		14,727	204,920
Effect of exchange rate changes on cash and cash equivalents		(5,684)	900
Increase (decrease) in cash and cash equivalents of the current period		(45,686)	117,482
Balance of cash and cash equivalents at beginning of the current period		213,055	95,573
Balance of cash and cash equivalents at end of the current period		$ 167,369	$ 213,055

The accompanying notes are an integral part of the consolidated financial statements; please refer to them altogether.

Chairperson: WU, MING-TSAN Manager:LIN, WEI-HUI Accounting Officer: LIN, CHIAO-CHUAN

Independent Auditors' Report

(115) Cai-Shen-Bao-Zi No. 25004440

Audit opinion

To Jui Li Enterprise Co., Ltd.:

We have audited the accompanying parent company only financial statements of Jui Li Enterprise Co., Ltd. (the "Company"), which comprise the parent company only balance sheet as of January 1 to December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements for January 1 to December 31, 2025 and 2024, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2025 and 2024, and its parent company only financial performance and its parent company only cash flows for January 1 to December 31, 2025 and 2024 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basic for audit opinion

I conducted my audit in accordance with Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Generally Accepted Auditing Standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the R.O.C., and we have fulfilled our other ethical responsibilities in accordance with these requirements. In view of the audit result concluded by our independent auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the Company for the year ended 2025. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the 2025 parent company only financial statements of the Company are stated as follows:

Recognition of retail sales revenue

Description

The retail revenue of the subsidiaries of Juili Enterprise Co., Ltd. (accounted for using the equity method) is processed through the store Point of Sale (POS) system. At the time of product sale, the barcodes are scanned to directly retrieve information from the product master file (such as product description, retail price, and promotional discount schemes) to automatically calculate the sales amount, generate details of each sales transaction, issue invoices, and deduct product inventory. Each store prepares a daily cash report and deposits the store's cash receipts into the bank on schedule, and the POS system then uploads the daily sales data to the back-end information system. The subsidiaries of Juili Enterprise Co., Ltd. reconcile and review the monthly operational reports of each store against the sales data from the POS system on a monthly basis; upon summarizing and processing, the retail business revenue is recognized through the information system. Given that the subsidiaries of Juili Enterprise Co., Ltd. (accounted for using the equity method) operate a vast number of retail stores with frequent product turnovers, that the monthly operational reports of each store involve manual reconciliations, and that retail transactions are characterized by low individual transaction value but a massive volume of transactions, the recognition of revenue for the retail business is considered by the auditor to be one of the most significant key audit matters for the current year.

Corresponding Audit Procedures

We summarize the audit procedures executed for the aforementioned key audit matters as follows:

1. Understanding the internal control related to the revenue process of the retail business of the subsidiaries (recognized as investment under equity method) of the Company, and evaluating the effectiveness of its operation.
2. Testing manual controls relating to the reconciliation of store monthly operational reports and the recognition of retail business revenue.
3. For selected retail revenue samples, vouching store monthly operational reports against relevant supporting documents for recognized revenue.

Fair value assessment of investment properties

Description

For the accounting policies of investment property, please refer to Note 4(16) of the parent company only financial statements; for the accounting estimates and assumption uncertainty, please refer to Note 5(2) of the parent company only financial statements; for the accounting item description, please refer to Note 6(10) of the parent company only financial statements; for the fair value description, please refer to Note 12(4) of the parent company only financial statements.

Since the evaluation of fair value involves significant accounting estimates and judgments of the management, we believe that the evaluation of the fair value of investment property is one of the most important audit matters for the current year.

Corresponding Audit Procedures

We summarize the audit procedures executed for the aforementioned key audit matters as follows:

1. We evaluated the suitability and independence of the independent evaluation personnel used by the management, and discussed with the management the scope of work and appointment of the evaluation personnel, in order to ensure that there was no matter affecting their independence or restricts their scope of work.
2. We evaluated the reasonableness of the valuation report used by management, including the valuation method, key evaluation parameters and discount rate.

Other Matters - Relevant audits by other independent auditors

Certain investee companies accounted for using the equity method included in the parent-company-only financial statements of Juili Enterprise Co., Ltd. were not audited by us, but were audited by other auditors. Therefore, our opinion on the aforementioned parent-company-only financial statements, insofar as it relates to the amounts included for these companies, is based solely on the reports of the other auditors. As of December 31, 2025 and 2024, the balances of these investments accounted for using the equity method were NT$150,314 thousand and NT$158,785 thousand, representing 6% and 7% of total assets, respectively. For the years ended December 31, 2025 and 2024, the shares of profit or loss of subsidiaries, associates, and joint ventures accounted for using the equity method recognized from these companies were a gain of NT$77,697 thousand and a gain of NT$88,331 thousand, representing 3,487% and 31% of total comprehensive income, respectively.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

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

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

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

Auditor’s Responsibilities for the Audit of the Parent Company Only

Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only 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. The term of "reasonable assurance" refers to high level of assurance. Nevertheless, the audit performed according to the Generally Accepted Auditing Standards of R.O.C. cannot guarantee the discovery of material misstatement in the parent company only financial statements. Misstatements can arise from fraud or Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the parent company only 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. Because fraud may be related to conspiracy, forgery, deliberate omission, false statement or breach of internal control, the risk of a material misstatement caused by fraud which is not identified is higher than the risk of a material misstatement caused by any error.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Assess the appropriateness of management's use of accounting policies and the reasonability of the accounting estimate and relevant disclosure.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of

the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only 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 parent company only financial statements, including relevant notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the Company, and expressing an opinion on the parent company only financial statements. We handle the guidance, supervision and execution of the audit on the Group and are responsible for preparing the opinion for the parent company only financial statements.

We communicate with the governing body regarding, among other matters, the planned scope and timing of the audit and significant audit findings (including significant deficiencies in internal control identified during the audit).

We also provide the governance units with statements that we have complied with relevant independence declaration specified in the Code of Ethics for Professional Accountants of R.O.C. that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of auditors.

From the matters communicated with those charged with governance, we determine those matters that were of the most significance in the audit of the Company's 2024 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

PwC Taiwan

Yu-Chuan Wang

CPAs

Chien-Ye Hsu

Financial Supervisory Commission Approval Certificate No.
Jin-Guan-Zheng-Shen-Zi No. 1020028992
Jin-Guan-Zheng-Shen-Zi No. 1050035683

March 12, 2025

Jui Li Enterprise Co., Ltd.
Parent Company Only Statement of Financial Position
At Dec. 31, 2025 and Dec. 31, 2024

Unit: NT$ thousands

	Assets	Note	Dec. 31, 2025			Dec. 31, 2024		
				Amount	%		Amount	%
	Current assets							
1100	Cash and cash equivalents	VI(I)	$	14,235	1	$	165,867	7
1136	Financial assets measured at amortized cost – current	VI(III) and VIII		19,869	1		8,683	1
1150	Notes receivable, net	VI(IV)		2,274	-		3,578	-
1170	Accounts receivable, net	VI(IV)		12,383	-		25,422	1
1180	Accounts receivable, net- Related parties	VII(II)		1,716	-		-	-
1200	Other receivables			332	-		6,868	-
1210	Other receivables - Related parties	VII(II)		362,810	16		103,399	5
1220	Income tax assets in the current period			576	-		544	-
130X	Inventory	VI(V)		14,415	1		25,888	1
1410	Advance payment			7,128	-		17,655	1
1470	Other current assets			539	-		722	-
11XX	**Total current assets**			436,277	19		358,626	16
	Non-current assets							
1517	Financial assets at fair value through other comprehensive profit or loss - non-current	VI(II) and VIII		74,611	3		75,933	3
1550	Investment accounted for using the equity method	VI(VI)		725,440	31		739,491	33
1600	Property, plant and equipment	VI(VII)		93,038	4		96,407	4
1755	Right-of-use assets	VI(VIII)(IX)		49,249	2		53,745	3
1760	Investment property, net	VI(X)		929,272	40		913,245	41
1780	Intangible assets			5,401	-		6,796	-
1900	Other non-current assets	VI(XIV) and IX(II)		6,393	1		6,405	-
15XX	**Total non-current assets**			1,883,404	81		1,892,022	84
1XXX	**Total assets**		$	2,319,681	100	$	2,250,648	100

(Continued)

Jui Li Enterprise Co., Ltd.
Parent Company Only Statement of Financial Position
At Dec. 31, 2025 and Dec. 31, 2024

Unit: NT$ thousands

	Liabilities and Equity	Note	Dec. 31, 2025 Amount	%	Dec. 31, 2024 Amount	%
	Current liabilities					
2100	Short-term loans	VI(XI)	$ 92,700	4	$ 51,895	2
2130	Contract liabilities - current	VI(XIX)	1,170	-	9,615	1
2150	Notes payable		831	-	2,859	-
2170	Accounts payable		16,187	1	32,843	2
2200	Other payables	VI(XII)	17,145	1	45,394	2
2280	Minus: Lease liabilities - current	VI(VIII)	3,500	-	3,403	-
2320	Long-term liabilities due in one year or one operating cycle	VI(XIII)	24,555	1	8,655	-
2399	Other current liabilities - other		765	-	1,256	-
21XX	**Total current liabilities**		156,853	7	155,920	7
	Non-current liabilities					
2540	Long-term loans	VI(XIII)	1,353,500	58	1,298,055	58
2570	Increase in deferred income tax liabilities	VI(XXV)	102,664	4	100,003	4
2580	Lease liabilities -non-current	VI(VIII)	35,897	2	39,397	2
2670	Other non-current liabilities - other	VI(VI)	16,560	1	5,294	-
25XX	**Total non-current liabilities**		1,508,621	65	1,442,749	64
2XXX	**Total liabilities**		1,665,474	72	1,598,669	71
	Equity					
	Share Capital	VI(XV)				
3110	Capital – common stock		981,835	42	981,835	44
	Retention surplus	VI(XVII)				
3320	Special reserve		120,407	5	120,407	5
3350	Losses to be covered		(1,001,694)	(43)	(1,021,514)	(45)
	Other equity	VI(XVIII)				
3400	Other equity		553,659	24	571,251	25
3XXX	**Total liabilities**		654,207	28	651,979	29
3X2X	**Total liabilities and equity**		$ 2,319,681	100	$ 2,250,648	100

The accompanying notes are an integral part of the unconsolidated financial statements. Please review altogether.

Chairperson: WU, MING-TSAN   Manager:LIN, WEI-HUI   Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd.
Parent Company Only Statement of Comprehensive Income
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands
(Expressed in thousands of New Taiwan Dollars, except for earnings (loss) earnings per share)

	Item	Note	2025 Amount	2025 %	2024 Amount	2024 %
4000	Operating revenue	VI(XIX) and VII(II)	$ 197,582	100	$ 250,736	100
5000	Operating cost	VI(V)	(151,139)	(77)	(256,542)	(102)
5900	Gross profit (loss)		(46,443	23	(5,806)	(2)
5920	Realized gain from sale		114)	-	45	-
5950	Gross profit (loss), net		46,329	23	(5,761)	(2)
	Operating expenses	VI(XXIV) and VII(II)				
6100	Promotion expense		(13,260)	(6)	(19,683)	(8)
6200	Administration expense		(44,924)	(23)	(53,578)	(21)
6300	R&D expense		(9,682)	(5)	(13,845)	(6)
6450	Expected credit (loss) gain	XII(II)	(70)	-	(850)	-
6000	Total operating expenses		(67,936)	(34)	(87,956)	(35)
6900	Operating loss		(21,607)	(11)	(93,717)	(37)
	Non-operating Total income and expenses					
7100	Interest income	VI(XX)	4,603	2	3,408	1
7010	Other income	VI(XXI)	7,092	3	3,468	1
7020	Other gains and losses	VI(XXII)	11,424	6	4,790	2
7050	Financial costs	VI(XXIII)	(43,529)	(22)	(36,586)	(14)
7070	Share of profit or loss of subsidiaries, associates and joint ventures accounted for using equity method	VI(VI)	63,040	32	52,861	21
7000	Non-operating Total income and expenses		42,630	21	27,941	11
7900	**Net income (loss) before tax**		21,023	10	(65,776)	(26)
7950	Income taxes payable	VI(XXV)	(2,446)	(1)	(947)	-
8200	**Net income (loss) of the current period**		($ 18,577	9	($ 66,723)	(26)
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Remeasurements of defined benefit plan	VI(XIV)	$ 1,363	1	$ 1,601	1
8312	Real estate revaluation appreciation	VI(XVIII)	-	-	356,288	142
8316	Unrealized equity instrument profit or loss measured at fair value through other comprehensive income	VI(XVIII)	(20,902)	(11)	(19,797)	(8)
8330	Share of other comprehensive income of associates & joint ventures accounted for using equity Method - Items not to be reclassified into profit or loss	VI(XIX)	(120)	-	168	-
8349	Income taxes related to items that are not reclassified	VI(XVIII)(XXV)	-	-	(2,719)	(1)
8310	Total of items not to be reclassified into profit or loss		(19,659)	(10)	335,541	134
	Components of other comprehensive income that will be reclassified to profit or loss					
8380	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method - Items may be reclassified into profit or loss	VI(XVIII)	3,525	2	15,237	6
8399	Income tax related to items may be re-classified into profit or loss	VI(XVIII)(XXV)	(215)	-)	(1,666)	(1)
8360	Total of items that may be reclassified subsequently to profit or loss		3,310	2	13,571	5
8300	**Other comprehensive profit and loss (net)**		($ 16,349)	(8)	$ 349,112	139
8500	**Total comprehensive income for the period**		$ 2,228	1	$ 282,389	113)
	Earnings (loss) per share					
9750	Basic (loss) earnings per share	VI(XXVI)	$ 0.19		(0.68)	
9850	Diluted (loss) earnings per share	VI(XXVI)	$ 0.19		(0.68)	

The accompanying notes are an integral part of the unconsolidated financial statements. Please review altogether.

Chairperson: WU, MING-TSAN Manager: LIN, WEI-HUI Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd.
Parent Company Only Statement of Changes in Equity
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands

	Note	Capital – common stock	Retention surplus: Special reserve	Retention surplus: Losses to be covered	Other equity: Exchange difference on translation of the financial statements of foreign operations	Other equity: Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Real estate revaluation appreciation	Total equity
2024								
Balance as of Jan. 1, 2024		$ 981,835	$ 120,407	($ 956,560)	($ 120,212)	($ 3,364)	$ 347,484	$ 369,590
Net income for the current period		-	-	(66,723)	-	-	-	(66,723
Other comprehensive income for the period (net of tax)	VI(XVIII)	-	-	1,769	13,571	(19,797)	353,569	349,112)
Total comprehensive income for the period		-	-	(64,954)	13,571	(19,797)	353,569	282,389)
Balance as of Dec. 31, 2024		$ 981,835	$ 120,407	($ 1,021,514)	($ 106,641)	($ 23,161)	$ 701,053	$ 651,979
2025								
Balance as of Jan. 1, 2025		$ 981,835	$ 120,407	($ 1,021,514)	($ 106,641)	($ 23,161)	$ 701,053	$ 651,979
Net loss for the period		-	-	18,577	-	-	-	18,577)
Other comprehensive income for the period (net of tax)	VI(XVIII)	-	-	1,243	3,310	(20,902)	-	(16,349
Total comprehensive income for the period		-	-	19,820	3,310	(20,902)	-	2,228
Balance as of Dec. 31, 2025		$ 981,835	$ 120,407	($ 1,001,694)	($ 103,331)	($ 44,063)	$ 701,053	$ 654,207

The accompanying notes are an integral part of the unconsolidated financial statements. Please review altogether.

Chairperson: WU, MING-TSAN   Manager: LIN, WEI-HUI   Accounting Officer: LIN, CHIAO-CHUAN

Jui Li Enterprise Co., Ltd.
Parent Company Only Statements of Cash Flows
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands

	Note	From January 1 to December 31, 2025	From January 1 to December 31, 2024
Cash flow from operating activities			
Net income (loss) before tax of the current period		$ 21,023	($ 65,776)
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense - property, plant and equipment	VI(VII)(XXIV)	7,193	10,065
Depreciation expense - right-of-use assets	VI(VIII)(XXIV)	4,496	11,449
Amortization expense	VI(XXIV)	1,526	1,353
Expected credit impairment loss- Accounts receivable	XII(II)	100	-
Expected credit impairment (gain) loss- other receivables		(30)	850
Net gain (loss) from financial assets and liabilities at fair value through profit or loss	VI(XXII)	-	8
Interest expense	VI(XXIII)	43,529	36,586
Interest income	VI(XX)	(4,603)	(3,272)
Share of loss from subsidiaries, associates and joint ventures accounted for using the equity method	VI(VI)	(63,040)	(52,861)
Gain on the disposal of property, plant and equipment	VI(XXII)	293	(827)
Impairment of property, plant and equipment	VI(XXII)	(15,048)	-
Gain on fair value adjustment of investment property	VI(XXIII)	(6,760)	(2,806)
(Gain on reversal of valuation) loss on valuation	VI(V)	114	(6,231)
Realized profit or loss between affiliated enterprises		4,388	(45)
Other			11,619
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Notes receivable		1,304	1,980
Accounts receivable		12,939	23,441
Accounts receivable- Related parties		(1,716)	-
Other receivables		6,566	11,559
Other receivables - Related parties		1,057	704
Inventory		13,845	2,644
Advance payment		10,527	(4,559)
Other current assets		183	(127)
Net changes in liabilities relating to operating activities			
Contract liabilities - current		(8,445)	850
Notes payable		(2,028)	(677)
Accounts payable (including related party)		(16,656)	(4,100)
Other payables		(28,390)	9,389
Other current liabilities		(353)	176
Net defined benefit assets (liabilities)		-	4
Cash outflow from operating activities		(17,986)	(18,564)
Interest received		4,603	3,272
Dividends received		36,142	36,695
Interest paid		(42,228)	(37,819)
Income tax received		(31)	(460)
Net cash outflow from financing activities		(19,500)	(16,876)

(Continued)

Jui Li Enterprise Co., Ltd.
Parent Company Only Statements of Cash Flows
From Jan. 1 to Dec. 31, 2025 and 2024

Unit: NT$ thousands

	Note	From January 1 to December 31, 2025	From January 1 to December 31, 2024
Cash flow from investing activities			
Acquisition of financial assets measured at FVTPL		$ -	($ 7,000)
Financial assets disposed at fair value through profit or loss		-	6,992
Acquisition of financial assets measured at amortized cost		(12,527)	(4,303)
Disposal of financial assets measured at amortized cost		1,341	14,550
Other receivables - decrease (increase) in related parties		(208,110)	94,524
Acquisition of financial assets at fair value through other comprehensive income		(19,580)	(22,320)
Acquisition of investments by equity method	VI(VI)	-	(220,000)
Acquisition of property, plant and equipment	VI(XXVII)	(4,280)	(5,779)
Disposal of property, plant and equipment		163	18,237
		(979)	-
Acquisition of intangible assets	VI(XXVII)	(131)	(1,586)
Increase in refundable deposits		(218)	(10)
Decrease in refundable deposits		1,593	25
Net cash outflow from investment activities		(242,728)	(126,670)
Cash flow from financing activities			
Increase in short-term loans	VI(XXVIII)	102,200	141,760
Decrease in short-term loans	VI(XXVIII)	(61,395)	(148,123)
Repaid principal of lease	VI(XXVIII)	(4,563)	(11,640)
Long-term borrowings	VI(XXVIII)	235,000	1,300,000
Repayment of long-term borrowings	VI(XXVIII)	(163,655)	(1,011,215)
Increase in deposits received	VI(XXVIII)	3,093	1,630
Decrease in deposits received	VI(XXVIII)	(84)	(2,123)
Net cash inflow from financing activities		110,596	270,289
Increase (decrease) in cash and cash equivalents of the current period		(151,632)	126,743
Balance of cash and cash equivalents at beginning of the current period		165,867	39,124
Balance of cash and cash equivalents at end of the current period		$ 14,235	$ 165,867

The accompanying notes are an integral part of the unconsolidated financial statements. Please review altogether.

Chairperson: WU, MING-TSAN Manager: LIN, WEI-HUI Accounting Officer: LIN, CHIAO-CHUAN

【Attachment IV】

Jui Li Enterprise Co., Ltd.

Deficit Compensation Table

2025

Unit: NT$

Losses to be made up at the beginning	$	(1,021,513,698)
After-tax net loss for the period		18,677,269
Define benefit plan re-measurement recognized in retained earnings		1,242,610
Losses to be made up at the end of the period	$	(1,001,593,819)

【Attachment V】

Jui Li Enterprise Co., Ltd.

Comparison table of Amendments to the Articles of Incorporation

Content after amendment	Content before amendment	Description
Article 2 Business scope of the Company are as follows: 1.Manufacture and sales of electrical, mechanical, hardware, tools and agricultural machinery, vehicle parts. 2.Assembly and sales of locomotive assemblies. 3.Manufacture and sales of furniture and accessories. 4.Manufacture and sale of molds, jigs and aircraft parts. 5.Manufacture and sale of rail vehicle parts and accessories. 6.Wholesale of Cloth, Clothes, Shoes, Hats, Umbrellas, and Apparel Accessories 7.Wholesale of Educational, Musical, and Recreational Products 8.Wholesale of Bicycles and Parts 9.In addition to the permitted business activities, the Company may engage in any business not otherwise prohibited or restricted by law.	Article 2 Business scope of the Company are as follows: 1. Manufacture and sales of electrical, mechanical, hardware, tools and agricultural machinery, vehicle parts. 2. Assembly and sales of locomotive assemblies. 3. Manufacture and sales of furniture and accessories. 4. Manufacture and sale of molds, jigs and aircraft parts. 5. Manufacture and sale of rail vehicle parts and accessories.	In response to shifts in the market environment and the Company's long-term development strategy, the addition of the wholesale of cloth, clothes, apparel accessories, and recreational products will facilitate a diversified business layout and enhance overall market competitiveness.
Article 21: This Articles of Incorporation were established on May 30, 1970. (Ignored.) The 34th amendment was made on June 24, 2026.	Article 21: This Articles of Incorporation were established on May 30, 1970. (Ignored.)	New date of this revision.

【Attachment VI】

Jui Li Enterprise Co., Ltd.

Comparison Table for Amendments to the Procedures for Acquisition or Disposal of Assets

Content after amendment	Content before amendment	Description
Article 5 Public Announcement and Regulatory Reporting Procedures Where the Company acquires or disposes of assets under any of the following circumstances, it shall, within two days commencing immediately from the date of fact occurrence, publicly announce and report the relevant information on the website designated by the Financial Supervisory Commission (FSC) in the format prescribed by the FSC's "Regulations Governing the Acquisition and Disposal of Assets by Public Companies": 1.Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party; or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the total assets, or NT$300 million or more. This restriction shall not apply to the trading of domestic government bonds, bonds with repurchase or resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2.Merger, demerger, acquisition, or transfer of shares. 3.Losses from engaging in derivatives trading that reach the maximum loss limit for all or individual contracts as prescribed in	Article 5 Public Announcement and Regulatory Reporting Procedures Where the Company acquires or disposes of assets under any of the following circumstances, it shall, within two days commencing immediately from the date of fact occurrence, publicly announce and report the relevant information on the website designated by the Financial Supervisory Commission (FSC) in the format prescribed by the FSC's "Regulations Governing the Acquisition and Disposal of Assets by Public Companies": 1.Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party; or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the total assets, or NT$300 million or more. This restriction shall not apply to the trading of domestic government bonds, bonds with repurchase or resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2.Merger, demerger, acquisition, or transfer of shares. 3.Losses from engaging in derivatives trading that reach the maximum loss limit for all or individual contracts as prescribed in	This provision is amended in accordance with the template model of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" to align with practical operations and strengthen the management of related party transactions.

Content after amendment	Content before amendment	Description
Article 14, Paragraph (4), Chapter III of these Procedures. 4.Acquisition or disposal of equipment or right-of-use assets thereof for business operations, where the counterparty is not a related party, and the transaction amount meets one of the following thresholds:(1) Where the Company's paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more.(2) Where the Company's paid-in capital is NT$10 billion or more but less than NT$50 billion, the transaction amount reaches NT$1 billion or more. (3) Where the Company's paid-in capital is NT$50 billion or more, the transaction amount reaches 5% or more of the Company's paid-in capital. (The remainder of this section is omitted)	Article 14, Paragraph (4), Chapter III of these Procedures. 4.Acquisition or disposal of equipment or right-of-use assets thereof for business operations, where the counterparty is not a related party and the transaction amount reaches NT$500 million or more. (The remainder of this section is omitted)	

【Attachment VII】

Jui Li Enterprise Co., Ltd.

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

Content after amendment	Content before amendment	Description
Article 3 Unless otherwise provided by law, the Shareholders' Meeting of the Company shall be convened by the Board of Directors. The Company shall prepare electronic files of the notice of the meeting, proxy forms, the reasons and explanatory materials for all proposals (including ratification items, discussion items, and matters regarding the election or dismissal of directors), as well as the agenda handbook and supplemental meeting materials, and transmit them to the Market Observation Post System (MOPS) 30 days prior to an Annual General Meeting or 15 days prior to an Extraordinary Shareholders' Meeting. The Company shall make the agenda handbook and supplemental meeting materials for the current meeting available for shareholders' review at any time 15 days prior to the shareholders' meeting. These materials shall be displayed at the Company and its appointed professional stock transfer agent, and shall be distributed on-site at the shareholders' meeting.. (The remainder of this section is omitted)	Article 3 Unless otherwise provided by law, the Shareholders' Meeting of the Company shall be convened by the Board of Directors. The Company shall prepare electronic files of the notice of the shareholders' meeting, proxy forms, and the reasons and explanatory materials for all proposals (including ratification items, discussion items, and matters regarding the election or dismissal of directors) and transmit them to the Market Observation Post System (MOPS) 30 days prior to an Annual General Meeting or 15 days prior to an Extraordinary Shareholders' Meeting. Furthermore, the electronic files of the shareholders' meeting agenda handbook and supplemental meeting materials shall be transmitted to the MOPS 21 days prior to an Annual General Meeting or 15 days prior to an Extraordinary Shareholders' Meeting. The agenda handbook and supplemental meeting materials for the current shareholders' meeting shall be prepared and made available for shareholders' review at any time 15 days prior to the meeting. These materials shall be displayed at the Company and its appointed professional stock transfer agent, and shall be distributed on-site at the shareholders' meeting. (The remainder of this section is omitted)	This paragraph is amended in accordance with Article 6 of the "Regulations Governing Content and Compliance Matters for Shareholders' Meeting Agenda Handbooks of Public Companies" to expand the scope of application—which requires the disclosure of the agenda handbook and related information 30 days prior to the Annual General Meeting—to all listed and OTC companies.

Content after amendment	Content before amendment	Description
Article 13 (Paragraphs 1 through 5 are omitted) The ballot scrutineers and counters for proposals shall be designated by the chairperson; provided, however, that the ballot scrutineers must be shareholders. Where a Shareholders' Meeting involves a proposal for the election of directors and the number of candidates exceeds the number of seats to be elected, a proposal for the dismissal of a director, or any proposal specified under Article 185 or Article 316 of the Company Act, Article 18, Article 27, Article 29, or Article 35 of the Business Mergers and Acquisitions Act, or Article 24, Paragraph 2, Subparagraph 1 or Article 26, Paragraph 2, Subparagraph 1 of the Financial Holding Company Act, it is advisable for the chairperson to designate a lawyer, certified public accountant (CPA), or notary public as a ballot scrutineer. The person designated by the chairperson pursuant to the preceding paragraph shall not be a person responsible for matters related to voting procedures, nor shall they be a director, manager, or employee of the Company or its affiliates. Ballot scrutineers shall supervise the voting and counting processes and sign the election result summary sheet. If ballot scrutineers are designated pursuant to Paragraph 8, the minutes of the Shareholders' Meeting shall clearly state the names and job titles of the ballot scrutineers. (The subsequent paragraphs are renumbered accordingly)	Article 13 (Paragraphs 1 through 5 are omitted) The ballot scrutineers and counters for proposals shall be designated by the chairperson; provided, however, that the ballot scrutineers must be shareholders. (The remainder of this section is omitted)	1.Where a Shareholders' Meeting involves a proposal for the election of directors and the number of candidates exceeds the number of seats to be elected, a proposal for the dismissal of a director, or any proposal specified under Article 185 or Article 316 of the Company Act, Article 18, Article 27, Article 29, or Article 35 of the Business Mergers and Acquisitions Act, or Article 24, Paragraph 2, Subparagraph 1 or Article 26, Paragraph 2, Subparagraph 1 of the Financial Holding Company Act, it is advisable for the chairperson to designate a lawyer, certified public accountant (CPA), or notary public as a ballot scrutineer. 2.With reference to the Listing Requirements of Malaysia, Paragraph 9 is newly added to stipulate that the ballot scrutineer designated by the chairperson pursuant to Paragraph 8 must possess not only professional expertise but also independence to avoid controversy. In determining independence, the person serving as a ballot scrutineer shall not participate in matters related to the voting procedures of the current Shareholders' Meeting, nor shall they be a director, manager, or employee of the Company or its affiliates. 3.Paragraph 10 is newly added to clarify the responsibilities of general ballot scrutineers and independent ballot scrutineers, which involve supervising the voting and counting processes at the venue of the Shareholders'

Content after amendment	Content before amendment	Description
		Meeting and signing the election result summary sheet to ensure accountability. 4.With reference to the Listing Rules of Singapore and Hong Kong, the names of ballot scrutineers shall be clearly stated in the minutes of the Shareholders' Meeting to enhance transparency. Therefore, Paragraph 11 is newly added to require that the name and job title of the independent ballot scrutineer designated under Paragraph 8 be explicitly recorded in the minutes.

【Attachment VIII】

Jui Li Enterprise Co., Ltd.

Comparison Table for Amendments to the Procedures for Endorsements and Guarantee

Content after amendment	Content before amendment	Description
Article 4: Limits on Endorsements and Guarantees 1.The total amount of external endorsements and guarantees provided by the Company shall not exceed 100% of the Company's net worth based on its most recent financial statements. The amount of endorsements and guarantees provided to any single enterprise shall not exceed 100% of the Company's net worth based on its most recent financial statements. 2.(Omitted) 3.The aggregate total amount of endorsements and guarantees provided by the Company and all its subsidiaries as a whole shall not exceed 100% of the Company's net worth based on its most recent financial statements. The aggregate amount of endorsements and guarantees provided to any single enterprise shall not exceed 100% of the Company's net worth based on its most recent financial statements. Where the aggregate total amount of endorsements and guarantees provided by the Company and all its subsidiaries as a whole reaches 100% or more of the Company's net worth, the necessity and reasonableness thereof shall be explained at the Shareholders' Meeting. 4.(Omitted)	Article 4: Limits on Endorsements and Guarantees 1.The total amount of external endorsements and guarantees provided by the Company shall not exceed 70% of the Company's net worth based on its most recent financial statements. The amount of endorsements and guarantees provided to any single enterprise shall not exceed 60% of the Company's net worth based on its most recent financial statements. 2.(Omitted) 3.The aggregate total amount of endorsements and guarantees provided by the Company and all its subsidiaries as a whole shall not exceed 70% of the Company's net worth based on its most recent financial statements. The aggregate amount of endorsements and guarantees provided to any single enterprise shall not exceed 60% of the Company's net worth based on its most recent financial statements. Where the aggregate total amount of endorsements and guarantees provided by the Company and all its subsidiaries as a whole reaches 70% or more of the Company's net worth, the necessity and reasonableness thereof shall be explained at the Shareholders' Meeting. 4.(Omitted)	In response to the shift in the Group's business focus and considering the unique characteristics of the channel business, this amendment to adjust the endorsement and guarantee limits aims to support the subsidiary's business expansion and assist in strengthening its financing capabilities with financial institutions. This adjustment will optimize credit allocation and fulfill the synergy of sharing financial resources within the Group.

Nominated by category	Name	Education	Experiences	Current position	Number of shares held
Director	GST FOOD Limited Representative: Wu Ming-can	Master of Management, Kaohsiung University	The chairperson of Jui Li Enterprise Co., Ltd.	1.The chairperson of Jui Li Enterprise Co., Ltd. 2.The chairperson of Jian Sin Industrial Co., Ltd. 3.The director of Jui Li Edscha Hainan Industry Enterprise Co., Ltd.	661,614 shares (Representative: 14,965 shares)
Director	GST FOOD Limited Representative: Wu Pin-Yi	Bachelor of Laws, National Chung Hsing University	Director, Juili Enterprise Co., Ltd.	1.Vice President / Director, Hwa Fong Rubber Ind. Co., Ltd. 2.Director, Hwa Fong Rubber (Thailand) Public Co., Ltd. 3.Director, Geunin Technology Inc. 4.Supervisor, Lien Wei Biotech Co., Ltd.	661,614 shares (Representative: 1,441,424shares)
Director	GST FOOD Limited Representative: Huang Zhu-jia	Deming Business Expertise	Certified Public Accountant of Bai Yang Accounting Firm	1.The certified Public Accountant of Bai Yang Accounting Firm 2.The Independent director of Hwa Fong Rubber Ind. Co., Ltd.	661,614 shares (Representative: 149,547 shares)
Director	Jianrui Venture Capital Co., Ltd. Representative: Lin Wei-hui	Bachelor of Business Administration, National Yunlin University of Science and Technology	Vice general manager of Jian Sin Industrial Co., Ltd. General Manager of Jui Li Enterprise Co., Ltd.	1.Director / President, Juili Enterprise Co., Ltd. 2.Chairman, Geunin (International) Co., Limited (Hong Kong) 3.Supervisor, Ruidesha Industry Co., Ltd. 4.Director, Geunin Technology Inc. 5.Director, Jiangao Green Material Aluminum Co., Ltd.	12,972,816 shares (Representative: 0 share)
Independent director	Zhang Zhi-xiang	Ph.D., Institute of Finance and Economics, National Chung Cheng University	Professor, Department of Financial Management, Kaohsiung University	1.Professor, Department of Financial Management, Kaohsiung University	0 share
Independent director	Chuang, Pao-Tiao	Ph.D. in Industrial Engineering The University of Texas at Arlington	National University of Kaohsiung Professor, Department of Asia-Pacific Industrial and Business Management (Aug. 2001 – Present)	Professor, Department of Asia-Pacific Industrial and Business Management, National University of Kaohsiung	0 share
Independent director	Zheng Chao-mu	M.B.A., Indiana University, USA	Executive Vice President, Fuhwa Asset Management (Hong Kong) Co., Limited Assistant Vice President, HSBC Global Asset Management (Taiwan) Limited Assistant Vice President, Polaris Securities Co., Ltd.	1.Investment manager of the International Fair Capital management (Hongkong) Co., Ltd. 2. The Independent director of Jui Li Enterprise Co., Ltd.	0 share

【Appendix I】

Jui Li Enterprise Co., Ltd.
Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company was organized according to the provisions of Company Act and the name of the Company was registered as Jui Li Enterprise Co., Ltd.

Article 2 Business scope of the Company are as follows:

1. Manufacture and sales of electrical, mechanical, hardware, tools and agricultural machinery, vehicle parts.
2. Assembly and sales of locomotive assemblies.
3. Manufacture and sales of furniture and accessories.
4. Manufacture and sale of molds, jigs and aircraft parts.
5. Manufacture and sale of rail vehicle parts and accessories.

Article 3 The Company may provide guarantees and reinvestments without limiting the total amount of such reinvestments to 40% of the paid-in capital.

Article 4 The Company established its head office in Kaohsiung City and may establish domestic and foreign branches when necessary by resolution of the Board of Directors.

Chapter 2 Shares

Article 5 The Company's capital is set at NT$3.8 billion, divided into 380 million shares at NT$10 per share, and the Board of Directors is authorized to issue the shares in installments as necessary.

Article 6 The Company's shares shall be in registered form and shall be numbered, signed or sealed by the directors representing the Company, and shall be issued with the signature of a bank that is authorized by law to act as a certifying officer for the issuance of shares.

Article 7 The shares issued by the Company are exempted from printing, but should be registered with a centralized securities depository.

Article 8 The transfer of shares shall cease no later than 60 days prior to the date of the regular shareholders' meeting, no later than 30 days prior to the date of the shareholders' meeting, or no later than five days prior to the date on which the Company decides to distribute dividends and bonuses or other benefits.

Chapter 3 Shareholders' Meeting

Article 9 There are two types of shareholders' meetings: regular meetings and ad hoc meetings. Regular meetings are held once a year, within six months after the end of each fiscal year, and are convened by the board of directors in accordance with the law, with 30 days' notice to shareholders; ad hoc meetings are convened when necessary, with 15 days' notice to shareholders.

Article 9-1 The Company may convene shareholders' meetings via video conferencing or by any other means announced by the competent authority.

Article 10 If a shareholder is unable to attend a shareholders' meeting for any reason, he/she may appoint a proxy by presenting a proxy form issued by the Company stating the scope of authority and signing and stamping the proxy.

Article 11 Unless otherwise provided in the Company Act, a resolution at a shareholders' meeting shall be made with the presence of shareholders representing a majority of the total number of outstanding shares, and shall be carried out with the consent of a majority of the shareholders present and voting.

Chapter 4 Director and Audit Committee

Article 12 The Company shall have seven to nine directors, who shall be elected by the shareholders' meeting for a term of three years and shall be eligible for re-election.

The number of independent directors shall not be less than three, and the election of directors shall be made by the shareholders' meeting from the list of candidates under the candidate nomination system in accordance with Article 192 of the Company Act. The nomination of director candidates and the announcement of such nomination shall be made in accordance with the provisions of the Company Law and the Securities and Exchange Act. Independent directors and non-independent directors shall be elected together and the number of seats elected shall be calculated separately.

The Company may purchase liability insurance for its directors.

Article 12-1 The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, which is composed of all independent directors. The Audit Committee is responsible for carrying out the duties and responsibilities of the supervisors as stipulated in the Company Law, the Securities and Exchange Act and other laws and regulations.

The Audit Committee shall consist of all independent directors, including at least one with accounting or financial expertise, with one of them serving as the convener. The relevant organizational procedures shall be established by resolution of the Board of Directors.

The resolution of the Audit Committee shall be approved by at least one-half of all members.

The first Audit Committee was established on the date of election of the independent directors elected at the 2010 Annual General Meeting of Shareholders.

The relevant provisions of these Articles of Incorporation regarding the Supervisors shall expire on the date of establishment of the Audit Committee.

Article 13 The Board of Directors shall be organized by the Directors, with at least two-thirds of the Directors present and a majority of the Directors present agreeing to elect a Chairman from among themselves to represent the Company externally and to exercise other powers and duties as provided in the Company Law. The Board of Directors may elect any one of them as the Vice Chairman in accordance with the aforementioned procedures for business needs. The Board of Directors shall meet at least once a quarter. If a director is unable to attend a board meeting, he/she may appoint another director to attend the meeting by proxy by issuing a proxy letter specifying the scope of authority. The proxy in the preceding paragraph shall be limited to one person. A director who participates in a meeting by video is considered to be present in person. A meeting of the Board of Directors shall be convened in writing, by e-mail or by facsimile, with the reasons stated.

Article 14: 1. Unless otherwise provided by the Company Law, the Board of Directors shall decide and approve any of the following matters at a meeting of the Board of Directors.

(1) Approval of the annual budget and review of the annual accounts.
(2) The selection and dismissal of the company's certified public accountant.
(3) Appointment and dismissal of employees at managerial level and above.
(4) (Acquisition, transfer, licensing, and approval, amendment, and termination of technical cooperation contracts for specialized technologies and patents.

2. Except as otherwise provided in the Company Act, the following matters shall be approved by a majority of the directors in a meeting presenting at least two-thirds of the directors:

(1) The amendment to the Articles of Incorporation.
(2) Approval of the company's transfer of investment to other businesses or transfer of shares.
(3) All or any substantial part of the property of the Company is proposed to

be sold, assigned, leased, pledged, mortgaged or otherwise disposed of.

(4) The Company approves applications for financing, guarantees, acceptances, and any other credits and debts from financial institutions or third parties in an amount of 10% or more of the paid-in capital.
(5) Approval of capital expenditures over $10 million.
(6) Approval of important contracts or other significant matters.
(7) Approval of significant transactions between the Company and its related parties.

Article 15 If the chairman of the board of directors is absent or unable to exercise his or her duties for any reason, his or her proxy shall be governed by Article 208 of the Company Act.

Article 16 The compensation of all directors is authorized to be determined by the board of directors. If the Company makes a profit, the remuneration of the directors shall be distributed in accordance with Article 19 of these Articles.

Chapter 5 Manager

Article 17 The Company may have a president and several managers whose appointment and dismissal shall be in accordance with Article 29 of the Company Act, and whose remuneration shall be in accordance with the Company's internal management regulations.

Chapter 6 Accounting

Article 18 At the end of each fiscal year, the Board of Directors shall prepare (a) a report on operations (b) financial statements (c) a proposal for the distribution of earnings or appropriation of losses, and submit it to the shareholders' meeting for recognition.

Article 19 If the Company has an annual profit, it shall allocate no less than 1% as employee compensation and no more than 5% as director remuneration. However, if the Company still has accumulated losses, the profit must first be used to offset the losses. At least 30% of the aforementioned employee compensation shall be allocated to lower-level (frontline) employees.

The employee compensation mentioned in the preceding paragraph may be distributed in the form of shares or cash, whereas the director remuneration shall be distributed in cash only.

The distribution proposals mentioned in the preceding two paragraphs shall be approved by a resolution of the Board of Directors, requiring the attendance of at least two-thirds of the directors and the consent of a majority of the directors present, and shall be reported to the shareholders' meeting.

When allocating the net profit of the final annual accounts for each fiscal year, the Company shall first offset prior years' losses. From the remaining balance, 10% shall be set aside as the legal reserve until the legal reserve reaches the total capital amount of the Company. After allocating or reversing the special reserve in accordance with operational needs or regulatory requirements, the remaining balance, together with the accumulated undistributed earnings from previous years and the adjustments to the current period's undistributed earnings, shall constitute the distributable earnings. The Board of Directors shall then draft an earnings distribution proposal and submit it to the shareholders' meeting for a resolution on distribution.

The Company's dividend policy takes into account the overall environment and industry characteristics, aiming to strengthen international competitiveness, promote sustainable corporate growth, maintain a sound financial structure, and protect shareholder interests. When distributing dividends, cash dividends shall not be lower than 20% of the total dividends distributed.Chapter 7 By-laws

Article 20: Matters not provided for in these Articles of Incorporation shall be governed by the provisions of the Company Act and other relevant laws and regulations.

Article 21: The Article was established on May 30, 1970. 1st amendment was made on Oct.20, 1973. 2nd amendment was made on Aug.20, 1974. 3rd amendment was made on Aug.20, 1976. 4th amendment was made on Jul.20, 1978. 5th amendment was made on May 20, 1981. 6th amendment was made on Jun.12, 1983. 7th amendment was made on Jul.16, 1985. 8th amendment was made on Sep.10, 1985. 9th amendment was made on Nov.12, 1986. 10th amendment was made on Jun.13, 1987. 11th amendment was made on Mar.4, 1990. 12th amendment was made on Oct.26, 1990. 13th amendment was made on Jun.2, 1991. 14th amendment was made on May 31, 1992. 15th amendment was made on Jan.20, 1993. 16th amendment was made on May 18, 1993. 17th amendment was made on May 18, 1994. 18th amendment was made on May 24, 1995. 19th amendment was made on May 24, 1996. 20th amendment was made on Jun.3, 1997. 21st amendment was made on May 28, 1998. 22nd amendment was made on Jun.1, 1999. 23rd amendment was made on Jun.23, 2000. 24th amendment was made on Jun.26, 2002. 25th amendment was made on Jun.17, 2005. 26th amendment was made on Jun.27, 2008. 27th amendment was made on Jun.28, 2013. 28th amendment was made on Jun.27, 2014. 29th amendment was made on Jun.27, 2016. 30th amendment was made on Jun.129, 2018. 31st amendment was made on Jun.25, 2019. 32nd amendment was made on Jun.30 2020.33nd amendment was made on Jun.24 2025.

【Appendix II】

Jui Li Enterprise Co., Ltd.

Procedures for Acquisition or Disposal of Assets

[Revised on 2022.5.11]

Chapter I: General Provisions

Article 1: Purpose and Legal Basis

Except as otherwise provided by the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by the Financial Supervisory Commission (hereinafter referred to as the "FSC"), the acquisition or disposal of assets by the Company shall be handled in accordance with these Procedures.

Article 2: Scope of Assets

The term "assets" as used in these Procedures applies to the following:

1. Investments in securities, including stocks, government bonds, corporate bonds, financial bonds, securities-representing funds, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real estate (including land, houses and buildings, and investment real estate) and equipment.
3. Memberships.
4. Intangible assets, including patents, copyrights, trademarks, and franchise rights.
5. Right-of-use assets.
6. Derivatives: Refers to forward contracts, options contracts, futures contracts, leverage margin contracts, swap contracts, combinations of the aforementioned contracts, or hybrid contracts or structured products embedding derivatives, whose values are derived from specific interest rates, financial instrument prices, commodity prices, foreign exchange rates, price or rate indexes, credit ratings or credit indexes, or other variables. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sales) contracts.
7. Assets acquired or disposed of through mergers, demergers, acquisitions, or share transfer pursuant to law: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, the Financial Holding Company Act, the Financial Institutions Merger Act, or other laws, or the transfer of shares from another company through the issuance of new shares (hereinafter referred to as "share transfer") pursuant to Article 156-3 of the Company Act.

8. Other material assets.

Article 3: Evaluation Procedures

1. For the acquisition or disposal of investments in securities or engagement in derivatives trading, the Finance Department shall conduct relevant benefit analysis and assess potential risks. For the acquisition or disposal of real estate, equipment, or right-of-use assets thereof, the respective user department shall prepare a capital expenditure plan in advance and conduct a feasibility evaluation regarding the purpose and expected benefits of the acquisition or disposal. If real estate or right-of-use assets thereof are acquired from a related party, the reasonableness of the transaction terms shall be evaluated in accordance with Chapter II of these Procedures.
2. For the acquisition or disposal of securities, the Company shall, prior to the date of occurrence of the event, obtain the target company's most recent financial statements audited, attested, or reviewed by a certified public accountant (CPA) and other relevant information as a reference for evaluating the transaction price. If the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more, the Company shall, prior to the date of occurrence of the event, engage a CPA to provide an opinion on the reasonableness of the transaction price. However, this restriction shall not apply if the securities have public quotations in an active market or if otherwise provided by the FSC.
3. For the acquisition or disposal of real estate, equipment, or right-of-use assets thereof, except for transactions with domestic government agencies, construction on land owned by the Company, construction on leased land, or the acquisition or disposal of equipment or right-of-use assets thereof for business use, where the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more, the Company shall, prior to the date of occurrence of the event, obtain an appraisal report issued by a professional appraiser and handle the matter in accordance with the Asset Appraisal Procedures of these Procedures.
4. For the acquisition or disposal of intangible assets, right-of-use assets thereof, or memberships, where the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more, except for transactions with domestic government agencies, the Company shall, prior to the date of occurrence of the event, engage a CPA to provide an opinion on the reasonableness of the transaction price.
5. The calculation of the transaction amounts mentioned in the preceding three paragraphs shall be based on the calculation methods for transaction amounts

stipulated in the public notice and regulatory filing procedures. The term "within one year" refers to the year preceding the date of occurrence of the current transaction. Parts for which an appraisal report from a professional appraiser or a CPA's opinion has already been obtained in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by the FSC need not be counted toward the transaction amount.

6. For a merger, demerger, acquisition, or share transfer, the Company shall, prior to the Board of Directors' resolution, engage a CPA, lawyer, or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price, or the cash or other property to be distributed to shareholders, and submit it to the Board of Directors for discussion and approval.
7. The methods for determining the price and the reference basis for the acquisition or disposal of assets shall, in addition to referencing the opinions of professional appraisers, CPAs, and other experts as provided above, be handled in accordance with the following circumstances:
    1. Acquisition or disposal of securities already listed on a stock exchange or traded at securities firms' business premises shall be determined based on the prevailing stock or bond prices at the time.
    2. Acquisition or disposal of securities not listed on a stock exchange or traded at securities firms' business premises shall be negotiated and determined by taking into consideration the net worth per share, technology, profitability, future development potential, market interest rates, bond coupon rates, and creditworthiness of the debtor, with reference to the most recent transaction prices at the time.
    3. Acquisition or disposal of memberships shall be negotiated and determined by taking into consideration the generated benefits and with reference to the most recent transaction prices at the time. Acquisition or disposal of intangible assets such as patents, copyrights, trademarks, and franchise rights, or right-of-use assets thereof, shall be negotiated and determined with reference to international or market practices, useful life, and the impact on the Company's technology and business.
    4. Acquisition or disposal of real estate, equipment, or right-of-use assets thereof shall be negotiated and determined with reference to the publicly announced current value, assessed value, actual transaction prices or book values of neighboring real estate, or supplier quotations.

If real estate or right-of-use assets thereof are purchased from a related party, calculations must first be performed in accordance with the methods set forth in Chapter II of these Procedures to evaluate whether the transaction price is reasonable.

5. Engagement in derivatives trading shall take into consideration the trading conditions of the futures market, trends of foreign exchange rates and interest rates, etc.
6. Conducting mergers, demergers, acquisitions, or share transfers shall take into consideration the nature of the business, net worth per share, asset value, technology, profitability, production capacity, and future growth potential, etc.

Article 4: Operating Procedures

1. **Authorized Limits and Hierarchical Levels**
    1. **Securities**: Transactions shall be processed in accordance with the operating procedures stipulated in the internal control system and the "Procedures for Delegation of Authority and Responsibility." In addition, investments in the Mainland China area shall be approved by the Shareholders' Meeting or authorized by the Shareholders' Meeting to the Board of Directors for execution, and may only be carried out after applying for and obtaining approval from the Investment Commission of the Ministry of Economic Affairs (MOEA).
    2. **Derivatives Trading**
        - **Hedging transactions**: Based on changes in the Company's revenue and risk positions, transactions may be conducted upon approval by the head of the Finance Department for a cumulative position of US$1 million or less (or its equivalent in other currencies). For positions exceeding US$1 million, approval from the Chairperson must be obtained before execution.
        - To ensure that the Company's authorization coordinates with the corresponding supervision and management of banks, authorized trading personnel must notify the banks.
        - Derivatives trading conducted under the aforementioned authorization shall be reported to the most recent Board of Directors' meeting after the transaction.
    3. **Acquisition of real estate or right-of-use assets thereof from a related party**: Relevant materials shall be prepared in accordance with Chapter II of these Procedures, submitted to the Audit Committee for

consent, and approved by a resolution of the Board of Directors before execution.

4. **Mergers, demergers, acquisitions, or share transfers**: Relevant procedures shall be conducted and relevant materials prepared in accordance with Chapter IV of these Procedures. Mergers, demergers, and acquisitions must be approved by a resolution of the Shareholders' Meeting before execution, unless otherwise exempted from convening a Shareholders' Meeting for a resolution under other laws. Share transfers shall be executed after being approved by the Board of Directors.
5. **Others**: Transactions shall be processed in accordance with the operating procedures stipulated in the internal control system and the "Procedures for Delegation of Authority and Responsibility." If circumstances specified under Article 185 of the Company Act apply, the matter must first be approved by a resolution of the Shareholders' Meeting.

2. **Executing Units and Transaction Processes**

The executing unit for investments in securities and derivatives trading of the Company is the Finance Department. The executing units for real estate, equipment, or right-of-use assets thereof are the user departments and relevant authorized units. For mergers, demergers, acquisitions, or share transfers, the Chairperson shall designate the executing unit. After the acquisition or disposal of assets is evaluated and approved in accordance with regulations, the executing unit shall proceed with the transaction processes such as contracting, collection/payment, delivery, and acceptance, and handle the matter in accordance with the relevant operating processes of the internal control system based on the nature of the assets. Furthermore, the acquisition of real estate or right-of-use assets thereof from a related party, engagement in derivatives trading, and mergers, demergers, acquisitions, or share transfers shall be handled in accordance with Chapters II through IV of these Procedures.

Article 5: Public Notice and Regulatory Filing Procedures

1. Under any of the following circumstances in an asset acquisition or disposal, the Company shall publicly announce and file the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event, based on the nature of the transaction and in accordance with the format prescribed by the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" established by the FSC:

1. Acquisition or disposal of real estate or right-of-use assets thereof from a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of total assets, or NT$300 million or more. However, trading of domestic government bonds, bonds under repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises shall not be subject to this restriction.
2. Mergers, demergers, acquisitions, or share transfers.
3. Losses from derivatives trading reach the maximum loss limit for all or individual contracts stipulated in Article 14, Paragraph 4 of Chapter III of these Procedures.
4. Acquisition or disposal of equipment or right-of-use assets thereof for business use, where the counterparty is not a related party, and the transaction amount meets one of the following criteria:
    - Where the paid-in capital of the Company is less than NT$10 billion, the transaction amount reaches NT$500 million or more.
    - Where the paid-in capital of the Company is NT$10 billion or more but less than NT$50 billion, the transaction amount reaches NT$1 billion or more.
    - Where the paid-in capital of the Company is NT$50 billion or more, the transaction amount reaches 5% or more of the Company's paid-in capital.
5. Acquisition of real estate through construction on land owned by the Company, construction on leased land, joint construction and allocation of housing units, joint construction and allocation of revenue, or joint construction and separate sale, where the counterparty is not a related party, and the transaction amount expected to be invested by the Company reaches NT$500 million or more.
6. Any asset transaction other than those specified in the preceding five subparagraphs, or an investment in the Mainland China area, where the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more; provided, however, that this restriction shall not apply to the following circumstances:
    - Trading of domestic government bonds or foreign government bonds with a credit rating not lower than the sovereign rating

level of Taiwan.

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

The transaction amounts mentioned in the preceding paragraph shall be calculated as follows:

- The amount of each individual transaction.
- The cumulative transaction amount of acquisitions or disposals of the same nature with the same counterparty within one year.
- The cumulative amount of acquisitions or disposals (acquisitions and disposals accumulated separately) of real estate or right-of-use assets thereof under the same development project within one year.
- The cumulative amount of acquisitions or disposals (acquisitions and disposals accumulated separately) of the same security within one year. The term "within one year" refers to the year preceding the date of occurrence of the current transaction. Parts that have already been publicly announced in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" need not be counted toward the transaction amount.

2. The Company shall enter the status of derivatives trading of the Company and its subsidiaries that are not domestic public companies up to the end of the previous month into the information filing website designated by the FSC in accordance with the prescribed format by the 10th day of each month.
3. If there are errors or omissions in the items required to be publicly announced at the time of the announcement that need to be corrected, the Company shall re-announce and file all items within two days counting inclusively from the date it becomes aware of such errors or omissions.
4. After a transaction has been publicly announced and filed in accordance with Paragraphs 1 through 3, if any of the following circumstances occurs, the Company shall publicly announce and file the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event:
    1. Amendment, termination, or cancellation of the relevant contract signed for the original transaction.
    2. The merger, demerger, acquisition, or share transfer is not completed in accordance with the scheduled date in the contract.
    3. Change in the content originally publicly announced and filed.

Article 6: Asset Appraisal Procedures

For the acquisition or disposal of real estate, equipment, or right-of-use assets thereof, except for transactions with domestic government agencies, construction on land owned by the Company, construction on leased land, or the acquisition or disposal of equipment or right-of-use assets thereof for business use, where the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more, the Company shall first obtain an appraisal report issued by a professional appraiser. The matters required to be recorded in the report shall be handled in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" established by the FSC and shall comply with the following provisions. However, if the Company acquires or disposes of assets through a court auction procedure, the evidentiary documents issued by the court may substitute for the appraisal report or CPA opinion.

1. When it is necessary to use a limited price, specified price, or special price as a reference basis for the transaction price due to special reasons, the transaction shall first be submitted to the Board of Directors for approval by a resolution; the same shall apply to any subsequent changes to the transaction terms.
2. Where the transaction amount reaches NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. If any of the following circumstances applies to the appraisal results of the professional appraisers, the Company shall engage a CPA to express a specific opinion on the reasons for the discrepancy and the appropriateness of the transaction price, unless the appraisal results of the acquired assets are higher than the transaction amount, or the appraisal results of the disposed assets are lower than the transaction amount:
    1. The discrepancy between the appraisal result and the transaction amount reaches 20% or more of the transaction amount.
    2. The discrepancy between the appraisal results of two or more professional appraisers reaches 10% or more of the transaction amount.
4. The interval between the date of the report issued by the professional appraiser and the contract execution date shall not exceed three months. However, if the same publicly announced current value applies and the interval does not exceed six months, an opinion statement may be issued by the original professional appraiser.

Article 7: Investment Scope and Limits

The limits on the amounts of real estate and right-of-use assets thereof not for business use or securities acquired by the Company and its subsidiaries are restricted as follows:

1. The total amount of real estate and right-of-use assets thereof not for business use shall not exceed 40% of the Company's net worth based on its most recent financial statements; for a subsidiary, it shall not exceed 50% of its net worth based on its most recent financial statements.
2. The total amount of securities shall not exceed 70% of the Company's net worth based on its most recent financial statements; for a subsidiary, it shall not exceed 60% of its net worth based on its most recent financial statements.
3. The limit on investment in any individual security shall not exceed 50% of the Company's net worth based on its most recent financial statements; for a subsidiary, it shall not exceed 50% of its net worth based on its most recent financial statements.

Article 8: Control over Asset Acquisition or Disposal by Subsidiaries

1. The Company's subsidiaries shall also establish their own "Procedures for Acquisition or Disposal of Assets" in accordance with the regulations governing the acquisition or disposal of assets by public companies issued by the FSC, which shall be approved by a resolution of their Board of Directors; the same shall apply to any amendments thereto. If a subsidiary has not established its own "Procedures for Acquisition or Disposal of Assets," it shall handle such matters in accordance with the Company's (the parent company's) procedures.
2. The Company's subsidiaries shall handle the acquisition or disposal of assets in accordance with their respective internal control systems and "Procedures for Acquisition or Disposal of Assets." They shall submit a written summary to the Company by the 5th day of each month regarding asset acquisitions or disposals in the previous month for which an individual transaction or cumulative transactions of the same nature reach an amount of NT$10 million or more, as well as the status of derivatives trading up to the end of the previous month.
3. If a subsidiary of the Company is not a domestic public company and its acquisition or disposal of assets involves circumstances that require public notice and regulatory filing, it shall notify the Company on the date of occurrence of the event, and the Company shall conduct public notice and regulatory filing on the designated website in accordance with regulations. The thresholds for public notice and regulatory filing regarding paid-in capital or total assets shall be based on the paid-in capital or total assets of the Company.

Article 9: Penalties

When relevant personnel handling the acquisition or disposal of assets for the

Company violate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by the FSC or these Procedures, they shall be penalized in accordance with the Company's "Personnel Management Regulations."

Chapter II: Acquisition or Disposal of Assets from Related Parties

Article 10: Basis for Determination

The determination of related parties and subsidiaries shall be handled in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. In making a determination, in addition to legal forms, substance relationships shall also be considered.

When the Company acquires or disposes of assets from a related party, in addition to handling relevant resolution procedures and evaluating the reasonableness of transaction terms in accordance with Chapter I and this Chapter, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report issued by a professional appraiser or a CPA's opinion in accordance with Chapter I. The calculation of the aforementioned transaction amount shall be handled in accordance with Article 5, Paragraph 2.

Article 11: Resolution Procedures

When the Company acquires or disposes of real estate or right-of-use assets thereof from a related party, or conducts transactions other than real estate or right-of-use assets thereof with a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of total assets, or NT$300 million or more, except for trading of domestic government bonds, bonds under repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may only sign the transaction contract and make payments after submitting the following materials to the Audit Committee for consent and obtaining a resolution of approval from the Board of Directors:

1. The purpose, necessity, and expected benefits of the acquisition or disposal of assets.
2. The reasons for selecting the related party as the counterparty.
3. Relevant data for evaluating the reasonableness of the proposed transaction terms in accordance with Article 12 or Article 13.
4. Matters regarding the related party’s original acquisition date and price, counterparty, and the relationship between the counterparty, the Company, and the related party.
5. A monthly cash income and expenditure forecast statement for the coming year starting from the expected contract month, and an evaluation of the

necessity of the transaction and the reasonableness of fund utilization.

6. An appraisal report issued by a professional appraiser or a CPA's opinion.
7. Restrictive conditions and other important covenants of the current transaction.

For transactions between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital, involving the acquisition or disposal of equipment or right-of-use assets thereof for business use, or real estate right-of-use assets, the Board of Directors may authorize the Chairperson to decide on such matters within a certain limit beforehand, and subsequently submit the matter to the most recent Board of Directors' meeting for ratification.

When submitted to the Board of Directors for discussion pursuant to Paragraph 1, the opinions of each independent director shall be fully considered. If any independent director expresses an objection or reservation, it shall be recorded in the minutes of the Board of Directors' meeting. When the transaction amount reaches 10% or more of the Company's total assets, the Company may only sign the transaction contract and make payments after submitting the materials listed in Paragraph 1 to the Shareholders' Meeting for consent. However, transactions between the Company and its subsidiaries, or between its subsidiaries, shall not be subject to this restriction.

The calculation of the transaction amounts mentioned in the preceding paragraph shall be handled in accordance with Article 5, Paragraph 2. The term "within one year" refers to the year preceding the date of occurrence of the current transaction. Parts that have already been submitted to and approved by the Shareholders' Meeting, the Board of Directors, and the Audit Committee in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by the FSC need not be counted toward the transaction amount.

Article 12: Evaluation of the Reasonableness of Transaction Terms

When the Company acquires real estate or right-of-use assets thereof from a related party, except where the related party acquired the real estate or right-of-use assets thereof through inheritance or donation, or where the interval between the date the related party signed the contract to acquire the real estate or right-of-use assets thereof and the execution date of the current transaction exceeds five years, or where a joint construction contract is signed with the related party, or where the real estate is acquired by commissioning the related party to build on land owned or leased by the Company, or where the Company and its subsidiaries, or subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital, acquire real estate right-of-use assets for business use from each other, which shall be handled in accordance with Article 11, the Company shall evaluate the reasonableness of the transaction costs based on the following methods and engage a CPA to review and express a specific opinion:

1. Based on the related party's transaction price plus necessary funding interest and costs to be borne by the buyer according to law. The "necessary funding interest cost" shall be calculated based on the weighted average interest rate of borrowings by the company in the year it purchases the asset; provided, however, that it shall not exceed the maximum borrowing interest rate for non-financial industries announced by the Ministry of Finance.
2. Where the related party has previously created a mortgage on the target property to secure a loan from a financial institution, the total lending value appraised by the financial institution for the property, provided that the actual cumulative loan amount advanced by the financial institution on the property reaches 70% or more of the appraised total lending value and the loan period has exceeded one year. However, this shall not apply if the financial institution and one of the parties to the transaction are related parties to each other.
3. Where land and buildings on the same target property are purchased or leased combinedly, the transaction costs may be evaluated respectively for the land and the buildings using any of the methods listed in Subparagraphs 1 and 2 above.

Article 13: Actions Required When Estimated Transaction Costs are Lower Than the Transaction Price

1. If the evaluation results conducted in accordance with the preceding Article are lower than the transaction price, the matter shall be handled in accordance with Paragraph 2 of this Article, unless any of the following circumstances applies, objective evidence is presented, and specific opinions on reasonableness are obtained from an independent real estate professional appraiser and a CPA:
    1. Where the related party acquired raw land or leased land and then constructed buildings, the Company may present evidence showing compliance with one of the following conditions:
        - The raw land is evaluated in accordance with the methods specified in the preceding Article, and the buildings are valued based on the related party’s construction costs plus a reasonable construction profit, and the sum thereof exceeds the actual transaction price. The "reasonable construction profit" shall be based on the lower of the average gross operating profit margin of the related party’s construction department for the most recent three fiscal years or the gross profit margin for the

construction industry most recently announced by the Ministry of Finance.

- Non-related party transaction cases on other floors of the same property or in neighboring areas within one year, where the area is similar and the terms are equivalent after evaluation of reasonable floor or regional price discrepancies in accordance with real estate trading or leasing practices.

2. Where the Company presents evidence showing that the transaction terms for the real estate purchased from the related party or the real estate right-of-use assets acquired through leasing are equivalent to non-related party transaction cases in neighboring areas within one year with similar areas. Non-related party transaction cases in neighboring areas shall in principle refer to cases within the same or an adjacent block and within a radius of not more than 500 meters from the transaction target property, or cases with similar publicly announced current values. Similar areas shall in principle refer to cases where the area of other non-related party transaction cases is not less than 50% of the area of the transaction target property. The term "within one year" refers to the year preceding the date of occurrence of the current acquisition of real estate or right-of-use assets thereof.

2. When the Company acquires real estate or right-of-use assets thereof from a related party, if the evaluation results conducted in accordance with Article 12 and Paragraph 1 of this Article are lower than the transaction price, the following actions shall be taken:
    1. A special surplus reserve shall be set aside pursuant to Article 41, Paragraph 1 of the Securities and Exchange Act for the difference between the transaction price of the real estate or right-of-use assets thereof and the evaluated cost, and may not be distributed or capitalized for stock dividend allocation. If an investor who evaluates the Company's investment using the equity method is a public company, it shall also set aside a special surplus reserve based on its shareholding ratio pursuant to Article 41, Paragraph 1 of the Securities and Exchange Act. The special surplus reserve set aside may only be utilized after the assets purchased or leased at a high price have recognized a loss on decline in value, or have been disposed of, or the lease contract has been terminated, or appropriate compensation or restoration to the original state has been made, or other evidence confirms there is no unreasonableness, and upon obtaining consent

from the FSC.

2. The Audit Committee shall handle the matter in accordance with Article 218 of the Company Act.
3. The handling status of the preceding two subparagraphs shall be reported to the Shareholders' Meeting, and the details of the transaction shall be disclosed in the Annual Report and the Prospectus.

3. When acquiring real estate or right-of-use assets thereof from a related party, if there is other evidence indicating that the transaction unconventional or arm's-length terms do not apply, the matter shall also be handled in accordance with the preceding two paragraphs.

Chapter III: Control over Derivatives Trading

Article 14: Principles and Policies of Trading

1. **Types of Transactions**: The types of derivatives the Company may engage in include forward contracts, options, interest rate and foreign exchange swaps, futures, and hybrid contracts formed by combinations of the aforementioned products. Engagement in other product transactions shall first be approved by a resolution of the Board of Directors.
2. **Operating or Hedging Strategies**: The Company's engagement in derivatives trading is divided into transactions for hedging purposes and transactions for non-hedging purposes (i.e., trading purposes). The strategy shall primarily aim to hedge operational risks. The selection of trading products shall focus on hedging risks such as foreign exchange revenues, expenditures, assets, or liabilities generated from the Company's business operations. The Company shall not enter the market to engage in "non-hedging transactions" of derivatives. Furthermore, counterparties shall be selected as much as possible from financial institutions that have business relations with the Company to avoid credit risks. Before trading, the transaction type must be clearly defined as a hedging financial operation to serve as the basis for accounting entries.
3. **Trading Limits**:
   - **Hedging transactions**: The net foreign exchange position after merging assets and liabilities (including net positions expected to be generated in the future) shall serve as the upper limit for hedging.
4. **Maximum Loss Limits for Total and Individual Contracts**:
   - **Hedging transactions**: Since hedging transactions are conducted based on the Company's actual needs and the risks faced have been evaluated and controlled in advance, there is no maximum loss limit.
5. **Division of Powers and Responsibilities**:

- **Trading personnel**: The supervisor of the Finance Section is the executing personnel for the Company's derivatives trading, responsible for formulating trading strategies within the authorized scope, executing trading instructions, disclosing future trading risks, and providing real-time information to relevant departments for reference.
- **Accounting Section**: Responsible for the confirmation of transactions, recording entries in accordance with relevant regulations, maintaining trading records, periodically performing fair market value appraisals on held positions and providing them to specialized trading personnel, and disclosing relevant matters of derivatives in the financial reports.
- **Finance Section**: Personnel from the Finance Section other than those responsible for trading shall be responsible for the settlement of derivatives transactions.

6. **Essentials of Performance Evaluation**:
    - **Hedging transactions**: Based on the gains or losses generated between the exchange (interest) rate costs on the Company's books and the engagement in derivatives financial transactions, performance shall be evaluated at least twice a month, and the performance shall be submitted to the President for reference.

Article 15: Risk Management Measures

The scope of risk management and the risk management measures to be adopted by the Company for engaging in derivatives trading are as follows:

1. **Credit risk considerations**: Counterparties shall in principle be selected from financial institutions and futures brokers with good reputations that have business relations with the Company and can provide professional information.
2. **Market risk considerations**: Losses that may be generated from future market price fluctuations of derivatives are uncertain; therefore, stop-loss points must be strictly observed after a position is established.
3. **Liquidity risk considerations**: To ensure the liquidity of trading products, the trading institutions must possess sufficient equipment, information, and trading capabilities, and be able to conduct transactions in any market.
4. **Operational risk considerations**: Authorized limits and operating processes must be strictly complied with to avoid operational risks.
5. **Legal risk considerations**: Any contract documents signed with financial institutions shall use international standardized documents as much as possible to avoid legal risks.
6. **Product risk considerations**: Internal traders shall possess complete and

accurate professional knowledge regarding the traded derivatives to avoid losses caused by the misuse of derivatives.

7. **Cash settlement risk considerations**: Authorized traders shall strictly comply with the regulations within the authorized limits, and normally pay attention to the Company's cash flow to ensure sufficient cash for payment at settlement.
8. Personnel handling derivatives trading, confirmation, and settlement operations shall not concurrently hold positions for one another.
9. Confirmation personnel shall periodically reconcile accounts or send confirmation letters to correspondent banks, and constantly verify whether the total transaction amount exceeds the maximum limits stipulated in these Procedures.
10. Personnel for risk measurement, supervision, and control shall belong to different departments from the personnel specified in Article 14, Subparagraph 5, and shall report to the Board of Directors.
11. Hedging transactions conducted for business needs shall be evaluated at least twice a month, and the evaluation reports shall be submitted to the President.

Article 16: Internal Audit System

1. The Company's internal audit personnel shall periodically understand the adequacy of internal controls for derivatives trading, and conduct monthly audits on the compliance of the trading department with the procedures for derivatives trading, and prepare audit reports. If material violations are discovered, they shall immediately report to the President and the Chairperson, and notify the Audit Committee in writing.
2. The Company's audit personnel shall include derivatives trading in the audit plan, and file the status of execution of the annual audit plan for the previous year with the FSC by the end of February of the following year, and file the improvement status of abnormal matters with the FSC for recordation by the end of May of the following year at the latest.

Article 17: Periodical Evaluation Methods and Handling of Abnormal Situations

1. Derivatives trading shall be evaluated periodically each month or each week, and the gains or losses for the current month or week shall be summarized and submitted to the President and the Chairperson as a reference for management performance evaluation and risk measurement.
2. The President of the Company shall constantly pay attention to the supervision and control of derivatives trading risks. The Board of Directors shall also evaluate whether the performance of derivatives trading complies with established business strategies and whether the risks borne are within the scope acceptable to the Company.

3. The President shall manage derivatives trading in accordance with the following principles:
    1. Periodically evaluate whether the risk management measures currently in use are appropriate and ensure that matters are handled in strict compliance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" established by the FSC and the relevant regulations of these Procedures.
    2. Supervise trading and profit/loss status. When abnormal situations are discovered, necessary responsive measures shall be taken, and a report shall be made to the Board of Directors immediately. Independent directors shall attend the Board of Directors' meeting and express their opinions.
4. The Company shall establish a logbook for derivatives trading, detailedly recording the types and amounts of derivatives trading, the date of approval by the Board of Directors, periodic evaluation reports each month or week, and the periodic evaluation matters of the Board of Directors and the President.

Chapter IV: Mergers, Demergers, Acquisitions, or Share Transfers

Article 18: Expert Opinion

For a merger, demerger, acquisition, or share transfer, the Company shall, prior to the Board of Directors' resolution, engage a CPA, lawyer, or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price, or the cash or other property to be distributed to shareholders, and submit it to the Board of Directors for discussion and approval. However, a merger of a subsidiary in which the Company directly or indirectly holds 100% of the issued shares or total capital, or a merger between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital, may be exempted from obtaining the aforementioned expert opinion on reasonableness.

Article 19: Disclosure and Shareholder Documents

When conducting a merger, demerger, or acquisition, the Company shall prepare public documents for shareholders regarding important covenants and relevant matters prior to the Shareholders' Meeting, and deliver them to shareholders together with the expert opinions mentioned in the preceding Article and the notice of the Shareholders' Meeting, to serve as a reference for whether to agree to the merger, demerger, or acquisition. However, this shall not apply if a resolution of the Shareholders' Meeting is exempted under other laws. If the Shareholders' Meeting of any party participating in the merger, demerger, or acquisition cannot be convened or pass a resolution due to any reason, or the proposal is rejected by the Shareholders'

Meeting, the Company shall immediately make a public explanation of the cause, subsequent handling processes, and the expected date of the Shareholders' Meeting.

Article 20: Date of Board Meeting and Confidentiality Records

The companies participating in a merger, demerger, or acquisition shall convene their Board of Directors' meetings and Shareholders' Meetings on the same day to resolve matters relevant to the merger, demerger, or acquisition, unless otherwise provided by other laws or approved in advance by the FSC. When participating in a share transfer, the Company shall convene the Board of Directors' meeting on the same day as the other participating companies, unless otherwise provided by other laws or approved in advance by the FSC.

If any company participating in a merger, demerger, acquisition, or share transfer is a company whose shares are not listed on a stock exchange or traded at securities firms' business premises, the Company shall sign an agreement with it and handle the matter in accordance with Paragraphs 3 and 4 of this Article.

When participating in a merger, demerger, acquisition, or share transfer, complete written records of the following information shall be prepared and preserved for five years for review:

1. **Basic personnel information**: Job titles, names, and ID numbers (or passport numbers for foreigners) of all persons participating in the plan or execution of the plan for the merger, demerger, acquisition, or share transfer prior to the public disclosure of the information.
2. **Dates of important matters**: Dates including the signing of letters of intent or memoranda of understanding, engagement of financial or legal advisors, signing of contracts, and Board of Directors' meetings.
3. **Important documents and minutes**: Documents including plans for the merger, demerger, acquisition, or share transfer, letters of intent or memoranda of understanding, important contracts, and minutes of Board of Directors' meetings.
4. When participating in a merger, demerger, acquisition, or share transfer, the Company shall file the information specified in Subparagraphs 1 and 2 of the preceding paragraph with the FSC for recordation through the internet information system in accordance with the prescribed format within two days counting inclusively from the date of the Board of Directors' resolution.

Article 21: Non-alteration of Exchange Ratio and Acquisition Price

The share exchange ratio or acquisition price for a merger, demerger, acquisition, or share transfer may not be arbitrarily changed except under the following circumstances:

1. Conducting cash capital increase, issuance of convertible corporate bonds,

stock dividend allocation without consideration (bonus shares), issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, and other securities of an equity nature.

2. Actions affecting the company’s finances or business, such as disposal of major assets of the company.
3. Occurrence of events affecting shareholders' equity or securities prices, such as major disasters or significant technological changes.
4. Adjustments for the buyback of treasury stocks by any party participating in the merger, demerger, acquisition, or share transfer according to law.
5. Increase or decrease in the entities or number of companies participating in the merger, demerger, acquisition, or share transfer.
6. Other conditions that may be changed as stipulated in the contract and have been publicly disclosed.

Article 22: Required Content of Contracts

When participating in a merger, demerger, acquisition, or share transfer, the contract shall clearly record the rights and obligations of the participating companies, the situations under which the share exchange ratio or acquisition price may be changed as described in the preceding Article, and the following matters:

1. Handling of breach of contract.
2. Principles for handling securities of an equity nature already issued or treasury stocks already bought back by companies that are dissolved due to the merger or are demerged.
3. The quantity of treasury stocks that participating companies may buy back according to law after the record date for calculating the share exchange ratio, and the principles for handling them.
4. Methods for handling increases or decreases in the participating entities or number of companies.
5. Scheduled progress for plan execution and the expected completion date.
6. Relevant handling procedures, such as the scheduled date for convening the Shareholders' Meeting according to laws and regulations if the plan is overdue and not completed.

Article 23: Other Precautions

1. All persons participating in or knowing the plan for the company merger, demerger, acquisition, or share transfer shall be required to issue a written confidentiality commitment. Prior to the public disclosure of the information, they shall not disclose the content of the plan to the outside world, nor shall they purchase or sell, on their own or in the name of another person, the stocks and other securities of an equity nature of all companies relevant to the

merger, demerger, acquisition, or share transfer case.

2. After the information of the merger, demerger, acquisition, or share transfer is publicly disclosed, if any party participating in the transaction intends to further conduct a merger, demerger, acquisition, or share transfer with another company, the procedures or legal actions already completed in the original case shall be conducted anew by all participating companies, except where the number of participating companies decreases and the Shareholders' Meeting has resolved and authorized the Board of Directors with the power to make changes, under which circumstance the participating companies may be exempted from convening the Shareholders' Meeting to resolve the matter anew.
3. If any company participating in the merger, demerger, acquisition, or share transfer is a non-public company, the Company shall sign an agreement with it and handle the matter in accordance with Article 20 and the preceding two subparagraphs of these Procedures.

Chapter V: Other Material Matters

Article 24: Preservation of Documents

When acquiring or disposing of assets, the Company shall keep relevant contracts, minutes of meetings, logbooks, appraisal reports, and opinions of CPAs, lawyers, or securities underwriters at the Company, and preserve them for at least five years unless otherwise provided by other laws.

Article 25: Professional Qualifications and Independence of Experts

The appraisal reports obtained by the Company or the opinions issued by CPAs, lawyers, or securities underwriters shall comply with the following regulations regarding the professional appraisers and their appraisal personnel, CPAs, lawyers, or securities underwriters:

1. They have not been sentenced to fixed-term imprisonment of one year or more by a final and unappealable judgment for violating the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crimes. However, this restriction shall not apply if three years have elapsed since the completion of execution, expiration of probation, or pardon.
2. They shall not be related parties or have substance relationships with the parties to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal

personnel shall not be related parties or have substance relationships with one another.

Article 26: Implementation and Amendment Procedures

These Procedures shall be consented to by the Audit Committee, approved by the Board of Directors, and submitted to the Shareholders' Meeting for approval before implementation; the same shall apply to any amendments thereto.

Article 27: Recording of Independent Directors' Opinions

When the Company's Procedures for Acquisition or Disposal of Assets and asset acquisition or disposal transactions are submitted to the Board of Directors for discussion, the opinions of each independent director shall be fully considered. If any independent director expresses an objection or reservation, it shall be recorded in the minutes of the Board of Directors' meeting.

Article 28: Audit Committee Approval Thresholds

For a company that has established an Audit Committee in accordance with regulations, the establishment of or amendments to the Procedures for Acquisition or Disposal of Assets and material asset or derivatives transactions shall be approved by one-half or more of all members of the Audit Committee and submitted to the Board of Directors for a resolution.

If the matter has not been approved by one-half or more of all members of the Audit Committee as described in the preceding paragraph, it may be implemented upon approval 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 term "all members of the Audit Committee" and "all directors" mentioned in the preceding paragraph shall be calculated based on the members and directors actually in office.

【Appendix III】

Jui Li Enterprise Co., Ltd.
Rules of Procedure of the Shareholders' Meeting

[Revised on 2020.06.30]

Article 1 In order to establish a good governance system for the shareholders' meeting, improve the supervision function and strengthen the management function of the Company, I hereby set forth these rules in accordance with Article 5 of the Code of Corporate Governance Practices for Listed Companies for compliance.

Article 2 Unless otherwise provided by law or the Articles of Incorporation, the Board of Directors shall follow the provisions of these Regulations.

Article 3 (Notice of convening and meeting of shareholders)

Unless otherwise provided by law, the board of directors shall convene the shareholders' meeting.

The Company shall send to the Market Observation Post System (MOPS) the notice of the shareholders' meeting, the proxy form, and the text and explanatory information of each motion for recognition, discussion, election or dismissal of directors to the Market Observation Post System (MOPS) 30 days prior to the regular shareholders' meeting or 15 days prior to the extraordinary shareholders' meeting. The shareholders' meeting minutes and supplementary information will be electronically transmitted to the Market Observation Post System (MOPS) no later than 21 days prior to the regular shareholders' meeting or 15 days prior to the extraordinary shareholders' meeting. A copy of the meeting manual and supplementary information for the shareholders' meeting shall be made available to the shareholders at any time 15 days prior to the shareholders' meeting and shall be displayed at the Company and the professional stock agent appointed by the Company, and shall be distributed at the shareholders' meeting.

The notice and announcement shall state the reason for the convening; the notice may be given by electronic means with the consent of the opposite party.

The election or dismissal of directors, change of articles of incorporation, dissolution, merger, demerger, or the matters set forth in Paragraph 1 of Article 185 of the Company Act, Article 26-1 of the Securities and Exchange Act, Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Guidelines Governing the Offering and Issuance of Marketable Securities by Issuers shall be listed in the cause of convocation and shall not be proposed by ad hoc motion.

Shareholders holding at least one percent of the total number of issued shares may propose in writing to the Company a motion for an ordinary shareholders' meeting. However, only one proposal is allowed, and any proposal with more than one item will not be included in the motion. In addition, the Board of Directors may not include a motion proposed by a shareholder under any of the circumstances set forth in Article 172-1, Paragraph 4 of the Company Act.

The Company shall announce the acceptance of shareholders' proposals, the place of acceptance and the period of acceptance before the date of cessation of stock transfer prior to the ordinary shareholders' meeting; the period of acceptance shall not be less than ten days.

A motion proposed by a shareholder shall be limited to 300 words, and those exceeding 300 words shall not be included in the motion; the proposing shareholder should attend the regular shareholders' meeting in person or by proxy and participate in the discussion of the motion.

The Company shall notify the proposing shareholders of the results of the proceedings before the date of the notice of the shareholders' meeting and list the motions that comply with the provisions of this Article in the notice of the meeting. For shareholder proposals that are not included in the motion, the Board of Directors shall state the reasons for non-inclusion at the shareholders' meeting.

Article 4

A shareholder may appoint a proxy to attend each shareholders' meeting by presenting a proxy form issued by the Company, stating the scope of authority, to attend the meeting.

A shareholder shall issue one proxy, limited to one person, which shall be delivered to the Company five days prior to the shareholders' meeting, and in the event of duplicate proxies, the first to be delivered shall prevail. However, the declaration of revocation of pre-certification commission is not limited to this.

If a shareholder wishes to attend a shareholders' meeting in person or to exercise his or her voting rights in writing or by electronic means after the proxy form has been delivered to the Company, he or she shall give written notice of revocation to the Company two days prior to the shareholders' meeting; if the revocation is made after the deadline, the voting rights shall be exercised in the presence of the proxy.

Article 5 (Principle of the place and time of the shareholders' meeting)

The meeting shall be held at the place where the Company is located or at a place convenient for the shareholders to attend and suitable for the shareholders' meeting, and the meeting shall commence no earlier than 9:00 a.m. or later than 3:00 p.m., and the place and time of the meeting shall take into full consideration the opinions of the independent directors.

Article 6 (Preparation of signature books and other documents)

The Company shall specify in the notice of the meeting the time and place for the shareholders to report for the meeting, and other matters to be noted.

The registration of shareholders in the preceding paragraph shall be processed at least 30 minutes prior to the commencement of the meeting; the registration desk shall be clearly marked and adequate and appropriate personnel shall be assigned to process the registration.

A shareholder or a proxy appointed by a shareholder (hereinafter referred to as a shareholder) shall attend a shareholders' meeting with an attendance card, attendance card or other attendance documents, and the Company shall not arbitrarily require other documents to be provided in support of a shareholder's attendance; the requester of the proxy shall bring along the identification documents for verification.

The Company shall maintain a sign-in book for the attending shareholders to sign in, or the attending shareholders may pay a sign-in card to sign in on their behalf.

The Company shall deliver the meeting manual, annual report, attendance cards, speech slips, voting tickets and other meeting materials to the shareholders attending the shareholders' meeting; if there is an election of directors, a separate election ticket shall be attached.

If the government or a legal entity is a shareholder, no more than one representative may attend the shareholders' meeting. When a legal entity is entrusted to attend a shareholders' meeting, it may appoint only one representative to attend.

Article 7 (Chairperson of the shareholders' meeting, persons in attendance)

If the shareholders' meeting is convened by the board of directors, the chairperson of the meeting shall be the chairperson of the board of directors. If the chairperson of the board of directors is absent from office or is unable to exercise his or her duties for any reason, the vice chairperson of the board of directors shall act as his or her proxy; If the chairperson of the board of directors does not appoint a managing director, he/she shall designate a director to act for him/her. If the chairperson of the board of directors does not appoint a proxy, the managing director or the directors shall appoint one from among themselves to act for him/her.

If the chairperson of the Board of Directors is represented by a managing director or a director, the managing director or a director who has been in office for at least six months and understands the financial condition of the Company shall serve as the chairperson. The same applies if the chairperson is a representative of a director of a corporation.

For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors and that at least one member of each functional committees attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

If a shareholders' meeting is convened by someone other than the Board of Directors, the chairperson of the meeting shall be the convener. If there are more than two conveners, one of them shall be elected from among themselves.

The Company may appoint an attorney, accountant or related person to attend the shareholders' meeting.

Article 8 (Recorded or videotaped evidence of the shareholders' meetings)

The Company shall continuously and uninterruptedly record and video tape the whole process of shareholders' report, meeting and vote counting from the time of receiving shareholders' report.

The preceding audio-visual data should be kept for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the end of the lawsuit.

Article 9

Attendance at shareholders' meetings shall be calculated on the basis of shares. The number of shares present is calculated by adding the number of shares exercised by written or electronic means to the signature book or the attendance card.

The chairman of the meeting shall announce the meeting immediately after the meeting time has expired. However, if the shareholders representing more than half of the total number of issued shares are not present, the chairman may announce an adjournment of the meeting for a maximum of two times, and the total time of the adjournment shall not exceed one hour. If less than one-third of the total number of issued shares are present after two postponements, the meeting will be adjourned by the chairman.

If the number of shareholders representing at least one-third of the total number of issued shares is still insufficient after the second postponement of the aforementioned paragraph, the Company may, in accordance with the provisions of Article 175, Paragraph 1 of the Company Act, make a bogus resolution and notify the shareholders of the bogus resolution to reconvene the shareholders' meeting within one month.

If, before the end of the meeting, the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may re-submit the fictitious resolution made to the shareholders' meeting for a vote in accordance with Article 174 of the Company Act.

Article 10 (Motion Discussion)

If a shareholders' meeting is convened by the board of directors, the agenda of the meeting shall be set by the board of directors, and the meeting shall proceed according to the scheduled agenda, which cannot be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is convened by someone other than the Board of Directors with the right to convene, the provisions of the preceding paragraph shall apply.

The chairperson shall not adjourn the meeting without a resolution before the conclusion of the proceedings (including temporary motions) as set forth in the preceding two items; if the chairperson violates the rules of procedure and adjourns the meeting, the other members of the board of directors shall promptly assist the shareholders present in accordance with the legal procedures and elect a chairman with the consent of a majority of the shareholders present to continue the meeting.

The chairman shall give full opportunity to explain and discuss the motions and amendments or temporary motions proposed by the shareholders, and may declare the motion closed and put it to a vote if he/she considers that it is ready for voting. If he/she considers that the motion is ready for voting, he/she may declare that the discussion is closed and put the motion to vote.

Article 11 (Speech by shareholders)

Before a shareholder attends the meeting to speak, he/she must fill in a speech slip stating the main idea of the speech, the shareholder's account number (or attendance card number) and the name of the account, and the chairman will determine the order of his/her speech.

A shareholder who is present at the meeting and has only proposed a speech but has not spoken is deemed not to have spoken. If there is any discrepancy between the content of the speech and the speech, the content of the speech shall prevail.

Each shareholder may not speak more than twice on the same motion without the consent of the chairman, and each time may not exceed five minutes, provided that the chairperson may stop the shareholder from speaking if he/she violates the rules or exceeds the scope of the issue.

When a shareholder is present to speak, no other shareholder shall interfere with the speech except with the consent of the chairperson and the shareholder speaking, and the chairperson shall stop any violation.

If a corporate shareholder designates two or more representatives to attend a shareholders' meeting, only one person may speak on the same motion.

After a shareholder has spoken, the chairperson may reply in person or designate the relevant person.

Article 12 (Calculation of the number of shares to be voted, recusal system)

Voting at shareholders' meetings shall be calculated on the basis of shares.

The number of shares of non-voting shareholders is not included in the total number of issued shares in the resolution of the shareholders' meeting.

A shareholder may not vote at a meeting if he or she has an interest that would be detrimental to the Company's interests, and may not exercise his or her voting rights on behalf of another shareholder.

The number of shares excluded from voting in the preceding paragraph shall not be counted as the number of voting rights of shareholders present.

Except for a trust business or a stock agency approved by the competent securities authority, if a person is appointed by more than two shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total voting rights of the issued shares, and the voting rights in excess shall not be counted.

Article 13

Shareholders shall have one vote per share, except for those subject to restrictions or those listed in Article 179(2) of the Company Act who do not have voting rights.

When the Company convenes a shareholders' meeting, the Company may exercise its voting rights in writing or electronically (for companies that should adopt electronic voting in accordance with the proviso of Article 177-1, Paragraph 1 of the Company Act: When the Company convenes a shareholders' meeting, the Company shall adopt electronic means and may exercise its voting rights in writing); when the Company exercises its voting rights in writing or electronically, the method of exercise shall be specified in the notice of shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically are considered to be present in person at the shareholders' meeting. However, the provisional motion and the amendment to the original motion for that shareholders' meeting are deemed to be abstained, so the Company is advised to refrain from proposing the provisional motion and the amendment to the original motion.

In the case of the above-mentioned exercise of voting rights by written or electronic means, the expression of interest shall be delivered to the Company two days prior to the shareholders' meeting. In case of duplication, the first to be delivered shall prevail. However, the declaration of revocation of pre-certification commission is not limited to this.

If a shareholder wishes to attend a shareholders' meeting in person after exercising his or her voting rights in writing or by electronic means, he or she shall revoke his or her intention to exercise his or her voting rights in the same manner as he or she exercised his or her voting rights two days prior to the shareholders' meeting; if the revocation is made afterwards, the voting rights exercised in writing or by electronic means shall prevail. If a proxy is appointed in writing or by electronic means to attend a shareholders' meeting, the voting rights shall be exercised by the proxy.

Except as otherwise provided in the Company Law and the Company's Articles of Incorporation, a motion shall be approved by the affirmative vote of a majority of the votes of the shareholders present. In the event of a vote, the chairperson or his designee shall announce the total number of votes of shareholders present on a case-by-case basis, then the shareholders shall vote on each case, and the results of shareholders' approval, disapproval and abstention shall be entered into the Market Observation Post System (MOPS) on the day after the shareholders' meeting.

If there are amendments or substitutions to the same motion, the chairman shall determine the order of voting on them together with the original motion. However, if one of the motions has been passed, the other motions are deemed to be negative and no further voting is required.

The chairperson of the board of directors shall appoint a scrutineer and a teller if necessary, but the scrutineer shall be a director.

The counting of votes for a shareholders' meeting or an election proposal shall be conducted in an open place on the floor of the shareholders' meeting, and the voting results, including the number of votes counted, shall be announced and recorded on the spot after the counting of votes is completed.

Article 14 （Election Matters）

When the shareholders' meeting elects directors, the election shall be conducted in accordance with the relevant election regulations of the Company and the election results shall be announced on the spot, including the list of elected directors and the number of their elected rights.

The election ballots for the aforementioned election shall be sealed and signed by the scrutineers and kept in a safe place for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the end of the lawsuit.

Article 15

The minutes of the shareholders' meeting shall be prepared, signed or sealed by the chairperson, and distributed to the shareholders within 20 days after the meeting. Meeting minutes may be produced, distributed, and preserved by electronic means.

The Company may distribute the foregoing minutes by means of announcements entered into the Market Observation Post System.

Hansard shall be recorded in accordance with the year, month, day, place, name of the chairman, method of resolution, the main points of the proceedings and the results thereof, and shall be retained permanently during the continuance of the Company.

Article 16 (External announcement)

The number of shares acquired by the requester and the number of shares represented by proxy shall be clearly disclosed at the shareholders' meeting on the date of the shareholders' meeting in a statistical table prepared in accordance with the prescribed format.

If the resolution of the shareholders' meeting is a material information required by laws and regulations or by the Taiwan Stock Exchange Corporation (Taiwan Over-the-Counter Securities Trading Center), the Company shall transmit the content to the Market Observation Post System (MOPS) within the prescribed time.

Article 17 (Maintenance of the order of the venue)

The meeting personnel handling the shareholders' meeting should wear identification cards or armbands.

The chairperson may direct marshals or security personnel to assist in maintaining order in the meeting. When wardens or security officers are present to help maintain order, they should wear "wardens" armbands or identification cards.

If the meeting place is equipped with sound amplifying equipment, the chairman may stop the shareholders from speaking unless they are using the equipment equipped by the Company.

If a shareholder disobeys the chairman's correction for violation of the rules of procedure and obstructs the proceedings of the meeting, the chairperson may direct the inspector or the security officer to ask him/her to leave the meeting.

Article 18 (break, renewal of assembly)

In the event of an irresistible situation, the chairperson may rule to temporarily suspend the meeting and announce the time of resumption of the meeting as appropriate.

If the meeting venue cannot be used before the end of the meeting (including temporary motions), the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may, in accordance with the provisions of Article 182 of the Company Act, resolve to adjourn or renew the meeting within five days.

Article 19

This Code shall come into operation upon its approval by the Board and shall remain in force as amended.

【Appendix IV】

Jui Li Enterprise Co., Ltd.

Procedures for Endorsements and Guarantees

(Approved by the Shareholders' Meeting on June 30, 2020)

Article 1: Purpose

To protect shareholders' equity, strengthen the financial management of endorsements and guarantees provided by the Company, and mitigate operational risks, these Procedures are established in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies." All matters regarding endorsements and guarantees shall be handled in accordance with these Procedures.

Article 2: Scope of Application

The term "endorsements and guarantees" as used in these Procedures includes:

1. **Financing endorsements/guarantees**:
    1. Bill discounting financing.
    2. Endorsements or guarantees made for the financing purposes of another company.
    3. Issuance of a separate negotiable instrument to a non-financial enterprise as collateral for the financing purposes of the Company.
2. **Customs duty endorsements/guarantees**: Endorsements or guarantees made for the Company or another company in respect of customs duty matters.
3. **Other endorsements/guarantees**: Endorsements or guarantees that cannot be classified into the preceding two subparagraphs.

The creation of a pledge or mortgage by the Company on its movable or immovable property as collateral for the loans of another company shall also be handled in accordance with these Procedures.

Article 3: Eligible Targets for Endorsements and Guarantees

The targets to whom the Company may provide endorsements and guarantees shall be limited to the following companies:

1. A company with which the Company has business dealings.
2. A company in which the Company directly and indirectly holds more than 50% of the voting shares.
3. A company that directly and indirectly holds more than 50% of the voting shares in the Company.
4. Endorsements and guarantees between subsidiaries in which the Company directly and indirectly holds 90% or more of the voting shares shall be submitted to the Board of Directors for a resolution before execution, and the amount shall not exceed 10% of the Company's net worth. However, endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares shall not be subject to this restriction. The terms "subsidiary" and "parent company" as used in these Procedures shall be determined in accordance with Financial Accounting Standards Statements No. 5 and No. 7.
5. Where the Company provides mutual guarantees with companies in the same industry or with joint builders in accordance with contractual covenants for the purpose of undertaking construction projects, or provides endorsements and guarantees to an investee company based on the joint investment relationship by all contributing shareholders in proportion to their shareholding percentages, or provides joint and several guarantees for performance bonds under pre-sold housing sales contracts among companies in the same industry pursuant to the Consumer Protection Act, such transactions shall not be subject to the restrictions of the preceding two paragraphs and endorsements/guarantees may be provided. The term "contribution" mentioned in the preceding paragraph refers to direct capital contribution by the Company or capital contribution through a company in which the Company holds 100% of the voting shares.

Article 4: Limits on Endorsements and Guarantees

1. The total amount of external endorsements and guarantees provided by the

Company shall not exceed 70% of the Company’s net worth based on its most recent financial statements. The amount of endorsements and guarantees provided to any single enterprise shall not exceed 60% of the Company’s net worth based on its most recent financial statements.

2. The amount of endorsements and guarantees provided to any single enterprise due to business dealings shall, in addition to being subject to the restrictions of the preceding paragraph, be equivalent to the higher of the purchase or sales amount between the Company and the target enterprise in the most recent fiscal year up to the time of the endorsement/guarantee.
3. The aggregate total amount of endorsements and guarantees provided by the Company and all its subsidiaries as a whole shall not exceed 70% of the Company’s net worth based on its most recent financial statements. The aggregate amount of endorsements and guarantees provided to any single enterprise shall not exceed 60% of the Company’s net worth based on its most recent financial statements. Where the aggregate total amount of endorsements and guarantees provided by the Company and all its subsidiaries as a whole reaches 70% or more of the Company’s net worth, the necessity and reasonableness thereof shall be explained at the Shareholders' Meeting.
4. The terms "subsidiary" and "parent company" shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "net worth" refers to the equity attributable to owners of the parent company on the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 5: Operational Procedures

1. When processing endorsements and guarantees, the Finance Department shall, based on the application from the target entity, review on a case-by-case basis whether its qualifications and amounts comply with these Procedures and whether the transaction has reached the threshold for public notice and regulatory filing. The evaluation results shall be processed alongside the review results specified in Article 6 of these Procedures, submitted to the

Chairperson for approval, and then presented to the Board of Directors for discussion and consent before execution. If the amount is within the authorized limit, the Chairperson may make the decision based on the credit rating and financial status of the target entity, and subsequently submit the matter to the most recent Board of Directors' meeting for ratification.

2. The Finance Department shall establish a logbook for endorsements and guarantees. After an endorsement or guarantee is approved by the Board of Directors or decided by the Chairperson, in addition to applying for the official seal in accordance with prescribed procedures, the Finance Department shall meticulously record the target entity, amount, date of approval by the Board of Directors or decision by the Chairperson, date of endorsement/guarantee, and matters required to be carefully evaluated under these Procedures in the logbook for reference. Copies of relevant negotiable instruments, agreements, and other documents shall also be retained for inspection.

3. Internal audit personnel shall audit the endorsement and guarantee procedures and their execution status for the Company and its subsidiaries every quarter, and prepare written records. If any material violation is discovered, a written notice shall be immediately given to the Audit Committee.

4. The Finance Department shall prepare a detailed schedule of the endorsement/guarantee matters occurred and canceled each month for control, tracking, public notice, and regulatory filing purposes. It shall also evaluate and recognize contingent losses from endorsements and guarantees on a quarterly basis, disclose information on endorsements and guarantees in the financial reports, and provide relevant data to the certified public accountant (CPA) for performing necessary auditing procedures.

5. If a target entity originally met the requirements but subsequently becomes non-compliant with these Procedures, or if the endorsement/guarantee amount exceeds the prescribed limit due to a change in the basis used to calculate the limit, the Finance Department shall formulate an improvement plan for the endorsement/guarantee amount or the portion exceeding the limit. Upon approval by the Chairperson, the entire non-compliant or excess portion shall

be eliminated within a specified period, and the relevant improvement plan shall be submitted to the Audit Committee and completed in accordance with the schedule.

6. Prior to the expiration date of an endorsement or guarantee, the Finance Department shall proactively notify the guaranteed enterprise to retrieve the guarantee instruments retained by banks or creditor institutions, and cancel the agreements related to the endorsement or guarantee.

7. If the target entity of an endorsement or guarantee is a subsidiary whose net worth is lower than one-half of its paid-in capital, the ratio of the Company's current endorsement/guarantee balance to the Company's net worth, liquidity, and cash flow status shall be analyzed on a quarterly basis to evaluate the impact on the Company's operational risks, financial status, and shareholders' equity. The subsidiary shall be required to submit an improvement plan, which shall be executed upon approval by the Chairperson of the Company, and the Finance Department shall track its subsequent implementation. If a subsidiary’s shares have no par value or the par value per share is not NT$10, the paid-in capital shall be calculated as the sum of capital stock plus capital surplus - issuance premium.

Article 6: Detailed Review Procedures

When processing endorsements and guarantees, the Finance Department shall conduct reviews and evaluations on the following matters and maintain records thereof:

1. Understand the relationship between the target entity and the Company, the purpose and use of the loan, its relevance to the Company's business, or the importance of its operations to the Company. Based on these findings and the Company's endorsement/guarantee limits and current balances, evaluate the necessity and reasonableness of the transaction.

2. Obtain relevant materials such as annual reports and financial reports of the target entity to analyze its operations, financial and credit status, and repayment sources, thereby measuring the potential risks.

3. Analyze the ratio of the Company's current endorsement/guarantee balance to

its net worth, liquidity, and cash flow status, along with the review results of Subparagraphs 1 and 2, to evaluate the impact on the Company's operational risks, financial status, and shareholders' equity.

4. Based on the nature of the guarantee, the credit status of the guaranteed entity, and the evaluation results of Subparagraphs 1 through 3, determine whether to require the guaranteed entity to provide appropriate collateral, and evaluate on a quarterly basis whether the value of the collateral is equivalent to the endorsement/guarantee balance. If necessary, require the guaranteed entity to provide additional collateral.

Article 7: Control Procedures for Endorsements and Guarantees Provided by Subsidiaries

1. Where a subsidiary of the Company intends to provide endorsements or guarantees for others, the Company shall require the subsidiary to establish its own "Procedures for Endorsements and Guarantees" and operate in accordance with its established procedures.
2. Before a subsidiary in which the Company directly and indirectly holds 90% or more of the voting shares provides endorsements and guarantees pursuant to Article 3, Subparagraph 4, the matter shall be submitted to the Company's Board of Directors for a resolution before execution. This shall not apply to endorsements and guarantees between companies that are both 100% directly and indirectly owned by the parent company.
3. When a subsidiary of the Company provides endorsements and guarantees for others, it shall submit a written summary to the Company by the 5th day of each month regarding the balance, target entity, and duration of the endorsements and guarantees processed in the previous month.
4. If a subsidiary of the Company is not a domestic public company, and its endorsement/guarantee balance reaches the public notice and regulatory filing threshold specified in Article 10, Paragraph 2 of these Procedures, it shall notify the Company prior to the date of occurrence of the event, and the Company shall conduct public notice and regulatory filing on the designated website in accordance with regulations.

Article 8: Decision-Making and Authorization Levels

1. When processing endorsements and guarantees, the Company shall complete the review and approval process in accordance with these Procedures and obtain a resolution of consent from the Board of Directors. Alternatively, the Board of Directors may authorize the Chairperson to decide on endorsements and guarantees within a certain limit beforehand, and subsequently submit the matter to the most recent Board of Directors' meeting for ratification.

2. If it is necessary for the Company to exceed the endorsement/guarantee limits set forth in these Procedures due to business requirements, and the transaction meets the conditions stipulated in these Procedures, the transaction must be approved by the Board of Directors, and more than half of the directors shall jointly sign as guarantors for the potential losses arising from the excess portion. These Procedures shall also be amended and submitted to the Shareholders' Meeting for ratification. If the Shareholders' Meeting does not consent, a plan shall be established to eliminate the excess portion within a specified period.

Article 9: Custody and Procedures for Official Seals

1. The Company shall use the corporate seal registered with the Ministry of Economic Affairs as the exclusive seal for endorsements and guarantees. The custody, use, and application of the seal shall be handled in accordance with the Company's "Regulations Governing Management of Seals."

2. When providing a guarantee for an overseas company, the letter of guarantee issued by the Company shall be signed by the Chairperson as authorized by the Board of Directors.

Article 10: Public Notice and Regulatory Filing Procedures

1. By the 10th day of each month, the Finance Department shall publicly announce and file the endorsement/guarantee balances of the Company and its subsidiaries for the previous month alongside its revenue within the prescribed time limit.

2. In addition to the monthly public notice and regulatory filing of the

endorsement/guarantee balance, if the endorsement/guarantee amount of the Company and its subsidiaries meets one of the following criteria, the Finance Department shall conduct public notice and regulatory filing within two days counting inclusively from the date of occurrence of the event:

1. The endorsement/guarantee balance of the Company and its subsidiaries reaches 50% or more of the Company's net worth based on its most recent financial statements.
2. The endorsement/guarantee balance of the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth based on its most recent financial statements.
3. The endorsement/guarantee balance of the Company and its subsidiaries for a single enterprise reaches NT$10 million or more, and the aggregate total of the endorsement/guarantee balance, the book value of investments accounted for using the equity method, and the loaning of funds balance for that enterprise reaches 30% or more of the Company's net worth based on its most recent financial statements.
4. The new endorsement/guarantee amount of the Company or a subsidiary reaches NT$30 million or more and reaches 5% or more of the Company's net worth based on its most recent financial statements.
5. If a subsidiary of the Company is not a domestic public company and experiences the circumstances requiring public notice and regulatory filing specified in the preceding Item 4, the Company shall conduct the filing on its behalf.
6. The term "date of occurrence of the event" refers to the contract signing date, payment date, date of Board of Directors' resolution, or other dates sufficient to determine the target entity and amount of the endorsement/guarantee, whichever is earlier.

Article 11: Penalties

When relevant personnel handling endorsements and guarantees for the Company violate the "Regulations Governing Loaning of Funds and Making of

Endorsements/Guarantees by Public Companies" promulgated by the Securities and Futures Bureau (SFB) or these Procedures, they shall be penalized in accordance with the Company's "Personnel Management Regulations."

Article 12: Other Matters

The establishment of these Procedures shall be consented to by the Audit Committee, approved by a resolution of the Board of Directors, and submitted to the Shareholders' Meeting for approval before implementation. If any director expresses an objection and it is documented or stated in writing, the Company shall forward the objection to the Audit Committee and submit it to the Shareholders' Meeting for discussion; the same shall apply to any amendments thereto.

When these Procedures are submitted to the Board of Directors for discussion, the opinions of each independent director shall be fully considered. If any independent director expresses an objection or reservation, it shall be recorded in the minutes of the Board of Directors' meeting.

【Appendix V】

Method of Election of Directors of Jui Li Enterprise Co., Ltd.

[2020.9.25 Board of Directors' Meeting Revision]

Article 1: The election of directors of the Company shall be governed by these Regulations.

Article 2: The Company shall adopt a cumulative voting system for the election of directors. Each share shall have the same number of votes as the number of directors to be elected and may elect one person centrally or allocate the election to several persons.

Shareholders may choose to exercise their election rights by one of the electronic or live voting methods.

Article 3: The Board of Directors shall prepare an election ballot with the same number of directors as the number of directors to be elected, and fill in the number of their rights, and distribute it to the shareholders attending the shareholders' meeting; the names of the electors shall be replaced by the attendance card numbers printed on the election ballot.

Shareholders who exercise their election rights by electronic voting shall do so on the electronic voting platform designated by the Company.

Article 4: Before the election begins, the chairperson shall designate a number of scrutineers and tellers who have the status of shareholders to perform the relevant duties.

Article 5: The Board of Directors shall set up ballot boxes for the election of directors, which shall be open for inspection by the scrutineers before voting.

Article 6: A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.

The Board of Directors of the Company shall consider adjusting the composition of the Board of Directors based on the results of the performance evaluation.

When the number of directors falls below five due to the discharge of a director for any reason, the company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s). If the number of independent directors is not sufficient for the first proviso of Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the latest shareholders' meeting; if all independent directors are dismissed, an interim shareholders' meeting shall be held within 60 days from the date of occurrence of the fact to hold a by-election.

Article 7: An election ballot shall be invalid if one of the following circumstances occurs:

1. There is no need to have a ballot prepared by the caller.
2. Those who put their ballots into the ballot box with blank ballots.
3. Those whose handwriting is illegible or has been altered.
4. Those whose names of the nominees do not match the list of candidates for election as directors.

~~5.~~ Those whose number of election rights is not filled in, other words are included.

Article 8: The directors of the Company shall be elected by the shareholders' meeting from among those who have the ability to act, and shall be elected in accordance with the quotas set forth in the Company's Articles of Incorporation, and the directors shall be elected in the order of the number of votes received which represents the greater number of election rights. If there are two or more persons with the same number of rights and the number of places exceeds the required number, lots will be drawn by those with the same number of rights, and the chairperson will draw lots for those who are not present.

Article 8-1: The Company shall adopt a candidate nomination system for the election of directors in accordance with Article 192-1 of the Company Act. The shareholders shall elect the candidates from the list of directors of the Company. Independent directors and non-independent directors shall be elected together, and the number of directors to be elected shall be calculated in accordance with Article 8, and at least one of the independent directors shall have accounting or financial expertise.

The qualifications, independence conditions and other matters of the independent directors of the Company shall comply with the Regulations Governing the Establishment and Compliance of Independent Directors of Public Companies and other relevant laws and regulations.

Article 9: Voting is completed and ballots are opened on the spot. The chairman shall announce the results of the voting on the spot, including the list of directors elected and the number of their elected rights.

Article 10: The matters not provided for in this Law shall be handled in accordance with the Company Law, the Company's Articles of Incorporation and relevant laws and regulations.

Article 11: This Law shall come into operation upon its approval by the Board and shall remain in force as amended.

Jui Li Enterprise Co., Ltd.
Shareholding of Directors

Book closure date: Apr.26, 2026

Title	Name	Date elected	Shareholding while elected			Current shareholding			Remark
			Type	Shares	Shareholding ratio (%)	Type	Shares	Shareholding ratio (%)	
Chairman	GST FOOD Limited Representative: Wu Ming-can	2023/6/27	Common Stock	661,614	0.67%	Common Stock	661,614	0.67%	
Director	GST FOOD Limited Representative: Wu Pin-Yi								
Director	GST FOOD Limited Representative: Huang Zhu-jia								
Director	Jianrui Venture Capital Co., Ltd. Representative: Lin Wei-hui	2023/6/27	Common Stock	12,972,816	13.21%	Common Stock	12,972,816	13.21%	
Independent director	Zhang Zhi-xiang	2023/6/27	Common Stock	-	-	Common Stock	-	-	
Independent director	Lin Long-an	2023/6/27	Common Stock	-	-	Common Stock	-	-	
Independent director	Zheng Chao-mu	2023/6/27	Common Stock	-	-	Common Stock	-	-	
Total			Common Stock	13,634,430	13.89%	13.89%	13,634,430	13.89%	

Total number of shares issued on April 26, 2026: 98,183,498 shares

Remarks: Shares legally held by all directors of the Company: 4,500,000 shares, held as of 04/26/2026: 13,634,430 shares