

Stock Code: 1616



EVERTOP WIRE CABLE CORPORATION

2023 General Shareholders Meeting

Meeting Agenda Handbook

Date: June 12, 2023

Location: Xin Tao Fang Garden Restaurant

(No. 19-5, Lane 170, Zhongda Road, Zhongli District, Taoyuan City)

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EVERTOP WIRE CABLE CORPORATION

June 14, 2022

Approved by the General Shareholders Meeting

Rules of Procedures for Shareholders Meetings

Article 1: To establish an excellent governance system for the Company's shareholders' meeting, improve the supervisory function, and strengthen the management function, these Rules are formulated in accordance with the provisions of Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2: Unless otherwise stipulated by laws or regulations, the rules of procedure for the Company's shareholders' meeting shall be governed by these Rules.

Article 3: Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.

Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

Thirty days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors and other matters on the shareholders' meeting agenda and upload them to the Market Observation Post System (MOPS). In addition, the Company shall prepare electronic versions of the shareholders' meeting agenda handbook and the supplementary materials and upload them to the MOPS more than 21 days before the date of the regular shareholders meeting or more than 15 days before the date of the special shareholders meeting. If, however, the Company has paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be

made more than 30 days before the regular shareholders meeting. Fifteen days before the Company convenes a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplementary materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its professional shareholder service agency.

The Company shall provide the handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the shareholders' meeting in the following methods:

- I. When a physical shareholders' meeting is convened, such materials shall be distributed on-site at the shareholders' meeting.
- II. When a physical shareholders' meeting is convened, along with a video conference, such materials shall be distributed on-site at the shareholders' meeting, and an electronic file of such materials shall be uploaded to the video conference platform.
- III. When a shareholders' meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform. The reasons for convening a shareholders' meeting shall be specified in the meeting notice and the public announcement. With the consent of the addressee, the meeting notice may be given in an electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of the removal of the non-compete clause for the directors, capitalization of earnings, capitalization of legal reserve, dissolution, merger, or demerger of the Company, or any matter in each subparagraph under Article 185, paragraph 1 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out and the essential contents explained in the notice of the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors and their inauguration date are stated in the notice of the reasons for convening the shareholders meeting, after the

completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

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

A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten (10) days.

Each of such proposals is limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the annual general meeting of shareholders and take part in the discussion of the proposal.

The company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.

Article 4: For each shareholders' meeting, a shareholder may appoint a proxy to attend the

meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company at least five days before the date of the shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form.

Once a proxy form is received by the Company, if a shareholder wishes to attend the shareholders' meeting in person or to exercise their voting rights in writing or by electronic means, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail. Once the proxy form is received by the Company, in the case that the shareholder intends to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting; otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5: The venue for a shareholders' meeting shall be the premises of the Company or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to independent directors' opinions with respect to the place and time of the meeting.

When the Company convenes a shareholders' meeting by video conference, it is not subject to the restriction on the venue of the meeting under the preceding paragraph.

Article 6: The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted.

The time at which shareholders' sign-in begins, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The sign-in place shall be clearly marked and staffed with a sufficient number of

suitable personnel. When the shareholders' meeting is convened by video conference, the sign-in process shall begin on the video conference platform 30 minutes before the meeting commences. Shareholders who have completed the sign-in shall be deemed to have attended the shareholders' meeting in person.

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

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

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

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

If the shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the shareholders' meeting.

If the shareholders' meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them until the end of the meeting.

Article 6-1: When the Company convenes the shareholders' meeting by video conference, the information below shall be stated in the meeting notice:

- I. Methods of shareholders participating in the video conference and exercising their rights.
- II. The response to the obstacles to the video conference platform or to the

participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:

- (I) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.
 - (II) Shareholders who did not register to participate in the original shareholders' meeting by video conference shall not participate in the meeting to be postponed or resumed.
 - (III) When a physical shareholders' meeting is convened, along with a video conference, if the video conference cannot continue, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the shareholders' meeting.
 - (IV) The handling method in the event that the resolution results of all motions have been announced, while extraordinary motions have not been resolved.
- III. When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

Article 7: The chairman of the board of directors shall chair the meeting in the case that the meeting is convened by the Board of Directors. If the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors, or where there is no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.

When a managing director or director serves as the chair, as referred to in the preceding paragraph, the director shall have held that position for six months or more with great understanding of the Company's financial position and business conditions. The same shall apply for a representative of a institutional director to serve as the chair.

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

Where a shareholders' meeting is convened by a party with power to convene other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons to attend the meeting in a non-voting capacity.

Article 8: The Company shall make an uninterrupted audio and video recording of the entire process of the shareholders' meeting from shareholders' sign-in, the proceedings of the meeting, as well as the process of voting and vote counting.

The audio and video recording in the preceding paragraph shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

If a shareholders' meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, as well as voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.

If a shareholders' meeting is convened by video conference, the Company is advised to make an audio and video recording of the back-end interface of the video conference platform.

Article 9: Attendance at shareholders' meetings shall be counted based on numbers of shares.

The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in and the sign-in record on the video conference platform plus the number of shares whose voting rights are exercised in writing or by electronic means.

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

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If attending shareholders still represent less than one third of the total number of issued shares after two postponements, the chair shall declare the meeting adjourned. If a shareholders' meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.

If there are not enough shareholders representing at least one third of issued shares attending the meeting after two postponements, tentative resolutions may be passed in accordance with Article 175, paragraph 1 of the Company Act. Shareholders shall be notified of the tentative resolutions, and another shareholders' meeting will be convened within one month. If a shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference shall re-register with the Company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of outstanding shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10: If a shareholders' meeting is convened by the Board of Directors, the meeting

agenda shall be set by the Board of Directors. Votes shall be cast on the proposals on the agenda one by one (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution by the shareholders' meeting.

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

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

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

Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes; if the shareholder's speech violates the rules or exceeds the scope of the motion, the

chair may have the shareholder stop the speech.

Attending shareholders may not interfere with the speaking shareholders without the Chairman's consent and the speaking shareholders. The Chairman will have the violating shareholders stopped.

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

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

If a shareholders' meeting is convened by video conference, shareholders who participate by video conference may ask questions in text on the video conference platform after the chair calls the meeting to order and before the chair declares the meeting adjourned. The number of questions raised by each shareholder for each motion shall not exceed two, each question shall be limited to 200 words, and the provisions of paragraphs 1 to 5 shall not apply.

If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video conference platform.

Article 12: Voting at a shareholders meeting shall be calculated based on the number of shares.

The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item and may not exercise voting rights as a proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be counted toward the number of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved

by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company at least two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the shareholders' meeting in person or by video conference, they shall serve a declaration of intent to retract the voting rights already exercised under the preceding paragraph two days before the shareholders' meeting in the same manner in which the voting rights were exercised; otherwise the voting rights exercised in writing or by electronic means shall prevail. If the shareholder exercises the voting right in writing or by electronic means and appoints a proxy with a proxy form to attend the shareholders' meeting, the voting right exercised by the attending proxy at the meeting shall prevail.

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

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

Scrutineers and vote counting personnel for the voting on proposals shall be appointed by the chair, provided all scrutineers be shareholders of the Company.

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

When a shareholders' meeting is convened by video conference, shareholders participating by video conference shall vote on various motions and election(s) on the video conference platform after the chair calls the meeting to order. They shall complete the voting before the chair declares the voting closed, otherwise they shall be deemed to have waived their voting rights.

When a shareholders' meeting is convened by video conference, after the chair declares the voting closed, the votes shall be counted at one go, and the voting and election results shall be announced.

If a shareholders' meeting is convened, along with a video conference held at the same time, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6, intend to attend the physical

shareholders' meeting in person, shall rescind the registration in the same manner as the registration two days before the shareholders' meeting, otherwise they can only attend the shareholders' meeting by video conference.

Those who exercise their voting rights in writing or by electronic means without retracting their declaration of intention and participate in the shareholders' meeting by video conference shall not exercise their voting rights on the same motions, propose amendment to the same motions, or exercise their voting rights for revised motions, except for extraordinary motions.

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

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

Article 15: Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the Chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of Directors. The minutes shall be retained for the duration of the existence of the Company.

When a shareholders' meeting is convened by video conference, the minutes of the shareholders' meeting shall contain the start and end time of the shareholders' meeting, the method of convening the meeting, the names of the chair and the meeting taker, as well as the response method and the response situation when any natural disasters, accidents, or other force majeure events have obstructed the video conference platform or the participation in the video conference in addition to the matters that shall be recorded in accordance with the preceding paragraph.

When a shareholders' meeting is convened by video conference, the Company shall proceed as per the preceding paragraph and shall specify the alternative measures provided to shareholders who have difficulty participating in the video conference in the minutes of the shareholders' meeting.

Article 16: The Company shall, on the day of the shareholders' meeting, compile a statistical statement in the prescribed format and disclose the number of shares solicited by the solicitor, the number of shares represented by the proxies, and the number of shares in attendance in writing or by electronic means clearly on site at the shareholders' meeting. When a shareholders' meeting is convened by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting.

When a shareholders' meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting.

If any resolutions by the shareholders' meeting are material information as stipulated by laws and regulations or Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload the content to the MOPS prior to a deadline.

Article 17: Staff handling administrative affairs of a shareholders' meeting shall wear an identification badge or an armband.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the

meeting place, they shall wear an identification badge or an armband, reading “Proctor.”

At the place of a shareholders’ meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

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

Article 18: When a meeting is in progress, the Chair may announce a break based on time considerations. If a force majeure event occurs, the Chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

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

Article 19: When a shareholders’ meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of various motions on the video conference platform in accordance with the regulations and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.

Article 20: When a shareholders’ meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.

Article 21: When a shareholders’ meeting is convened by video conference, the Company may allow shareholders to perform a simple test of the connection before the meeting commences and provide relevant services immediately before and during the meeting to assist with any technical communication problems.

When a shareholders' meeting is convened by video conference the chair shall, when calling the meeting to order, announce that there is no need for postponement or resumption of the meeting as stipulated in Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies; and that the requirement on the date of the meeting postponed or resumed within five days due to any natural disasters, accidents, or other force majeure events that have obstructed the video conference platform or the participation in the video conference for more than 30 minutes under Article 182 of the Company Act shall not apply before the chair declares the meeting adjourned.

In the event of any incident in the preceding paragraph that caused the meeting to be postponed or resumed, shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the meeting postponed or resumed.

For the meeting to be postponed or resumed under paragraph 2, shareholders who have registered to participate in the original shareholders' meeting by video conference and have completed the registration but fail to participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original shareholders' meeting shall be included in the total number of attending shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.

When a shareholders' meeting is postponed or resumed in accordance with paragraph 2, the motions for which the voting and counting of votes have been completed and the voting results or the list of elected directors have been announced, do not need to be discussed or resolved again.

When the Company convenes a shareholder's meeting, supplemented by a video conference, if the video conference cannot continue as under paragraph 2, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. There is no need to postpone or resume the meeting in accordance with paragraph 2.

When the meeting shall continue as in the preceding paragraph, for shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance; however, they shall be deemed to abstain for all motions resolved at the shareholders' meeting.

When the Company postpones or resumes the meeting in accordance with paragraph 2, it shall handle the relevant matters in accordance with the provisions set forth in paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and relevant preparations shall be made as per the date of the original shareholders' meeting and the provisions of this article.

Based on the period under Article 12, second-half paragraph and Article 13, paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the shareholders' meeting at a date as per paragraph 2.

Article 22: When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be provided.

Article 23: These Rules and all amendments thereto shall be enforced upon approval by a shareholders' meeting. These Rules and all amendments thereto shall be enforced upon approval by a shareholders' meeting.

EVERTOP WIRE CABLE CORPORATION

2023 General Shareholders Meeting Agenda

Date and Time: June 12, 2023 (Monday), 9:00AM

Address: No. 19-5, Lane 170, Zhongda Road, Zhongli District,
Taoyuan City
Xin Tao Fang Garden Restaurant

- I. Call the meeting to order
- II. Chairman's opening remarks
- III. Report items
- IV. Ratifications
- V. Discussions
- VI. Elections
- VII. Other matters
- VIII. Extraordinary motions
- IX. Meeting adjourned

Report items:

Proposal 1:

Proposal: 2022 Business Status Report, submitted for review.

Explanation: Business Report, Financial Statements, and Consolidated Financial Statements, etc.; please refer to the Attachment (details as shown on pages 28-44).

Proposal 2:

Proposal: Audit Committee's Review Report on the 2022 Financial Statements, submitted for review.

Explanation: Audit Committee's review on the 2022 Business Report, Financial Statements, and Deficit Compensation Table Report of the Company; please refer to the Attachment (details as shown on page 45).

Ratifications:

Proposal 1:

Proposed by the Board of Directors

Proposal: The Company's 2022 Business Report and Financial Statements, proposed for ratification.

Explanation: I. Business Report, Financial Statements, and Consolidated Financial Statements, etc.; please refer to the Attachment (details as shown on pages 28-44).

II. This proposal has been approved by the Board of Directors through resolution and has been reviewed by the CPA and Audit Committee completely, and submitted to the shareholders meeting for ratification.

II. Proposed for ratification.

Resolution:

Proposal 2:

Proposed by the Board of Directors

Proposal: The Company's 2022 Deficit Compensation Table, proposed for ratification.

Explanation: I. According to the provisions of the Articles of Incorporation, when there is a surplus earning after the final account of the current fiscal year, accumulated losses shall be compensated first. Consequently, no legal reserve is to be appropriated, and no employee bonuses and remuneration of directors are to be distributed.

II. For the Deficit Compensation Table; please refer to the Attachment (details as shown on page 46).

III. Proposed for ratification.

Resolution:

Discussions:

Proposed by the Board of Directors

Proposal: Assets such as plants in Taiwan and overseas were sold at fair value and returned to shareholders. (Proposed by a shareholder with more than 1% ownership)

Explanation: I. Due to poor management, Evertop has not distributed any dividends for the past 14 years, such that its market value is far lower than the real estate market value of the Company. Dissolution of Evertop is proposed accordance with the Company Act, and the assets of Zongli Plant in Taiwan, Humen Plant in China, Vietnam Plant and property on Ren'ai Road are proposed to be sold at fair market value and the remaining balance after deduction of expenses is proposed to be returned to all shareholders.

II. Proposed for discussion and resolution.

Resolution:

Elections:

Proposed by the Board of Directors

Proposal: The by-election of the 12th term of independent directors of the Company.

Explanation: I. Mr. CHEN,I-CHIEH, one of the 12th term independent directors of the Company, resigned on June 10, 2022 due to medical concerns.

II. When an independent director is dismissed for any reason, resulting in a number of directors lower than three required under Article 14-2 of the Securities and Exchange Act, a by-election for an independent director shall be held at the next following shareholders' meeting. The term of office of the independent director elected at the by-election shall be from June 12, 2023 to June 6, 2024, effective immediately after the shareholders' meeting.

III. The candidates for independent directors of the Company, as reviewed and approved by the Board of Directors on April 25, 2023, are as follows:

Nomination Category	Name	Education	Experience and Current Title	Name of the Government or Corporation Represented	Number of shares held
Independent Director	YEH,AI-CHEN	Department of Accounting and Statistics, National Taipei University of Business	Assistant Manager, Finance Department, Pan-Co International Co., Ltd. Assistant Manager, Finance Department, Pan-Tec Corp. Ltd.	None	-

IV. Please resolve and proceed with the by-election.

Voting Results:

Resolution:

Other Matters:

Proposed by the Board of Directors

Proposal: Release the prohibition on newly elected independent directors from participation in competitive business. Please proceed to discuss.

Explanation: I. According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval. We hereby to propose to release the prohibition on newly elected independent directors from participation in competitive business.

Status	Name of director	Employment with other companies
Independent Director	YEH, AI-CHEN	None

II. Proposed for discussion and resolution.

Resolution:

Extraordinary motions:

Adjournment

Impact of the Distribution of Bonus Shares Proposed in the Current General Shareholders Meeting on the Business Performance of the Company and Earning Per Share (EPS):

There is no proposal on the distribution of bonus shares in the current general shareholders meeting; therefore, explanation of its impact is not applicable.

EVERTOP WIRE CABLE CORPORATION

2022 Business Report

Looking back on the year of 2022, as the COVID-19 vaccination coverage has increased worldwide, many countries have loosened their pandemic restrictions, thereby the global economic market has gradually recovered. The Company expanded the business scale and actively reduced the operating cost, such that both the business scale and profit of the Company indicated growth from last year. The 2022 operating income of the Company was NT\$3.54 billion, an increase of 18% from the operating income of NT\$2.99 billion in 2021. The 2022 consolidated operating income was NT\$3.71 billion, an increase of 16% from the consolidated operating income of NT\$3.2 billion in 2021.

Accordingly, the 2022 net profit was NT\$18.45 million.

As we look ahead to 2023, there will be many downside risks to the global economy, as well as a tightened capital environment caused by interest rate hikes imposed by the U.S. and European central banks. Due to global financial instability and geopolitical uncertainties, the Company has taken the initiative to explore viable sales and tender opportunities, improve production efficiency, dispose of low performing assets, make efficient capital allocations, and strengthen its financial position. In line with Evertop's philosophy of "integrity, initiative, and progress", the Company will focus on delivering stability, innovation, and excellence in the coming year and aim to maximize profits to give back to shareholders.

The two-year income statement and the two-year consolidated income statement of the Company are as follows

	Unit: NT\$ thousands			
	The Company		The Company and Consolidated Subsidiaries	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Net operating income	3,543,972	2,993,694	3,717,472	3,208,797
Operating costs	3,282,244	2,772,039	3,422,227	2,930,713
Gross profit	261,728	221,655	295,245	278,084
Operating expenses	116,608	102,331	181,460	156,522
Net operating profit (loss)	145,120	119,324	113,785	121,562
Non-operating income and expenses	(111,118)	16,927	(79,783)	14,689
Profit before tax	34,022	136,251	34,022	136,251
Income tax expense	15,548	41,687	15,548	41,687
Profit after tax	18,454	94,564	18,454	94,564

Independent Auditors' Report

To the Board of Directors of Evertop Wire Cable Corporation

Audit opinions

We have audited the accompanying parent company only financial statements of EVERTOP WIRE CABLE CORPORATION (the "Company"), which comprise the balance sheets from January 1 to December 31, 2022 and 2021, the related statements of comprehensive income, changes in equity, and cash flows from January 1 to December 31, 2022 and 2021, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2022 and 2021, and its parent company only financial performance and its parent company only cash flows as of December 31, 2022 and 2021 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards in the R.O.C.. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Unconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants of the R.O.C. and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the Company for the year ended December 31, 2022. These matters were addressed in the context of our audit of the unconsolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the Company's financial statements are states as follows:

I. Inventory Valuation

Description of Key Audit Matters:

For a description of accounting policies on valuation of inventories, please refer to Note 4(7), and for uncertainty of accounting estimates and assumptions in relation to valuation of inventories, please refer to Note 5. For details of inventories and related expenses, please refer to Note 6(6) of the accompanying parent company only financial statements.

The inventory of the Company includes copper plates, cooper wires, and various wire and cable finished products. The value of such inventory continues to be affected by the international copper price fluctuation, such that there is a risk of inventory cost exceeding its net realizable value. Accordingly, inventory is determined to be significant to the parent company only financial statements, and we have listed it as a key audit matter.

Corresponding Audit Procedures:

The main audit procedure adopted by the auditors of our firm for the aforementioned key audit matters includes: Understanding the Company's policy on allowance for inventory valuation loss, and assessing whether its inventory valuation has been executed according to the predefined accounting policy; performing the sampling procedure to inspect whether the source of the inventory realization value calculation is reasonable; analyzing the inventory age condition to understand the salability of inventory of relatively longer period and the basis for the calculation of its realizable value; reviewing the reasonableness of the allowance for inventory obsolescence adopted in the past, in order to assess whether the allowance for the inventory obsolescence method and assumption adopted in the current period are appropriate; reviewing the post-period international copper price fluctuation condition and the post-period actual sales condition of inventory, in order to assess the reasonableness of the allowance for inventory valuation estimates.

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

In preparing the parent company only financial statements, the management is responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters

related to being a going concern and using the going concern basis of accounting unless the 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 unconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. The term of "reasonable assurance" refers to high level of assurance. Nevertheless, the audit performed according to the auditing standards cannot guarantee the discovery of material misstatement in the unconsolidated financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the unconsolidated financial statements.

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

1. Identify and assess the risk of material misstatement of the unconsolidated 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. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of the 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. In case where we consider that such events or circumstances have a material uncertainty, then relevant disclosure of the unconsolidated financial statements are required to be provided in our audit report to allow users of unconsolidated financial statements to be aware of such events or circumstances, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the unconsolidated financial statements, including relevant notes, and whether the unconsolidated 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 investees under equity method, and expressing an opinion on parent company only financial statements. We are responsible for the direction, supervision, and performance of the audit of the Company. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the Company for the year ended December 31, 2022 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.

KPMG
March 20, 2023

Evertop Wire Cable Corporation

Balance sheet

For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

Asset		December 31, 2022		December 31, 2021			Liabilities and Equity			December 31, 2022		December 31, 2021	
		Amount	%	Amount	%					Amount	%	Amount	%
Current asset:							Current liabilities:						
1100	Cash and Cash Equivalents (Note 6(1))	\$ 147,194	4	247,578	8	2100	Short-term Borrowings (Notes 6(10) and 8)		\$ 871,540	26	847,711	26	
1110	Financial Assets at Fair Value Through Profit or Loss -Current (Note 6(2))	13,914	-	12,506	-	2120	Financial Liabilities at Fair Value Through Profit or Loss -Current (Note 6(2))		7,266	-	280	-	
1170	Notes and Accounts Receivable, Net (Note 6(4))	582,800	17	532,996	16	2130	Contract Liabilities-Current (Note 6(17))		94,123	3	56,507	2	
1210	Other Receivables-Related Party (Note 7)	126,441	4	208,445	6	2170	Note payable and accounts payable		262,067	8	293,500	9	
130x	Inventories (Note 6(6))	1,064,281	32	841,821	26	2220	Other Receivables -Related Party (Note 7)		242,748	7	237,913	7	
1476	Other Financial Assets-Current (Notes 6(5) and 8)	153,341	5	146,484	5	2280	Lease Liabilities-Current (Note 6(12))		3,131	-	3,099	-	
1479	Other current assets	18,696	1	77,484	3	2399	Other Current Liabilities-Others		80,094	2	58,908	2	
		2,106,667	63	2,067,314	64				1,560,969	46	1,497,918	46	
Non-current assets:							Non-current liabilities:						
1517	Financial Assets at Fair Value Through Other Comprehensive Profit or Loss-Non-current (Note 6(3))	-	-	-	-	2541	Long-term Bank Borrowings (Notes 6(11), 7, and 8)		130,000	4	130,000	5	
1600	Property, Plants, and Equipment (Notes 6(8) and 8)	754,388	22	658,337	20	2270	Lease Liabilities (Note 6(12))		527	-	5,107	-	
1755	Right-of-use Assets (Note 6(9))	3,602	-	8,134	-	2640	Net Defined Benefit Liabilities - Non-current (Note 6(13))		1,105	-	4,698	-	
1550	Investment Accounted for Using the Equity Method (Note 6(7))	430,995	13	431,679	13	2600	Other Non-current Liabilities (Note 6(7) and (14))		11,506	-	15,747	-	
1840	Deferred Tax Assets (Note 6(14))	54,775	2	74,845	3				143,138	4	155,552	5	
1990	Other non-current assets	8,750	-	5,710	-		Total Liabilities		1,704,107	50	1,653,470	51	
		1,252,510	37	1,178,705	36		Owners' Equity: (Note 6(15))						
						3110	Common share capital		1,941,485	58	1,941,485	60	
						3220	Capital Surplus-Treasury Stock Trading		2,480	-	2,480	-	
						3351	Accumulated Losses		(142,763)	(4)	(164,798)	(5)	
						3410	Exchange differences on translation of the financial statements of foreign operations		(60,755)	(2)	(101,241)	(3)	
						3420	Unrealized financial assets profit or loss measured at fair value through other comprehensive income		(300)	-	(300)	-	
						3500	Treasury stocks		(85,077)	(2)	(85,077)	(3)	
Total assets		\$ 3,359,177	100	3,246,019	100		Total equity		1,655,070	50	1,592,549	49	
							Total liabilities and equities		\$ 3,359,177	100	3,246,019	100	

Evertop Wire Cable Corporation
Statement of Comprehensive Income
For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

		2022		2021	
		Amount	%	Amount	%
4110	Sales revenue	\$ 3,544,709	100	2,994,255	100
4170	Less: Sales Return	737	-	561	-
	Sales Revenue, Net (Note 6(17) and 7)	3,543,972	100	2,993,694	100
5000	Operating Costs (Notes 6(6), 6(13), 7, and 12)	3,282,244	93	2,772,039	93
	Gross profit	261,728	7	221,655	7
	Operating Expenses (Notes 6(8), (9) (13), 7, and 12):				
6100	Selling expenses	61,025	2	58,397	2
6200	Administrative expenses	37,655	1	33,628	1
6300	Research and development expenses	17,928	1	10,306	-
	Total operating expenses	116,608	4	102,331	3
	Operating profit	145,120	3	119,324	4
	Non-operating income and expenses:				
7010	Other Income (Notes 6(19) and 7)	22,727	1	15,545	1
7020	Other Gains and Losses (Notes 6(20))	(55,756)	(2)	52,814	2
7050	Financial Costs (Note 6(12))	(29,571)	(1)	(10,219)	-
7375	Share of Loss From Subsidiaries, Associated Companies, and Joint Ventures Accounted for Using the Equity Method	(51,905)	(1)	(46,057)	(2)
7100	Interest revenue	3,387	-	4,844	-
	Total non-operating incomes and expenses	(111,118)	(3)	16,927	1
7900	Profit before tax	34,002	-	136,251	5
7950	Less: Income Tax Expense (Note 6(14))	15,548	-	41,687	1
	Current period net profit	18,454	-	94,564	4
8300	Other comprehensive income:				
8310	Items not reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit programs	3,581	-	(288)	-
8349	Less: Income Taxes Related to the Items Not Reclassified	-	-	-	-
		3,581	-	(288)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of the financial statements of foreign operations	50,608	1	(10,163)	-
8399	Less: Income Tax Relating to Items That May be Reclassified (Note 6(14))	10,122	-	(2,032)	-
	Total of Items That May be Reclassified Subsequently to Profit or Loss	40,486	1	(8,131)	-
8300	Other comprehensive income recognized for the period	44,067	1	(8,419)	-
	Total comprehensive income for this period	\$ 62,521	1	86,145	4
	Basic Earnings Per Share (NT\$) (Note 6(16))	\$ 0.10		0.50	
	Diluted Earnings Per Share (NT\$) (Note 6(16))	\$ 0.10		0.50	

Evertop Wire Cable Corporation
Statement of Changes in Equity
For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

	<u>Common share capital</u>	<u>Additional paid-in capital</u>	<u>Accumulate d Losses</u>	<u>Exchange differences on translation of the financial statements of foreign operations</u>	<u>Loss on Investments in Equity Instruments Measured at Fair Value Through Other Comprehensive Income</u>	<u>Treasury stocks</u>	<u>Total equity</u>
Balance, January 1, 2021	\$ 1,941,485	2,480	(259,074)	(93,110)	(300)	(85,077)	1,506,404
Current period net profit	-	-	94,564	-	-	-	94,564
Other comprehensive income recognized for the period	-	-	(288)	(8,131)	-	-	(8,419)
Total comprehensive income for this period	-	-	94,276	(8,131)	-	-	86,145
Balance, December 31, 2021	1,941,485	2,480	(164,798)	(101,241)	(300)	(85,077)	1,592,549
Current period net profit	-	-	18,454	-	-	-	18,454
Other comprehensive income recognized for the period	-	-	3,581	40,486	-	-	44,067
Total comprehensive income for this period	-	-	22,035	40,486	-	-	62,521
Balance, December 31, 2022	\$ 1,941,485	2,480	(142,763)	(60,755)	(300)	(85,077)	1,655,070

Evertop Wire Cable Corporation

Statement of Cash Flows

For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

	2022	2021
Cash flows from operating activities:		
Income before income tax	\$ 34,002	136,251
Adjustments:		
Income/expenses items		
Depreciation and Amortization Expenses	34,686	36,285
Net Gain on Financial Assets and Liabilities at Fair Value Through Profit or Loss	(29,637)	(34,711)
Interest expenses	29,571	10,219
Interest revenue	(3,387)	(4,844)
Share of Loss From Subsidiaries, Associated Companies, and Joint Ventures Accounted for	51,905	46,057
Using the Equity Method		
Loss (gain) on disposal of property, plant and equipment	(393)	99
Adjusted gains for leases	(31)	-
Inventory valuation losses	21,656	9,088
Total Income/Expense Items	104,370	62,193
Changes in assets/debts having to do with business activities:		
Net Change in Assets Related to Operating Activities:		
Mandatorily Measured at Fair Value Through Profit or Loss	35,215	44,079
Notes and Accounts Receivable	(49,804)	25,617
Decrease (Increase) in Other Receivables - Related Parties	105,371	(39,026)
Inventories	(243,869)	(153,994)
Other current assets	58,820	(69,332)
Other Financial Assets	(1,045)	(152)
Total Net Change in Assets Related to Operating Activities	(95,312)	(192,808)
Net Change in Liabilities Related to Operating Activities:		
Note payable and accounts payable	(31,433)	70,859
Decrease in Other Receivables - Related Parties	(8,264)	(33,349)
Other current liabilities	43,250	64,493
Net Defined Benefit Liability - Non-current	(12)	7
Total Net Change in Liabilities Related to Operating Activities	3,541	102,010
Total Net Change in Assets and Liabilities Related to Operating Activities	(91,771)	(90,798)
Total Adjustment Items	12,599	(28,605)
Cash inflow provided by operating activities	46,601	107,646
Interest received	3,301	4,947
Interest paid	(23,621)	(9,695)
Income tax paid	(32)	(2,374)
Net cash inflow from operating activities	26,249	100,524
Cash flows from investing activities:		
Proceeds from disposal of property, plant and equipment	429	49
Acquisition of property, plant and equipment	(127,743)	(23,641)
Increase in refundable deposits	(4,598)	(46,040)
Increase in other receivables - -related party	(23,362)	(34,133)
Increase in Restricted Bank Deposits	(4,205)	(19,779)
Others	(142)	(41)
Net cash outflow from investment activities	(159,621)	(123,585)
Cash flows from financing activities:		
Increase in Short-term Borrowings	23,829	170,656
Decrease in guarantee deposits received	(482)	(317)
Increase (decrease) in other receivables - related parties	12,729	(3,182)
Repayment of Lease Principal	(3,088)	(3,066)
Net Cash Inflow Generated From Financing Activities	32,988	164,091
Increase (Decrease) of Cash and Cash Equivalents for the Period	(100,384)	141,030
Cash and cash equivalents at the beginning of the year	247,578	106,548
Cash and cash equivalents at the end of the year	\$ 147,194	247,578

Independent Auditors' Report

To the Board of Directors of Evertop Wire Cable Corporation

Audit opinions

We have audited the accompanying consolidated financial statements of EVERTOP WIRE CABLE CORPORATION and its subsidiaries (the “Group”), which comprise the consolidated balance sheets as of from January 1 to December 31, 2022 and 2021, the related consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, 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 from January 1 to December 31, 2022 and 2021, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards in the R.O.C.. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of the R.O.C. and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated 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 Company's financial statements are states as follows:

I. Inventory Valuation

Description of Key Audit Matters:

For a description of accounting policies on valuation of inventories, please refer to Note 4(8), and for uncertainty of accounting estimates and assumptions in relation to valuation of inventories, please refer to Note 5. For details of inventories and related expenses, please refer to Note 6(6) of the accompanying consolidated financial statements.

The inventory of the Group include copper plates, cooper wires, and various wire and cable finished products. The value of such inventory continues to be affected by the international copper price fluctuation, such that there is a risk of inventory cost exceeding its net realizable value. Accordingly, inventory is determined to be significant to the parent company only financial statements, and we have listed as a key audit matter.

Corresponding Audit Procedures:

The main audit procedure adopted by the auditors of our firm for the aforementioned key audit matters includes: understanding the Group's policy on allowance for inventory valuation loss, and assessing whether its inventory valuation has been executed according to the predefined accounting policy; performing the sampling procedure to inspect whether the source of the inventory realization value calculation is reasonable; analyzing the inventory age condition to understand the salability of inventory of relatively longer period and the basis for the calculation of its realizable value; reviewing the reasonableness of the allowance for inventory obsolescence adopted in the past, in order to assess whether the allowance for the inventory obsolescence method and assumption adopted in the current period are appropriate; reviewing the post-period international copper price fluctuation condition and the post-period actual sales condition of inventory, in order to assess the reasonableness of the allowance for inventory valuation estimates.

Other Matters

EVERTOP WIRE CABLE CORPORATION has prepared the unconsolidated financial statements for 2022 and 2021, to which we have also issued an independent auditor's report with unqualified opinion, along with a section on other matters and provided for reference.

Responsibilities of Management and Those Charged With Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the R.O.C., and for necessary internal control as management determines

is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's 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 auditing standards cannot guarantee the discovery of material misstatement in the financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

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

1. Identify and assess the risk of material misstatement of the consolidated financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements,

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

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

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

KPMG

March 20, 2023

Evertop Wire Cable Corporation and Subsidiaries

Consolidated Balance Sheet

For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

Asset		December 31, 2022		December 31, 2021			Liabilities and Equity			December 31, 2022		December 31, 2021	
		Amount	%	Amount	%					Amount	%	Amount	%
Current asset:							Current liabilities:						
1100	Cash and Cash Equivalents (Note 6(1))	\$ 214,625	7	293,495	9	2100	Short-term Borrowings (Notes 6(10), 7, and 8)		\$ 871,540	27	847,711	27	
1110	Financial Assets at Fair Value Through Profit or Loss - Current (Note 6(2))	17,076	1	19,880	-	2120	Financial Liabilities at Fair Value Through Profit or Loss - Current (Note 6(2))		7,266	-	280	-	
1170	Notes and Accounts Receivable (Note 6(4))	584,923	18	564,716	18	2130	Contract Liabilities - Current (Note 6(17))		94,123	3	56,507	2	
130x	Inventories (Note 6(6))	1,289,164	40	1,114,301	36	2170	Note payable and accounts payable		262,928	8	295,193	9	
1476	Other Financial Assets (Notes 6(5) and 8)	156,438	4	149,107	5	2230	Current income tax liabilities		115,989	4	103,771	4	
1479	Other Current Assets - Others (Note 7)	22,700	1	93,499	3	2280	Lease Liabilities - Current (Note 6(12))		3,131	-	3,099	-	
		<u>2,284,926</u>	<u>71</u>	<u>2,234,998</u>	<u>71</u>	2300	Other current liabilities		<u>77,792</u>	<u>3</u>	<u>70,297</u>	<u>2</u>	
Non-current assets:									<u>1,432,769</u>	<u>45</u>	<u>1,376,858</u>	<u>44</u>	
1517	Financial Assets at Fair Value Through Other Comprehensive Profit or Loss - Non-current (Note 6(3))	-	-	-	-	2541	Non-current liabilities:						
1600	Property, Plants, and Equipment (Notes 6(7), 7, and 8)	771,504	24	677,898	22	2580	Long-term Bank Borrowings (Notes 6(11), 7, and 8)		130,000	4	130,000	4	
1755	Right-of-use Assets (Note 6(8))	22,756	1	32,619	1	2640	Lease Liabilities - Non-current (Note 6(12))		527	-	5,107	-	
1760	Investment Property, Net (Note 6(9))	43,607	1	49,997	2	2600	Net Defined Benefit Liabilities - Non-current (Note 6(13))		1,105	-	4,698	-	
1840	Deferred Tax Assets (Note 6(14))	54,775	2	74,845	2		Other Non-current Liabilities (Note 6(14))		<u>12,996</u>	<u>-</u>	<u>17,785</u>	<u>1</u>	
1990	Other Non-current Assets - Others (Notes 6(9) and 7)	54,899	1	56,640	2				<u>144,628</u>	<u>4</u>	<u>157,590</u>	<u>5</u>	
		<u>947,541</u>	<u>29</u>	<u>891,999</u>	<u>29</u>		Total Liabilities		<u>1,577,397</u>	<u>49</u>	<u>1,534,448</u>	<u>49</u>	
Total assets		<u>\$ 3,232,467</u>	<u>100</u>	<u>3,126,997</u>	<u>100</u>	3110	Equity Attributable to Owners of the Parent Company: (Note 6(15))						
						3220	Common share capital		1,941,485	60	1,941,485	62	
						3351	Capital Surplus - Treasury Stock Trading		2,480	-	2,480	-	
						3410	Accumulated Losses		(142,763)	(4)	(164,798)	(5)	
							Exchange differences on translation of the financial statements of foreign operations		(60,755)	(2)	(101,241)	(3)	
						3420	Unrealized financial assets profit or loss measured at fair value through other comprehensive income		(300)	-	(300)	-	
						3500	Treasury stocks		<u>(85,077)</u>	<u>(3)</u>	<u>(85,077)</u>	<u>(3)</u>	
							Equity Attributable to Owners of the Parent Company		<u>1,655,070</u>	<u>51</u>	<u>1,592,549</u>	<u>51</u>	
							Total equity		<u>1,655,070</u>	<u>51</u>	<u>1,592,549</u>	<u>51</u>	
							Total liabilities and equities		<u>\$ 3,232,467</u>	<u>100</u>	<u>3,126,997</u>	<u>100</u>	

Evertop Wire Cable Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

		2022		2021	
		Amount	%	Amount	%
4110	Sales Revenue (note 6(17))	\$ 3,718,212	100	3,209,358	100
4170	Less: Sales Allowance and Returns	740	-	561	-
	Net Sales Revenue	3,717,472	100	3,208,797	100
5000	Operating Costs (Notes 6(6), 6(13), and 12)	3,422,227	92	2,930,713	91
	Gross profit	295,245	8	278,084	9
	Operating Expenses (Notes 6(4), (13), 7, and 12):				
6100	Selling expenses	62,403	2	59,960	2
6200	Administrative expenses	101,129	4	88,769	3
6300	Research and development expenses	17,928	-	10,306	-
6450	Expected Credit Impairment Gains	-	-	(2,513)	-
	Total operating expenses	181,460	6	156,522	5
	Operating profit	113,785	2	121,562	4
	Non-operating income and expenses:				
7010	Other Income (Note 6(19))	28,213	1	10,569	-
7020	Other Gains and Losses (Notes 6(20))	(79,656)	(1)	13,363	-
7050	Financial Costs (Note 6(12))	(30,083)	(1)	(10,095)	-
7100	Interest revenue	1,743	-	852	-
	Total non-operating incomes and expenses	(79,783)	(1)	14,689	-
	Profit before tax	34,002	1	136,251	4
7950	Less: Income Tax Expense (Note 6(14))	15,548	-	41,687	1
	Current period net profit	18,454	1	94,564	3
8300	Other comprehensive income:				
8310	Items not reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit programs (Note 6(13))	3,581	-	(288)	-
8349	Less: Income Taxes Related to the Items Not Reclassified	-	-	-	-
		3,581	-	(288)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of the financial statements of foreign operations	50,608	1	(10,163)	-
8399	Less: Income Tax Relating to Items That May be Reclassified (Note 6(14))	(10,122)	-	2,032	-
	Total of Items That May be Reclassified Subsequently to Profit or Loss	40,486	1	(8,131)	-
8300	Other comprehensive income recognized for the period	44,067	1	(8,419)	-
	Total comprehensive income for this period	\$ 62,521	2	86,145	3
	Net Income for the Period Attributable to:				
	Owners of the Company	\$ 18,454	1	94,564	3
	Total comprehensive income attributable to:				
	Owners of the Company	\$ 62,521	2	86,145	3
	Basic Earnings Per Share (NT\$) (Note 6(16))	\$ 0.10		0.50	
	Diluted Earnings Per Share (NT\$) (Note 6(16))	\$ 0.10		0.50	

Evertop Wire Cable Corporation and Subsidiaries

Consolidated Statement of Changes in Equity

For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

Equity attributable to owners of parent company								
	Common share capital	Additional paid-in capital	Accumulated Losses	Exchange differences on translation of the financial statements of foreign operations	Loss on Investments in Equity Instruments Measured at Fair Value Through Other Comprehensive Income	Treasury stocks	Total Equity Attributable to Owners of the Parent Company	Total equity
Balance, January 1, 2021	\$ 1,941,485	2,480	(259,074)	(93,110)	(300)	(85,077)	1,506,404	1,506,404
Current period net profit	-	-	94,564	-	-	-	94,564	94,564
Other comprehensive income recognized for the period	-	-	(288)	(8,131)	-	-	(8,419)	(8,419)
Total comprehensive income for this period	-	-	94,276	(8,131)	-	-	86,145	86,145
Balance, December 31, 2021	1,941,485	2,480	(164,798)	(101,241)	(300)	(85,077)	1,592,549	1,592,549
Current period net profit	-	-	18,454	-	-	-	18,454	18,454
Other comprehensive income recognized for the period	-	-	3,581	40,486	-	-	44,067	44,067
Total comprehensive income for this period	-	-	22,035	40,486	-	-	62,521	62,521
Balance, December 31, 2022	\$ 1,941,485	2,480	(142,763)	(60,755)	(300)	(85,077)	1,655,070	1,655,070

Evertop Wire Cable Corporation and Subsidiaries

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2022 and 2021

Unit: NT\$ thousands

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Income before income tax	\$ 34,002	136,251
Adjustments:		
Income/expenses items		
Depreciation and Amortization Expenses	52,066	53,709
Reversal of Expected Credit Impairment Gains	-	(2,513)
Net Gain on Financial Assets and Liabilities at Fair Value Through Profit or Loss	(29,637)	(34,711)
Interest expenses	30,083	10,095
Interest revenue	(1,743)	(852)
Loss (gain) on disposal of property, plant and equipment	(393)	99
Adjusted gains for leases	(31)	-
Inventory Valuation Loss (gains from price recovery)	27,617	(2,775)
Impairment loss and others	5,870	-
Total Income/Expense Items	<u>83,832</u>	<u>23,052</u>
Changes in assets/debts having to do with business activities:		
Net Change in Assets Related to Operating Activities:		
Financial Assets and Liabilities at FVTPL	39,427	79,760
Notes and Accounts Receivable	(22,461)	3,231
Inventories	(203,820)	(213,700)
Other current assets	71,689	(75,152)
Other Financial Assets	(1,380)	(1,786)
Total Net Change in Assets Related to Operating Activities	<u>(116,545)</u>	<u>(207,647)</u>
Net Change in Liabilities Related to Operating Activities:		
Note payable and accounts payable	(32,265)	72,982
Other current liabilities	39,531	21,032
Net defined benefit liability - non-current	(12)	7
Total Net Change in Liabilities Related to Operating Activities	<u>7,254</u>	<u>94,021</u>
Total Net Change in Assets and Liabilities Related to Operating Activities	<u>(109,291)</u>	<u>(113,626)</u>
Total Adjustment Items	<u>(25,459)</u>	<u>(90,574)</u>
Cash inflow provided by operating activities	8,543	45,677
Interest received	1,743	852
Interest paid	(24,503)	(9,962)
Income tax paid	(890)	(2,601)
Net Cash Inflow (Outflow) From Operating Activities	<u>(15,107)</u>	<u>33,966</u>
Cash flows from investing activities:		
Acquisition of property, plant and equipment	(128,449)	(23,641)
Disposal of property, plant and equipment	429	49
Increase in Restricted Bank Deposits	(4,205)	(19,779)
Increase in Refundable Deposits and Others	(4,816)	(46,040)
Others	(143)	(42)
Net cash outflow from investment activities	<u>(137,184)</u>	<u>(89,453)</u>
Cash flows from financing activities:		
Increase in Short-term Borrowings	23,829	170,656
Increase (Decrease) in Guarantee Deposits	(427)	5,449
Repayment of Lease Principal	(3,088)	(3,066)
Net Cash Inflow Generated From Financing Activities	<u>20,314</u>	<u>173,039</u>
Effect of exchange rate changes on cash and cash equivalents	53,107	33,523
Increase (Decrease) of Cash and Cash Equivalents for the Period	(78,870)	151,075
Cash and cash equivalents at the beginning of the year	293,495	142,420
Cash and cash equivalents at the end of the year	<u><u>\$ 214,625</u></u>	<u><u>293,495</u></u>

EVERTOP WIRE CABLE CORPORATION Audit Committee's Review Report

The 2022 financial statements prepared by the Board of Directors and audited completely by KPMG, along with the business report and deficit compensation table as well as various statements prepared by the aforementioned Board of Directors have been reviewed completely and determined to be correct and accurate by the Audit Committee. In accordance with the provisions of Article 14 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby issue this report for review.

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EVERTOP WIRE CABLE CORPORATION General Shareholders
Meeting

EVERTOP WIRE CABLE CORPORATION

SU,MAO-HSIUNG, Convener of the Audit Committee

March 20, 2023

EVERTOP WIRE CABLE CORPORATION
Deficit Compensation Table
2022

Unit: NT\$

Deficit to be Compensated at the Beginning of the Period	\$ (164,798,032)
Less: Changes in Pension Actuarial Gains and Losses	3,581,431
Plus: 2022 Net Income After Tax	<u>18,453,717</u>
Deficit yet to be compensated	\$ <u><u>(142,762,884)</u></u>

EVERTOP WIRE CABLE CORPORATION

Shareholding of All Directors

I. Shareholdings recorded in the shareholders' roster up to the book closure date of 2023 general shareholders' meeting

Position	Name	Number of Shares Held up to April 14, 2023
Chairman	WANG,YIN-HO	606,955
Director	CHANG,MING-CHUAN	12,915,731
Director	TSOU,CHI-HUNG	2,659
Director	CHANG,AI-FEN	6,745,633
Independent Director	SU,MAO-HSIUNG	5,000
Independent Director	YANG,JIAN-CHUN	-

II. According to the provisions of Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies:

1. The total number of shares held by all independent directors of the Company shall not be less than the issued shares of 11,648,910 shares.
2. The Company has established the Audit Committee, such that the statutory number of shares required to be held by supervisors shall not be applicable.

EVERTOP WIRE CABLE CORPORATION Articles of Incorporation

Chapter I General Provision

Article 1: The Company is incorporated in accordance with the Company Act and named EVERTOP WIRE CABLE CORPORATION, and the English name is Evertop Wire Cable Corporation

Article 2: The business scope of the Company is as follows:

1. CC01020 Electric Wires and Cables Manufacturing
2. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing (Connector and Optical Fiber Cables, and Auxiliary and Accessories Manufacturing).
3. E599010 Piping Engineering
4. E601010 Electric Appliance Construction
5. E603010 Cable Installation Engineering
6. E701010 Telecommunications Engineering
7. C801990 Other Chemical Materials Manufacturing
8. C804990 Other Rubber Products Manufacturing
9. C805990 Other Plastic Products Manufacturing
10. C901010 Ceramic and Ceramic Products Manufacturing
11. C901060 Manufacture of Refractory Products
12. C901990 Other Non-Metallic Mineral Products Manufacturing
13. CA01060 Steel Wires and Cables Manufacturing
14. CA01130 Copper Rolling, Drawing and Extruding
15. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
16. CC01060 Wired Communication Mechanical Equipment Manufacturing
17. CC01080 Electronics Components Manufacturing
18. CC01110 Computer and Peripheral Equipment Manufacturing
19. CD01010 Ships and Parts Manufacturing
20. CD01030 Motor Vehicles and Parts Manufacturing
21. E103071 Underground Pipeline Works Specialized Construction Enterprises
22. E603080 Traffic Signs Installation Engineering
23. EZ99990 Other Engineering (Planning, Design, Execution, and Maintenance of Fiber Cable Installation Work)
24. F401010 International Trade
25. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
26. D101060 Self-usage power generation equipment utilizing renewable energy industry

Article 3: The Company may conduct investments in other businesses, and the total investment amount is not limited by the 40% paid-in capital limit.

Article 4: The Company may provide external guarantees for business needs.

Article 5: The Company registers its head office in Taipei City, and when it is determined to be necessary, upon the resolution of a Board of Directors meeting, branches, offices, business sites, or manufacturing factories may be established domestically or overseas.

Chapter II Shares

Article 6: The total capital of the Company shall be NT\$3,000,000,000 (including the stock option certificates of NT\$100,000,000), divided into 300,000,000 shares, at a par value of NT\$10, and issued at discrete times. For the unissued shares, the Board of Directors is authorized to issue them separately according to resolutions and depending upon the actual needs.

Article 6-1: Where the shares repurchased by the Company according to the laws are transferred to employees at a price lower than the average price of the shares actually repurchased by the Company, or where employee stock option certificates are issued at a price lower than the market price, such issuance shall only be made based on the consent of attending shareholders representing more than two-thirds of the total voting rights in a shareholders meeting attended by shareholders representing a majority of the total number of issued shares.

Article 7: The share certificates of the Company shall be in registered form and signed or sealed by the director representing the Company and shall be certified for issuance of the share certificates according to the laws. For the shares of the Company after public issuance, the printing of share certificates may be exempted; however, they shall be registered with the Centralized Securities Depository Enterprises.

Article 8: The administration of the shareholder services of the Company shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” established by the competent authority.

Article 9: Registration of assignment/transfer of shares shall not be made within sixty days prior to the convening date of an ordinary shareholders meeting, or within thirty days prior to the convening date of an extraordinary shareholders meeting, or within five days prior to the target date fixed by the Company for distribution of dividends, bonuses, or other benefits.

Article 10: In the event that share certificates are subject to inheritance, gift, or the share certificates are lost or damaged, such matter shall be handled in accordance with the Company Act or other relevant laws and regulations.

Chapter III Shareholders' Meeting

Article 11: Shareholders' meetings of the Company are of two kinds: regular shareholders' meetings and special shareholders' meetings. The regular shareholders' meetings are convened once per year within six months from the close of the fiscal year. The special

shareholders' meetings may be convened in accordance with applicable laws and regulations whenever necessary.

Article 12: For the convention of an ordinary shareholders meeting, all shareholders shall be informed thirty days before the convention of the meeting, and fifteen days before the convention of an extraordinary shareholders meeting.

Article 13: Where a shareholder for any reasons cannot attend a shareholders meeting in person, he or she may appoint a proxy to attend a shareholders meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy, and it shall comply with the provisions of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies" announced by the competent authority, in order to appoint a proxy to attend a shareholders meeting.

Article 14: Each shareholder of the Company shall have one voting right letter for each share held; however, shares subject to the conditions described in Article 179 of the Company Act shall have no voting rights.

Article 15: Unless otherwise specified in the Company Act, any resolution at a shareholders meeting shall be adopted by a majority of the shareholders present, who represent more than half of the total number of the company's outstanding shares, and shall be executed based on the majority of the voting rights of attending shareholders. Resolutions made in a shareholders meeting shall be recorded in the meeting minutes and shall be handled according to Article 183 of the Company Act.

According to the regulations of the competent authorities, the Company's shareholders may exercise the voting power at a shareholders' meeting by way of electronic transmission. A shareholder who exercises one's voting power at a shareholders meeting by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person. The relevant matters shall be conducted in accordance with applicable laws and regulations.

Article 16: The Chairman of the Board shall be the Chair of the shareholders meetings. In the case where the Chairman of the board is absent, the Vice Chairman shall act as the deputy. If there is no Vice Chairman due to reasons, the Chairman of the Board may appoint a director to act as the deputy. In the case where the Chairman of the Board fails to appoint a deputy, the directors shall elect one person from among the directors to act as the deputy. For a Board of Directors' meeting convened by any other person having the

convening right, the person having the convening right shall be the Chair, and if there are two or more persons having the convening right, it shall be elected from among themselves.

Chapter IV Directors and the Audit Committee

Article 17: The Company shall have five to eleven directors with a term of office of three years, who shall be elected by the shareholders meeting from among the persons with disposing capacity and shall be eligible for re-election. The total number of registered shares held by all of the directors shall not be less than the percentage specified by the competent authority according to the laws.

In the aforementioned roster of directors described, the number of Independent directors shall not be less than three and shall not be less than one-fifth of the total number of directors. The election of directors and independent directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act, and the shareholders meeting shall elect directors from the candidate roster. Relevant matters of the acceptance method and the public announcement, etc. of the candidate nomination system shall be handled in accordance with the provisions of the Company Act, Securities and Exchange Act, and relevant laws and regulations. Directors and independent directors shall be elected at the same time but on separate ballots.

The Company will purchase liability insurance for all directors during their term of office and within the scope of their job duties in order to protect the interests of all shareholders and to reduce the operational risk of the Company.

The Company establishes the Audit Committee according to Article 14-4 of the Securities and Exchange Act, and the Audit Committee shall be responsible for executing the authorities of the Audit Committee according to the Company Act, Securities and Exchange Act, and other laws and regulations.

The Audit Committee shall consist of three independent directors, including at least one independent director equipped with a professional background in accounting or finance, and one of the committee members shall act as the convener.

Resolutions at meetings of the Audit Committee shall be adopted with the consent of more than one-half of all members of the committee.

Article 18: The Board of Directors shall be formed by the directors, and one of the directors shall be elected as the Chairman of the Board, and another director shall be elected as the Vice

Chairman. The Chairman of the Board shall act as the Chair of Board of Directors meetings, and shall represent the Company externally.

Article 19: The authorities of the Board of Directors are as follows:

1. Convention of shareholders meetings and execution of resolutions.
2. Determination of business plan.
3. Review of various regulations and important contracts.
4. Approval of the purchase and disposition of important properties of the Company.
5. Determination of important staff of the Company and approval of number of employees of each department.
6. Stipulation and review of the budget, final accounts, and business report.
7. Establishment of proposal for capital increase or reduction, distribution of earnings, or deficit compensation.
8. Determination of other important matters.

Article 20: Meetings of the board of directors shall be convened by the chairman of the board of directors.

Resolutions of a Board of Directors meeting, unless otherwise specified in the laws, shall be adopted based on the attendance of more than half of all directors and the consent of a majority of the attending directors. A director may appoint another director to act as a proxy to attend a Board of Directors meeting on his/her/its behalf according to laws; provided that the proxy shall accept the appointment of one director only.

The notice for the convention of a Board of Directors meeting may be made via the electronic method.

Article 21: In the case where the Chairman of the Board is on leave or absent or cannot exercise his/her power and authority for any cause, his/her deputy shall be handled in accordance with the provision of Article 208 of the Company Act.

Article 22: Remuneration of all directors shall be determined by the Board of Directors meeting, and regardless of the profit or loss of the Company, the remuneration must be paid according to the standard adopted in the same industry.

Chapter V Managers

Article 23: The Company must have one Chief Executive Officer, Vice Chief Executive Officer, and President respectively and several Managers, and the appointment, discharge, and the remuneration thereof shall be handled according to Article 29 of the Company Act.

Chapter VI Accounting

Article 24: The final account date of the Company shall be December 31 of each fiscal year. At the end of each period, the Board of Directors shall prepare the following statements and reports for submission to the Audit Committee for review thirty days before the ordinarily shareholders meeting, followed by submission to the shareholders meeting for ratification.

I. the business report;

II. the financial statements; and

III. the surplus earning distribution or loss off-setting proposals.

Article 25: Where the Company has a profit in a fiscal year, it shall allocate no less than 3% of the profit as employees' remuneration and no more than 2% of the profit as the remuneration of directors. However, where the Company still has accumulated losses, the amount shall be reserved for making up the accumulated losses first.

Article 26: Where the Company has surplus earnings after the final account of a fiscal year, the amount shall be appropriated to pay taxes and to make up the accumulated losses first, followed by setting aside 10% thereof as the legal reserve; however, when the legal reserve has accumulated to reach the capital amount of the Company, such restriction shall not be applicable. Next, an amount equal to the sum of contra equity items incurred during the year shall be provided as a special reserve from after-tax earnings of the current year and unappropriated earnings carried from previous years. If the contra equity items mentioned above are accumulated from previous periods, a special reserve of an equivalent amount shall be provided from unappropriated earnings carried from previous years. This special reserve is unavailable for distribution. If contra equity items are reversed on a later date, the Company may distribute the amount of reversal back to shareholders. The residual balance can then be added to undistributed earnings carried from previous years and distributed as shareholder dividends or retained at Board of Directors' proposal, subject to resolution in a shareholders meeting.

Chapter VII Supplemental Provisions

Article 27: Any matter not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 28: These Articles of Incorporation were duly enacted on March 14, 1988.

The 1st amendment was made on April 30, 1988.

The 2nd amendment was made on July 25, 1988.

The 3rd amendment was made on March 25, 1989.
The 4th amendment was made on November 15, 1989.
The 5th amendment was made on December 3, 1999.
The 6th amendment was made on April 30, 1992.
The 7th amendment was made on November 20, 1992.
The 8th amendment was made on July 2, 1994.
The 9th amendment was made on June 30, 1995.
The 10th amendment was made on June 28, 1996.
The 11th amendment was made on March 15, 1997.
The 12th amendment was made on September 30, 1997.
The 13th amendment was made on May 26, 1998.
The 14th amendment was made on May 31, 2000.
The 15th amendment was made on September 14, 2000.
The 16th amendment was made on June 17, 2002.
The 17th amendment was made on June 17, 2003.
The 18th amendment was made on June 20, 2005.
The 19th amendment was made on June 19, 2006.
The 20th amendment was made on June 21, 2007.
The 21st amendment was made on June 19, 2009.
The 22nd amendment was made on June 18, 2012.
The 23rd amendment was made on June 17, 2016.
The 24th amendment was made on June 15, 2020.
The 25th amendment was made on August 30, 2021.
The 26th amendment was made on June 14, 2022.

EVERTOP WIRE CABLE CORPORATION

June 7, 2021

Approved by the General Shareholders Meeting

Procedures for Election of Directors

Article 1

The elections of directors of the Company shall be conducted in accordance with these Procedures.

Article 2

Except as otherwise provided by law and regulations or by the Company's Articles of Incorporation, the cumulative voting system shall be used for election of the directors at the Company. Each share will have voting rights in a number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 3

Before the election begins, the Chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel, provided that all monitoring personnel shall be shareholders of the Company. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 4

The Board of Directors of the Company shall be elected by the shareholders' meeting from among the persons with legal capacity, and in accordance to the number of directors specified in the Company's Articles of Incorporation, those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chair drawing lots on behalf of any person not in attendance.

When the Company has independent directors, it shall adopt the candidate nomination system in accordance with the Company Act and calculate the voting rights of independent and non-independent directors separately in accordance with the number of directors specified in the Company's Articles of Incorporation.

The qualifications and election of independent directors of the Company shall comply with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."

Article 4-1

The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. Board members should be diversified in a manner that supports the organization's operations, business activities, and growth. The diversification should be based on, but is not limited to, the following two principles:

- (I) Background and Value: Gender, age, nationality, culture, etc.
- (II) Knowledge and Skills: Career background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.

Each Board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the Board as a whole are as follows:

- (I) Ability to make operational judgments.
- (II) Accounting and financial analysis.
- (III) Business administration.
- (IV) Crisis management.
- (V) Industry knowledge.
- (VI) Vision of the global market.
- (VII) Leadership.
- (VIII) Decision making.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

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

Article 4-2

The election of directors of the Company shall be conducted in accordance with the candidate nomination system procedures specified in Article 192-1 of the Company Act. The Company shall review the qualifications of the candidates for directors, their academic background, and whether they are subject to the circumstances set forth in Article 30 of the Company Act. They shall not arbitrarily add any other documents to prove their qualifications, and shall provide the results of the review to the shareholders for their reference in order to elect qualified directors.

When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next 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 to hold a director by-election.

When the number of independent directors falls below that required number under the proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 5

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

Article 6

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "Candidate" column of the ballot. For a non-shareholder

candidate, the voter shall enter the candidate's full name and identity card number in said column of the ballot. However, when the government or a corporate shareholder is a candidate, the title of the government or corporate shareholder should be filled in the "Candidate" column of the ballot with the name of its representative stated. When there are multiple representatives, the names of each respective representative shall be entered.

Article 7

An election ballot is invalid under any of the following circumstances:

- (I) The ballot is not prepared by the Board of Directors.
- (II) A blank ballot is placed in the ballot box.
- (III) The writing is unclear and indecipherable or has been altered.
- (IV) The number of candidates filled in on the ballot exceeds the number of seats to be elected.
- (V) The ballot contains other words or marks in addition to the candidate's name, shareholder account number or ID number, and the allocated number of votes.
- (VI) The account number and name of the candidate who is a shareholder filled in on the ballot are inconsistent with the shareholders' roster, and the name and ID number of the candidate who is not a shareholder filled in on the ballot are incorrect.
- (VII) The name of the candidate entered on the ballot is identical to that of another shareholder, but no shareholder account number is provided on the ballot to identify such individual.

Article 8

After the casting of ballots is completed, the ballots shall be publicly counted and the results of the calculation, including the list of persons elected as directors and the numbers of voting rights with which they were elected, shall be announced by the Chair on the site.

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

Article 9

The Board of Directors shall issue notifications to the persons elected as director.

Article 10

Matters not specified in the "Procedures" shall be handled in accordance with the provisions of the Company Act, the Articles of Incorporation, and relevant law and regulations.

Article 11

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

These Procedures were duly enacted on June 17, 2014.

The 1st amendment was made on June 15, 2020.

The 2nd amendment was made on June 7, 2021.

EVERTOP WIRE CABLE CORPORATION

Chairman: WANG, YIN-HO