Stock Code: 2254

COPLUS INC.

2024 Shareholders' Meeting

Meeting Handbook

Date of Shareholders' Meeting: 10:30 am, May 30, 2024
Shareholders' Meeting Venue: The Company (No. 50, Keji 2nd Rd., Annan Dist., Tainan City)

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I. Call to order

II. Meeting Agenda

COPLUS INC. AND SUBSIDIARIES

2024 General Shareholders' Meeting Agenda

Convening method: Shareholders' meeting assisted by video (the physical shareholders' meeting will be convened with the help of video).

Video conference platform: Taiwan Depository & Clearing Corporation
(URL: https://stockservices.tdcc.com.tw)

Time: 10:30 a.m., May 30, 2024

Location: Main Office (No. 50, Keji 2nd Rd., Annan Dist., Tainan City)

Chairman: Chairman Po-Hua Wu

(1). Chairman's speech

(2). Reported Matters

(a) The Company's 2023 business report

(b) Audit Committee's review report on 2023 final accounts

(3) Matters of recognition

(a) The Company's 2023 financial statements and business report

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(4) Election Discussions and Matters

(a) Re-election of directors

(b) Removal of non-competition restrictions on new directors

(5) Extemporary Motions

(6) Adjournment

Reported matters

Case 1:

Cause of motion: 2023 Business Report

Description: For the Company's 2023 business report, please refer to Attachment 1.

Case 2:

Cause of motion: Audit Committee's review report on 2023 final accounts

Description: Please refer to Attachment 4 of this Handbook for the Company's 2023 Audit Committee's Review Report.

Matters of recognition

Case 1: (proposed by the board of directors)

Cause of motion: The Company's 2023 Financial Statements and Business Report for ratification.

Description: 1. The Company's 2023 parent company only financial statements, consolidated financial statements and business report have been completed.

2. The parent company only and consolidated financial statements referred to above have been audited by CPA Su Yen-da and CPA Kuan Chun-Hsiu of KPMG.

3. For the parent company only and consolidated financial statements, business report and CPAs' audit report, please refer to Attachment 1 to 3 of this Handbook.

Resolution:

Case. 2: (proposed by the board of directors)

Cause of motion: The Company's proposal for making up deficits for 2023 is proposed for recognition.

Description: 1. The Company's net loss after tax for 2023 was NT$ 47,558,082, which was added to the undistributed retained earnings at the beginning of the period to NT$ 500,765, and the legal reserve of NT$ 47,057,317 was used to make up for the loss. The total loss to be compensated at the end of the period was NT$0.

2. For the 2023 deficit compensation table, please refer to Attachment 5.

Resolution:

Election and Discussion Matters

Case 1: (proposed by the board of directors)

Cause of motion: The proposal for a re-election of all Directors is submitted for election.

Description: 1. The term of office of the Company's directors will expire on October 12, 2024, and a re-election will be held at this annual general meeting.

2. According to the Company's Articles of Incorporation, 9 directors (including 3 independent directors) were elected this time. The new directors will take office on the date of re-election, and the term of office will be 3 years from May 30, 2024 to May 29, 2027.

3. The Company adopts a candidate nomination system for directors (including independent directors), and shareholders shall vote on the list of director candidates for appointment.

4. The list of candidates for directors (including independent directors) was approved by the Company's Board of Directors on March 12, 2024. Please refer to Attachment 6.

Election results:

Case. 2: (proposed by the board of directors)

Cause of motion: Please kindly discuss the removal of non-competition restrictions on the newly elected directors.

Description: 1. According to Article 209 of the Company Act, if a new director or his representative of the Company invests or engages in other activities identical or similar to the Company's business scope for himself/herself or another person, without prejudice to the interests of the Company, it shall explain to the shareholders' meeting the important contents of its actions and obtain its approval.

2. In order to make use of the expertise and related experience of the Company's directors, it is proposed to propose to the annual shareholders' meeting to approve the lifting of the non-competition restriction on the new directors.

3. For information on the competition of directors (including independent directors) candidates, please refer to Attachment 7 of this handbook.

Resolution:

Extemporary Motion

Adjournment

III. Attachment

Attachment (1)

COPLUS INC. AND SUBSIDIARIES

Business Report

(1). The Company's business results for 2023:

(a) Business plan implementation results

The Company's consolidated operating revenue, net profit after tax, and earnings per share in 2023 reached NT$ 549,661 thousand, NT$ 47,558 thousand, and NT$ 0.78, respectively, compared to 2022. They were NT$ 928,668 thousand, NT$ 148,709 thousand, and NT$ 2.46, representing 40.81%, 131.98%, and 131.71%, respectively. The decrease in operating revenue was mainly due to the impact of the global economy and rising interest rates in the United States, which resulted in a decrease in operating revenue and a decrease in net income after tax. However, the Company is in the growth stage and will continue to grow in the future, as well as continue to develop new customer groups. In the future, the Company's sales performance has the opportunity to grow with the expansion of the customer base, in order to create better operating performance.

Description	2023	2022	Change %
Operating revenue	549,661	928,668	(40.81)%
Gross profit from sales	156,465	333,881	(53.14)%
Net operating profit	(40,285)	172,427	(123.36)%
Net income before tax	(59,157)	186,058	(131.80)%
Net profit after tax	(47,558)	148,709	(131.98)%

(b) Budget implementation

The Company did not announce financial forecast for 2023 and hence not applicable.

(c) Analysis of financial income, expenditure and profitability

Analysis Items		2023	2022
Financial structure	Liabilities to assets ratio (%)	58.73%	63.63%
	Long-term capital to fixed assets ratio (%)	101.32%	105.03%
Profitability	Return on assets (%)	(1.17)%	7.57%
	Return on shareholders' equity (%)	(5.43)%	21.12%
	Pre-tax profit to paid-in capital ratio (%)	(9.26)%	30.83%
	Net profit margin (%)	(8.65)%	16.01%
	Net earnings (losses) per share (NTD)	(0.78)	2.46

(d) Research and development

1. R&D expenses in the last 2 years

Year	Research expenses (NT$ thousand)	Proportion to the net operating revenue of the year (%)
2023	87,507	15.92%
2022	68,180	7.34%

2. R&D projects:

1) Continue to develop different models, including commercial truck lights LED headlights and water tank grilles
2) Development of intelligent visual assistance system
3) Development of intelligent wheels
4) Development of shock absorbers and intelligent shock absorbers
5) Optimization of various fuel and water tank covers

(2). Summary of the Company's business plan for 2023

(a) Business policy

1. Continue to develop new customers and optimize existing customers to drive the Company's growth momentum.
2. Strive to secure stable sources of materials and processing companies to meet the goals of the long-term development plan.
3. Actively develop various types of vehicle lamps, accelerate the development speed of new products, effectively shorten the time to market for new products, increase the yield rate, and ensure the leading position of product technology.
4. Create high-quality, novel and practical products to deeply cultivate the field of auto modified parts for business diversification.

5. Strengthen the functions of operation and management and improve the ability of employees in an all-round way.

(b) Expected sales volume and basis

1. Expected sales volume: It is expected that the sales volume in 2024 will change due to the global economy and the interest rate increase in the United States.
2. Basis: The plan is based on the estimated demand in the domestic and foreign markets.

(c) Future development strategies of the Company

Since its establishment, the Company has always adhered to a proactive and stable management policy, and gradually recruited outstanding talents in various related fields to create maximum profits for the Company's shareholders and employees. In addition to its own requirements for the speed of product development and production quality, Externally, we continue to maintain stable and good cooperative relations with existing customers, and expand the sales channels of the Company's products through reinvestment, or increase the diversity of the Company's products, all of which are striving to achieve the goal of stable profit growth every year. We will report the results back to our shareholders to create the best return on investment for each shareholder.

(d) Impacts from the external competitive environment, regulatory environment and overall business environment

The Company has always been in response to changes in the external competitive environment, laws and regulations and changes in the overall business environment, through a sound and effective internal control system, stably through each economic cycle. Only with systematic management can we lead the Company towards sustainable development. In addition, the Company has also continued to recruit outstanding talents in various fields, strengthen the Company's human resources, and flexibly adjust the Company's development pace in response to rapidly changing external factors, so as to move toward the established goals.

1. Maintain a complete supply system: The Company, its subsidiaries and suppliers have formed a complete supply network, which gives the Company's production flexibility and sufficient ability to deal with changes in market demand in the face of cyclical fluctuations in the economy.
2. Strengthening R&D capabilities: The Company and its subsidiaries focus on product development and R&D talent training, actively strengthen the Company's R&D capabilities, improve production processes and product quality, and actively develop related products in a diversified manner with the

pulse of the market, in order to reach the technical threshold The development of higher niche products increases the Company's product breadth and mitigates the impact of economic cycles on the Company's operations.

3. Strengthen customer relations and actively explore new customer sources: In addition to actively strengthening customer relations, the Company and its subsidiaries continue to open up new markets. This can increase the sales visibility of the Company's products and reduce the impact on the Company's operations caused by fluctuations in individual regional economies or operational risks generated by individual sales customers.
4. Strengthening of the Company's financial structure: In the face of the impact of global inflation and interest rate hikes, the Company and its subsidiaries maintain good relationships with major partner banks to obtain more favorable interest rates and reduce interest expenses, and use the capital market resources to strengthen Company's financial structure.
5. Talent cultivation and development: Strengthen the education and training of the Company's employees, actively cultivate professional talents, and provide relevant welfare measures, strengthen the employees' cohesion, and strengthen the Company's ability to respond to economic changes.

Finally, I would like to thank all shareholders, ladies and gentlemen, and employees for your long-term support and encouragement to the Company. I would like to express my best regards to you all!

We wish you good health and all the best

Chairman: Po-Hua Wu President: Chih-Pin Wu Accounting Manager: Chien-Chang Hsin

Attachment (2)

Independent Auditor's Report

To the Board of Directors of COPLUS Inc.:

Opinions

We have audited the accompanying balance sheets of Coplus Inc. as of December 31, 2023 and 2022, and the related statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023 and 2022, and notes to the financial statements, including the summary of significant accounting policies (together “the financial statements”).

In our opinion, the parent company-only financial statements referred to above present fairly, in all material respects, the financial position of the Coplus as of December 31, 2023 and 2022, and the financial performance and cash flows for the years ended December 31, 2023 and 2022, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Parent-Only Financial Statements section of our report. We are independent of Coplus Inc. in accordance with the Professional Ethics for Certified Public Accountant of the Republic of China 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 issues are those that, in our professional judgment, were of most significance in our audit of the parent-only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent-only financial statements as a whole and, in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters that we determined should be communicated in the audit report are as follows:

(1) Revenue recognition

For the accounting policy of revenue recognition, please refer to Note (4)(n) of the parent-only financial statements; for the description of revenue recognition, please refer to Note (6)(s) of the parent-only financial statements.

Description of key audit matters:

Coplus Inc. is a listed company involving public interests. Sales revenue is the main indicator for investors to evaluate its operating performance. Therefore, revenue recognition is one of the important matters for the accountants to perform the review of the Company's financial report.

The corresponding audit procedures:

Our audit procedures for the above key audit matters include testing the effectiveness of the design and implementation of internal controls on the sales and collection operations cycle; performing trend analysis of the revenue from the top ten sales customers, including comparing changes between the current period and the same period last year to assess whether there are any major abnormalities; reviewing the sales transactions throughout the year to assess the authenticity of the sales transactions and the correctness of the revenue recognition amounts; reviewing the sales transactions for a period before and after the end of the year to assess the revenue recognition period accuracy.

(2) Inventory valuation

With respect to the accounting policy for inventory valuation, please refer to Note (4)(g) of the parent-only financial statements. For the accounting estimates and assumptions of uncertainty in the net realizable value of inventory valuation, please refer to Note (5). For the description of net realizable value assessment of inventory valuation, please refer to Note (6)(e).

Description of key audit matters:

The main inventories of Coplus Inc. are automotive lamps. Due to the changes in market demand, the original products may no longer meet the market demand, or the product prices may fluctuate drastically, which may cause the inventory cost to be higher than the net realizable value. In addition, the inventory valuation relies on the management to evaluate various internal and external evidences, so the inventory evaluation is one of the important matters in the audit of the financial statements of the Company by the accountants.

The corresponding audit procedures:

Our main audit procedures for the abovementioned key audit matters include understanding the net realizable value used by management to evaluate the inventory, and performing random check procedures to assess the reasonableness of the net realizable value; reviewing the inventory aging report, analyzing the inventory over two periods and conducting random checks to assess the accuracy of the inventory age report; reviewing the accuracy of last year's inventory provision to assess the appropriateness of the estimation method in the current period; evaluating whether the management's response to the inventory disclosure is appropriate.

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

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

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

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

Auditors' Responsibilities for the Audit of the Parent-Only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the parent-only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent-only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 parent-only financial statements, including the accompanying notes, and whether the parent-only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the invested associated using the equity method to express an opinion on the parent-only financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the 2023 parent company only financial statements of Coplus Inc. and are, therefore, 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 Taiwan

Accountants:

Approval reference number of the securities authority : Jin-Guan-Zheng-Shen-Zi #1070304941
(88) Tai-Cai-Zheng (6) No. 18311

March 12, 2024

COPLUS INC. AND SUBSIDIARIES

Parent Company Only Balance Sheet

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Assets	2023.12.31 Amount	%	2022.12.31 Amount	%
	Current assets:				
1100	Cash and cash equivalents (Note (6)(a))	$ 352,342	15	231,794	11
1170	Notes and accounts receivable, net (Note (6)(c)(s) and (7))	27,244	1	36,261	2
1200	Other receivables, net (Note (6)(d) and (7))	540	-	1,163	-
1310	Inventories (Note (6)(e))	134,961	5	98,278	5
1476	Other current financial assets (Note (8))	400	-	200	-
1479	Prepayments and other current assets	13,797	1	7,378	-
	Total current assets	529,284	22	375,074	18
	Non-current assets:				
1517	Non-current financial assets at fair value through other comprehensive income (Note (6)(b))	4,304	-	3,878	-
1550	Investments accounted for using equity method (Note (6)(f))	11,853	1	12,431	1
1600	Property, plant and equipment (Note (6)(g)(k), (8) and (9))	1,716,086	72	1,541,349	74
1755	Right-of-use assets (Note (6)(h) and (l))	3,403	-	9,459	-
1780	Intangible assets (Note (6)(i))	9,700	-	10,815	1
1840	Deferred tax assets (Note (6)(o))	17,684	1	6,385	-
1915	Prepayment for business facilities (Note (6)(g) and (9))	100,945	4	123,625	6
1920	Guarantee deposits paid	744	-	5,325	-
1980	Other non-current financial assets (Note (6)(k) and (8))	5,000	-	-	-
1990	Other non-current assets	683	-	1,209	-
	Total non-current assets	1,870,402	78	1,714,476	82
1xxx	TOTAL ASSETS	$ 2,399,686	100	2,089,550	100

	Financial liabilities and equity	2023.12.31 Amount	%	2022.12.31 Amount	%
	Current liabilities:				
2100	Short-term borrowings (Note (6)(j) and (7))	$ 211,000	9	120,000	6
2130	Current contract liabilities (Note (6)(s))	598	-	3,562	-
2150	Notes payable	112,072	5	103,598	5
2170	Accounts payable	9,753	-	24,044	1
2200	Other payables (Note (6)(t))	42,574	2	57,335	3
2230	Current tax liabilities	-	-	6,154	-
2250	Current provisions (Note (6)(e) and (m))	5,909	-	8,312	-
2280	Current lease liabilities (Note (6)(h) and (l))	1,979	-	5,269	-
2300	Other current liabilities	1,806	-	7,723	-
2322	Long-term liabilities current portion (Note (6)(g)(k), (7) and (8))	275,184	12	134,643	7
	Total current liabilities	660,875	28	470,640	22
	Non-current liabilities:				
2540	Long-term borrowings (Note (6)(g)(k), (7) and (8))	746,381	31	853,933	41
2570	Deferred tax liabilities (Note 6(o))	-	-	114	-
2580	Non-current lease liabilities (Note (6)(h) and (l))	1,525	-	4,340	-
	Total non-current liabilities	747,906	31	858,387	41
2xxx	**Total liabilities**	1,408,781	59	1,329,027	63
	Equity attributable to owners of parent (Note (6)(o)(p)(q)):				
3110	Ordinary shares	639,077	27	603,557	29
3200	Capital surplus	340,824	14	78,309	4
3300	Retained earnings:				
3310	Legal reserve	57,508	2	56,861	3
3320	Special reserve	-	-	187	-
3350	Undistributed Earnings (loss to be made up)	(47,058)	(2)	21,481	1
		10,450	-	78,529	4
3400	Other equity	554	-	128	-
3xxx	**Total equity**	990,905	41	760,523	37
2-3xx	**Total Liabilities and Equity**	$ 2,399,686	100	2,089,550	100

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

COPLUS INC. AND SUBSIDIARIES

Parent Company Only Statements of Comprehensive Income

January 1 to December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

		2023		2022	
		Amount	**%**	**Amount**	**%**
4000	**Operating revenue (Note (6)(s) and (7))**	548,217	100	924,838	100
5000	**Operating costs (Note 6(e)(g)(h)(m)(n)(q) and (12))**	393,152	72	594,450	64
5900	**Gross profit from operations**	155,065	28	330,388	36
6000	**Operating expenses (Note (6)(g)(h)(i)(l)(n)(q)(t), (7) and (12)):**				
6100	Selling expenses	36,415	7	27,958	3
6200	Administrative expenses	71,559	13	63,829	7
6300	Research and development expenses	87,507	16	68,180	8
		195,481	36	159,967	18
6900	**Net operating income (loss)**	(40,416)	(8)	170,421	18
7000	**Non-operating income and expenses (Note (6)(g)(h)(i)(l)(u) and (7)):**				
7100	Interest income	1,814	-	821	-
7010	Other income	8,703	2	5,271	1
7020	Other gains and losses	(2,239)	-	25,899	3
7050	Finance costs	(26,435)	(5)	(17,180)	(2)
7070	Share of profit or loss of subsidiaries accounted for using equity method	(578)	-	502	-
		(18,735)	(3)	15,313	2
7900	**Profit (loss) before tax**	(59,151)	(11)	185,734	20
7950	Less: Income tax expense (Note (6)(o))	(11,593)	(2)	37,025	4
8200	**Profit (loss)**	(47,558)	(9)	148,709	16
8300	**Other comprehensive income, net of income tax (Note (6)(o)):**				
8310	**Components of other comprehensive income that will not be reclassified to profit or loss**				
8316	Unrealized Gains (Losses) from Financial Assets Measured at Fair Value through Other Comprehensive income	426	-	315	-
8399	Less: Income tax related to items not subsequently reclassified to profit or loss	-	-	-	-
8300	**Other comprehensive income, net of income tax**	426	-	315	-
8500	**Total comprehensive income**	**$ (47,132)**	**(9)**	**149,024**	**16**
	Earnings per share (NTD) (Note (6)(r))				
9750	**Basic earnings per share**	**$**	**(0.78)**		**2.46**
9850	**Diluted earnings per share**	**$**	**(0.78)**		**2.46**

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

COPLUS INC. AND SUBSIDIARIES

Parent Company Only Statement of Changes in Equity

January 1 to December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

			Attributable to owners of parent				Other Equity	
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Undistributed Retained Earnings (loss to be made up)	Total	Unrealized Gains (Losses) from Financial Assets Measured at Fair Value through Other Comprehensive income	Total equity
Balance at January 1, 2022	$ 273,350	105,644	17,516	-	251,258	268,774	(187)	647,581
Profit (loss) for the period	-	-	-	-	148,709	148,709	-	148,709
Other comprehensive income (loss) for the period	-	-	-	-	-	-	315	315
Total comprehensive income (loss) for the period	-	-	-	-	148,709	148,709	315	149,024
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	39,345	-	(39,345)	-	-	-
Special reserve appropriated	-	-	-	187	(187)	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(36,082)	(36,082)	-	(36,082)
Common stock dividends	302,872	-	-	-	(302,872)	(302,872)	-	-
Distribution of stock dividends from capital surplus	27,335	(27,335)	-	-	-	-	-	-
Balance at December 31, 2022	**603,557**	**78,309**	**56,861**	**187**	**21,481**	**78,529**	**128**	**760,523**
Profit (loss) for the period	-	-	-	-	(47,558)	(47,558)	-	(47,558)
Other comprehensive income (loss) for the period	-	-	-	-	-	-	426	426
Total comprehensive income (loss) for the period	-	-	-	-	(47,558)	(47,558)	426	(47,132)
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	647	-	(647)	-	-	-
Reversal of special reserves	-	-	-	(187)	187	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(20,521)	(20,521)	-	(20,521)
Cash capital increase	35,520	256,783	-	-	-	-	-	292,303
Employee stock option compensation expense	-	5,732	-	-	-	-	-	5,732
Balance at December 31, 2023	**$ 639,077**	**340,824**	**57,508**	**-**	**(47,058)**	**10,450**	**554**	**990,905**

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

COPLUS INC. AND SUBSIDIARIES

Parent Company Only Statement of Cash Flow

January 1 to December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from operating activities:		
Profit (loss) before tax	$ (59,151)	185,734
Adjustments:		
Adjustments to reconcile profit that do not affect cash flow:		
Depreciation expense	108,640	79,098
Amortization expense	2,449	1,713
Interest expense	26,435	17,180
Interest income	(1,814)	(821)
Dividend income	(87)	(122)
Share of loss (gain) on subsidiaries accounted for using the equity method	578	(502)
Loss on disposal of property, plant and equipment	-	1,248
Loss on disposal of intangible assets	27	15
Share-based payments	5,732	-
Profit from lease modification	(62)	-
Unrealized foreign (gain) on exchange	1,439	(571)
Total adjustments to reconcile profit that do not affect cash flow	143,337	97,238
Changes in operating assets and liabilities:		
Changes in operating liabilities:		
Decrease (increase) in accounts receivable	9,017	(23,486)
Decrease (increase) in other receivables	623	(1,163)
Decrease (increase) in inventory	(36,683)	39,378
Decrease (increase) in prepayments and other current assets	(6,259)	5,792
Total change in operating activities	(33,302)	20,521
Changes in operating liabilities:		
Decrease in current contract liabilities	(2,964)	(1,275)
Increase (decrease) in notes payables	20,255	(125,342)
Decrease in accounts payable	(14,291)	(50,324)
Decrease in other accounts payables	(7,976)	(4,541)
Current provisions decrease	(2,403)	(1,178)
Decrease in other current liabilities	(5,917)	(1,863)
Total changes in operating liabilities	(13,296)	(184,523)
Total changes in operating assets and liabilities	(46,598)	(164,002)
Cash inflow generated from operations	37,588	118,970
Interest received	1,814	821
Dividends received	87	210
Interest paid	(25,309)	(17,778)
Income taxes paid	(6,134)	(82,314)
Net cash flows from operating activities	8,046	19,909
Cash flows used in investing activities:		
Decrease (increase) in other financial assets	(5,200)	3,045
Acquisition of property, plant and equipment	(160,093)	(175,383)
Acquisition of intangible assets	(1,361)	(5,331)
Decrease in refundable deposits	4,581	537
Increase in prepayment for business facilities	(115,155)	(114,680)
Decrease in other non-current assets	526	39
Net cash flows used in investing activities	(276,702)	(291,773)
Cash flows used in financing activities:		
Increase in short-term borrowings	221,000	530,000
Decrease in short-term borrowings	(130,000)	(644,500)
Proceeds from long-term borrowings	189,822	189,405
Repayments of long-term borrowings	(156,833)	(69,909)
Payments of lease liabilities	(5,128)	(5,468)
Cash dividends paid	(20,521)	(36,082)
Cash capital increase	292,303	-
Net cash used in financing activities	390,643	(36,554)
Effect of exchange rate changes on cash and cash equivalents	(1,439)	571
Net decrease in cash and cash equivalents	120,548	(307,847)
Cash and cash equivalents at beginning of period	231,794	539,641
Cash and cash equivalents at end of period	**$ 352,342**	**231,794**

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

Attachment (3)

Independent Auditor's Report

To the Board of Directors of COPLUS Inc.:

Opinions

We have audited the accompanying consolidated balance sheets of Coplus Inc. and its subsidiaries (the “Group”) as of December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023 and 2022, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Coplus as of December 31, 2023 and 2022, and the consolidated financial performance and cash flows for the years ended December 31, 2023 and 2022, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. 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 Professional Ethics for Certified Public Accountant 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 issues are those that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. 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. The key audit matters that we determined should be communicated in the audit report are as follows:

(1) Revenue recognition

For the accounting policy of revenue recognition, please refer to Note 4 (14) of the consolidated financial statements; for the description of revenue recognition, please refer to Note 6 (18) of the consolidated financial statements.

Description of key audit matters:

Coplus Inc. is a listed company involving public interests. Sales revenue is the main indicator for investors to evaluate its operating performance. Therefore, revenue recognition is one of the important matters for the accountants to perform the review of the Group's consolidated financial report.

The corresponding audit procedures:

Our audit procedures for the above key audit matters include testing the effectiveness of the design and implementation of internal controls on the sales and collection operations cycle;
performing trend analysis of the revenue from the top ten sales customers, including comparing changes between the current period and the same period last year to assess whether there are any major abnormalities; reviewing the sales transactions throughout the year to assess the authenticity of the sales transactions and the correctness of the revenue recognition amounts; reviewing the sales transactions for a period before and after the end of the year to assess the revenue recognition period accuracy.

(2) Inventory valuation

With respect to the accounting policy for inventory valuation, please refer to Note 4 (8) of the consolidated financial statements. For the accounting estimates and assumptions of uncertainty in the net realizable value of inventory valuation, please refer to Note 5. For the description of net realizable value assessment of inventory valuation, please refer to Note 6 (5).

Description of key audit matters:

The main inventories of the Group are automotive lamps. Due to the changes in market demand, the original products may no longer meet the market demand, or the product prices may fluctuate drastically, which may cause the inventory cost to be higher than the net realizable value. In addition, the inventory valuation relies on the management to evaluate various internal and external evidences, so the inventory evaluation is one of the important matters in the audit of the consolidated financial statements of the Group by the accountants.

The corresponding audit procedures:

Our main audit procedures for the abovementioned key audit matters include understanding the net realizable value used by management to evaluate the inventory, and performing random check procedures to assess the reasonableness of the net realizable value; reviewing the inventory aging report, analyzing the inventory over two periods and conducting random checks to assess the accuracy of the inventory age report; reviewing the accuracy of last year's inventory provision to assess the appropriateness of the estimation method in the current period; evaluating whether the management's response to the inventory disclosure is appropriate.

Other Matters

Coplus Inc. has additionally prepared its parent company-only financial statements as of and for the years ended December 31, 2023 and 2022, on which we have issued an unmodified opinion.

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, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

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

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

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 auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted will always detect a material misstatement when it exists. Misstatements can arise from fraud or error. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability 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 the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the corporate group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Group's consolidated financial statements for the year ended December 31, 2023 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 Taiwan

Accountants:

Approval reference number of the securities authority : Jin-Guan-Zheng-Shen-Zi #1070304941 (88) Tai-Cai-Zheng (6) No. 18311

March 12, 2024

COPLUS Inc. And Subsidiaries

Consolidated Balance Sheet

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Assets	2023.12.31 Amount	%	2022.12.31 Amount	%
	Current assets:				
1100	Cash and cash equivalents (Note (6)(a))	$ 361,114	15	246,480	12
1170	Notes and accounts receivable, net (Note (6)(c)(s) and (7))	31,645	1	36,234	2
1200	Other receivables, net (Note (6)(d))	-	-	84	-
1310	Inventories (Note (6)(e))	134,961	6	98,278	5
1476	Other current financial assets (Note (8))	400	-	200	-
1479	Prepayments and other current assets	14,201	1	7,861	-
	Total current assets	542,321	23	389,137	19
	Non-current assets:				
1520	Non-current financial assets at fair value through other comprehensive income (Note (6)(b))	4,304	-	3,878	-
1600	Property, plant and equipment (Note (6)(f)(j), (8) and (9))	1,716,086	72	1,541,349	74
1755	Right-of-use assets (Note (6)(h) and (l))	3,403	-	9,459	-
1780	Intangible assets (Note (6)(h))	9,700	-	10,815	1
1840	Deferred tax assets (Note (6)(n))	17,760	1	6,455	-
1915	Prepayment for business facilities (Note (6)(f) and (9))	100,945	4	123,625	6
1920	Guarantee deposits paid	744	-	5,325	-
1980	Other non-current financial assets (Note (6)(j) and (8))	5,000	-	-	-
1990	Other non-current assets	683	-	1,209	-
	Total non-current assets	1,858,625	77	1,702,115	81
1xxx	TOTAL ASSETS	**$ 2,400,946**	**100**	**2,091,252**	**100**

	Financial liabilities and equity	2023.12.31 Amount	%	2022.12.31 Amount	%
	Current liabilities:				
2100	Short-term borrowings (Note (6)(i) and (7))	$ 211,000	9	120,000	6
2130	Current contract liabilities (Note (6)(r))	707	-	3,562	-
2150	Notes payable	112,105	5	103,598	5
2170	Accounts payable	9,753	-	24,044	1
2200	Other payables (Note (6)(s))	43,246	2	58,306	3
2230	Current tax liabilities	-	-	6,548	-
2250	Current provisions (Note (6)(e) and (l))	6,290	-	8,649	-
2280	Current lease liabilities (Note (6)(g) and (k))	1,979	-	5,269	-
2300	Other current liabilities	1,871	-	7,723	-
2322	Long-term liabilities current portion (Note (6)(f)(j), (7) and (8))	275,184	12	134,643	7
	Total current liabilities	662,135	28	472,342	22
	Non-current liabilities:				
2540	Long-term borrowings (Note (6)(f)(j), (7) and (8))	746,381	31	853,933	41
2570	Deferred tax liabilities (Note 6(n))	-	-	114	-
2580	Non-current lease liabilities (Note (6)(g) and (k))	1,525	-	4,340	-
	Total non-current liabilities	747,906	31	858,387	41
2xxx	**Total liabilities**	1,410,041	59	1,330,729	63
	Equity attributable to owners of parent (Note 6(n)(p)(o)):				
3110	Ordinary shares	639,077	27	603,557	29
3200	Capital surplus	340,824	14	78,309	4
3300	Retained earnings:				
3310	Legal reserve	57,508	2	56,861	3
3320	Special reserve	-	-	187	-
3350	Undistributed earnings (loss to be made up)	(47,058)	(2)	21,481	1
		10,450	-	78,529	4
3400	Other equity	554	-	128	-
3xxx	**Total equity**	990,905	41	760,523	37
2-3xx	**Total Liabilities and Equity**	**$ 2,400,946**	**100**	**2,091,252**	**100**

2023.12.31 **2022.12.31**

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

COPLUS Inc. And Subsidiaries

Consolidated Statements of Comprehensive Income

January 1 to December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

		2023 Amount	2023 %	2022 Amount	2022 %
4000	**Operating revenue (Note (6)(r) and (7))**	$ 549,661	100	928,668	100
5000	**Operating costs (Note (6)(e)(f)(g)(l)(m)(p)and (12))**	393,196	72	594,787	64
5900	**Gross profit from operations**	156,465	28	333,881	36
6000	**Operating expenses (Note (6)(f)(g)(h)(k)(m)(p)(s), (7) and (12)):**				
6100	Selling expenses	37,677	7	29,421	3
6200	Administrative expenses	71,566	13	63,853	7
6300	Research and development expenses	87,507	16	68,180	7
		196,750	36	161,454	17
6900	**Net operating income (loss)**	(40,285)	(8)	172,427	19
7000	**Non-operating income and expenses (Note (6)(f)(g)(h)(k)(t)):**				
7100	Interest income	1,910	-	847	-
7010	Other income	7,752	2	4,017	-
7020	Other gains and losses	(2,099)	-	25,947	3
7050	Finance costs	(26,435)	(5)	(17,180)	(2)
		(18,872)	(3)	13,631	1
7900	**Profit (loss) before tax**	(59,157)	(11)	186,058	20
7950	Less: Income tax expenses (Note (6)(n))	(11,599)	(2)	37,349	4
8200	**Profit (loss)**	(47,558)	(9)	148,709	16
8300	**Other comprehensive income, net of income tax (Note (6)(n)):**				
8310	**Components of other comprehensive income that will not be reclassified to profit or loss**				
8316	Unrealized Gains (Losses) from Financial Assets Measured at Fair Value through Other Comprehensive income	426	-	315	-
8399	Less: Income tax related to items not subsequently reclassified to profit or loss	-	-	-	-
8300	**Other comprehensive income, net of income tax**	426	-	315	-
8500	**Total comprehensive income**	**$ (47,132)**	**(9)**	**149,024**	**16**
	Earnings per share (NTD) (Note 6(q))				
9750	**Basic earnings per share**	**$ (0.78)**		**2.46**	
9850	**Diluted earnings per share**	**$ (0.78)**		**2.46**	

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

COPLUS Inc. And Subsidiaries

Consolidated Statement of Changes in Equity

January 1 to December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Attributable to owners of parent						Other Equity	
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Undistributed Retained Earnings (loss to be made up)	Total	Unrealized Gains And Losses From Financial Assets Measured At Fair Value Through Other Comprehensive Income	Total equity
Balance at January 1, 2022	$ 273,350	105,644	17,516	-	251,258	268,774	(187)	647,581
Profit (loss) for the period	-	-	-	-	148,709	148,709	-	148,709
Other comprehensive income (loss) for the period	-	-	-	-	-	-	315	315
Total comprehensive income (loss) for the period	-	-	-	-	148,709	148,709	315	149,024
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	39,345	-	(39,345)	-	-	-
Special reserve appropriated	-	-	-	187	(187)	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(36,082)	(36,082)	-	(36,082)
Common stock dividends	302,872	-	-	-	(302,872)	(302,872)	-	-
Distribution of stock dividends from capital surplus	27,335	(27,335)	-	-	-	-	-	-
Balance at December 31, 2022	**603,557**	**78,309**	**56,861**	**187**	**21,481**	**78,529**	**128**	**760,523**
Profit (loss) for the period	-	-	-	-	(47,558)	(47,558)	-	(47,558)
Other comprehensive income (loss) for the period	-	-	-	-	-	-	426	426
Total comprehensive income (loss) for the period	-	-	-	-	(47,558)	(47,558)	426	(47,132)
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	647	-	(647)	-	-	-
Reversal of special reserves	-	-	-	(187)	187	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(20,521)	(20,521)	-	(20,521)
Cash capital increase	35,520	256,783	-	-	-	-	-	292,303
Employee stock option compensation expense	-	5,732	-	-	-	-	-	5,732
Balance at December 31, 2023	**$ 639,077**	**340,824**	**57,508**	**-**	**(47,058)**	**10,450**	**554**	**990,905**

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

COPLUS Inc. And Subsidiaries

Consolidated Statement of Cash Flows

January 1 to December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from operating activities:		
Profit (loss) before tax	$ (59,157)	186,058
Adjustments:		
Adjustments to reconcile profit that do not affect cash flow:		
Depreciation expense	108,640	79,098
Amortization expense	2,449	1,713
Interest expense	26,435	17,180
Interest income	(1,910)	(847)
Dividend income	(87)	(122)
Loss on disposal of property, plant and equipment	-	1,248
Loss on disposal of intangible assets	27	15
Share-based payments	5,732	-
Profit from lease modification	(62)	-
Unrealized foreign (gain) on exchange	1,454	(558)
Total adjustments to reconcile profit that do not affect cash flow	142,678	97,727
Changes in operating assets and liabilities:		
Changes in operating liabilities:		
Decrease (increase) in accounts receivable	4,589	(23,459)
Decrease (increase) in other receivables	84	(84)
Decrease (increase) in inventory	(36,683)	39,378
Decrease (increase) in prepayments and other current assets	(6,178)	5,315
Total net change in operating activities	(38,188)	21,150
Changes in operating liabilities:		
Decrease in financial liabilities held for trading	(2,855)	(1,275)
Increase (decrease) in notes payables	20,288	(125,342)
Decrease in accounts payable	(14,291)	(50,324)
Decrease in other accounts payables	(8,275)	(3,639)
Current provisions decrease	(2,359)	(841)
Decrease in other current liabilities	(5,852)	(1,868)
Total changes in operating liabilities	(13,344)	(183,289)
Total changes in operating assets and liabilities	(51,532)	(162,139)
Cash inflow generated from operations	31,989	121,646
Interest received	1,910	847
Dividends received	87	210
Interest paid	(25,309)	(17,778)
Income taxes paid	(6,530)	(82,314)
Net cash flows from operating activities	2,147	22,611
Cash flows used in investing activities:		
Decrease (increase) in other financial assets	(5,200)	3,045
Acquisition of property, plant and equipment	(160,093)	(175,383)
Acquisition of intangible assets	(1,361)	(5,331)
Decrease in refundable deposits	4,581	537
Increase in prepayment for business facilities	(115,155)	(114,680)
Decrease in other non-current assets	526	39
Net cash flows used in investing activities	(276,702)	(291,773)
Cash flows used in financing activities:		
Increase in short-term borrowings	221,000	530,000
Decrease in short-term borrowings	(130,000)	(644,500)
Proceeds from long-term borrowings	189,822	189,405
Repayments of long-term borrowings	(156,833)	(69,909)
Payments of lease liabilities	(5,128)	(5,468)
Cash dividends paid	(20,521)	(36,082)
Cash capital increase	292,303	-
Net cash used in financing activities	390,643	(36,554)
Effect of exchange rate changes on cash and cash equivalents	(1,454)	558
Net decrease in cash and cash equivalents	114,634	(305,158)
Cash and cash equivalents at beginning of period	246,480	551,638
Cash and cash equivalents at end of period	**$ 361,114**	**246,480**

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

Chairman: Po-Hua Wu **Managerial officer: Chih-Pin Wu** **Accounting Manager: Chien-Chang Hsin**

Attachment (4)

Audit Committee's Review Report

The Board of Directors prepared the Company's 2023 financial statements, business report and loss off-setting proposal. The 2023 financial statements were audited by KPMG. The Audit Committee has reviewed the financial statements, business report, and loss allowance statement, and found no objectionable difference. We hereby submit this report in accordance with the Securities and Exchange Act and the Company Act.

Sincerely,

2024 Shareholders' Meeting of the Company

COPLUS INC. AND SUBSIDIARIES
Audit Committee Convener: Chao-Peng Chou

March 12, 2024

Attachment (5)

COPLUS INC. AND SUBSIDIARIES

Deficit Compensation Statement

2023

Unit: NT$

Description		Amount
Undistributed retained earnings at the beginning of the period		$ 500,765
Add: Current net loss after tax		(47,558,082)
Accumulated losses at the end of the period		$ (47,057,317)
Items of deficit offset:		
Legal reserve used to offset accumulated deficits		47,057,317
Losses to be compensated at the end of the period		$ 0

Chairman: Po-Hua Wu Manager: Chih-Pin Wu Accounting Manager: Chien-Chang Hsin

Attachment (6)

List of candidates for directors (including independent directors)

Name of director candidate	Academic background	Experience	Current position	Number of shares
Tesra Investment Co., Ltd.				21,789,648
Representative: Po-Hua Wu	Department of Electrical Engineering, Southern Taiwan University of Science and Technology	Chairman, GIN SENG INDUSTRIAL CO., LTD.	Chairman, COPLUS INC. NJStar Holding Ltd. Director Director, GALAXY INVESTMENT VENTURE INC. Director, TRIUMPHAL INC. Director, Tesra Investment Co., Ltd. Chairman, Moso View Inc. Chairman, JBT Inc. Chairman, Inetwork Inc. Chairman, Takomore Inc. Director, SHENG YING Investment Co., Ltd.	
Tesra Investment Co., Ltd.				21,789,648
Representative: Hui-Ya Lin	Department of Applied Foreign Languages, Tainan University of Technology	Administrative Management, CMI Credit LTD.	Director, He Yao Enterprise Co., Ltd.	
Cosmo Inc.				6,159,493
Representative: Hsuan-Ting Hsu	Department of Fashion Design, Taichung Municipal Taichung Home Economics and Commercial High School	Director, CMI Credit LTD.	Director, CMI Credit LTD.	
Chih-Pin Wu	Master of Electrical Engineering, USC Department of Information Engineering, Feng Chia University	Manager, COPLUS INC. BIPLUS INC. Manager of Administration Department Manager of Administration Department, GIN SENG INDUSTRIAL CO., LTD.	General Manager, COPLUS INC. Director, YESUN INVESTMENT Limited	11,040
Name of director candidate	Academic background	Experience	Current position	Number of shares
Hsi-Yao Chen	Master of Business Administration, Da-Yeh University	Chairman, E-LEAD ELECTRONIC CO., LTD. Vice President, E-LEAD ELECTRONIC CO., LTD. Chairman, E-LEAD ELECTRONIC (Jiangsu) Co., Ltd. Chairman, UTMOST SPEED CO., LTD Chairman, HUGE PROFIT CO., LTD	Director, OKAY Enterprise Co., Ltd.	123,000

		Chairman, E–LEAD TECHNOLOGY		
Chih-Chieh, Liang	Master of Business Administration, Da-Yeh University	7th Directors, Changhua County Public Welfare Channel Foundation Chairman, All-China Development & Investment Association Advisor, Executive Yuan Director, International Business Research Institute of Changhua County Lecturer, Zhongzhou University of Science and Technology	Chairman, 3S System Technology Inc. Chairman, Hong Tai Investment Co., Ltd. Chairman, HURNG DING ENTERPRISE CO., LTD. Chairman, JON-WHUA PRINTING ENTERPRISE CO.,LTD. President, Hongchuang Construction Co., Ltd.	0

Name of independent director candidate	Academic background	Experience	Current position	Number of shares
Chao-Peng Chou	Master of Management, National Taiwan University of Science and Technology (Previously known as the Industrial Management Program, Engineering Technology Research Institute, Taiwan Institute of Technology) Master of Law, National Chengchi University (in-service and part-time) Department of Accounting, Fu Jen Catholic University	CFO, Financial Supervisor, Accounting Supervisor, Spokesperson of Kuen Chaang Uppertech Corp. CPA, Cheng Xin United Accounting Firm Group CFO and Chief Auditor, HOTRON PRECISION ELECTRONIC INDUSTRIAL CO.LTD Capital Market Division of PK Securities Wealth Management Department, CAPITAL SECURITIES CORP. Assistant Vice President, Underwriting Department, Shin Kong Securities Assistant Vice President, Underwriting Department, MasterLink Securities Corp. Lecturer, Takming Institute of Technology (part-time) Shin Kong Life Insurance Auditor, Deloitte Taiwan		0
Independent Director Name of candidate	Academic background	Experience	Current position	Number of shares
Hung-Chang Lin	Department of International Business, EMBA, National Taiwan University Institute of Finance, The George Washington University Department of Mechanical Engineering, National Cheng Kung University	Independent Director, TAIWAN FERTILIZER CO., LTD. Senao International Co., Ltd. Finance Assistant Vice President and Spokesperson	Chief Strategy Officer, Pharmigene, Inc. Director, GREENYN BIOTECHNOLOGY CO., LTD Independent Director, Nishoku Technology Inc. Independent Director, TOPLUS GLOBAL CO., LTD. Representative of Institutional Director, Provision Information Co., Ltd.	0
Zhen-Fu Jiang	Master of Accounting, National Taipei University	Senior Specialist, TPEx Listing Review Department, Taipei Exchange Fu Hwa Securities Co., Ltd.	Partner and Certified Public Accountant, LI-CHAN & CO. CPAS.	0

	Department of Accounting, National Taiwan University	Project Assistant Manager Investigator, Deloitte Taiwan	Independent Director, Long Time Technology Co., Ltd. Independent Director, Zhong Yang Technology Co., Ltd	

Attachment (7)

Contents of prohibition on competing business involvements for candidates for directors (including independent directors)

Job Title	Name	Name of the Company concurrently serving as the company	Position assumed
Director Representative	Representative of Tesra Investment Co., Ltd.: Wu, Po-Hua	NJStar Holding Ltd. GALAXY INVESTMENT VENTURE INC. TRIUMPHAL INC. Tesra Investment Co., Ltd. Moso View Inc. JBT Inc. Inetwork Inc. Takomore Inc. SHENG YING Investment Co., Ltd.	Director Director Director Director Chairman Chairman Chairman Chairman Director
Director Representative	Representative of Tesra Investment Co., Ltd.: Hui-Ya Lin	He Yao Enterprise Co., Ltd.	Director
Director Representative	Representative of Cosmo Inc.: Hsu, Hui-Ting	Cosmo Inc.	Director
Director	Chih-Pin Wu	YESUN INVESTMENT Limited	Director
Director	Hsi-Yao Chen	OKAY Enterprise Co., Ltd.	Director
Director	Chih-Chieh, Liang	3S System Technology Inc. Hong Tai Investment Co., Ltd. HURNG DING ENTERPRISE CO., LTD. JON-WHUA PRINTING ENTERPRISE CO., LTD. Hongchuang Construction Co., Ltd.	Chairman Chairman Chairman Chairman President
Independent Director	Hung-Chang Lin	Pharmigene, Inc. GREENYN BIOTECHNOLOGY CO., LTD Nishoku Technology Inc. TOPLUS GLOBAL CO., LTD. Provision Information Co., Ltd.	CSO Director Independent Director Independent Director Representative of Institutional Director
Independent Director	Zhen-Fu Jiang	CPA Taiwan, Inc. Long Time Technology Co., Ltd. Zhong Yang Technology Co., Ltd	Partner and Certified Public Accountant Independent Director Independent Director

IV. Appendix

Appendix (1)

COPLUS INC. AND SUBSIDIARIES
Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company was duly incorporated in accordance with the Company Act and named 巨鎧精密工業股份有限公司. The English name of the Company is COPLUS INC.

Article 2: The Company's business scope is as follows:

Motor Vehicles and Parts Manufacturing
Motorcycle and Parts Manufacturing
Wholesale of Hardware
Wholesale of Motor Vehicle Parts and Motorcycle Parts.
Retail Sale of Motor Vehicle Parts. Motorcycle Parts.
International Trade
Wholesale of Motor Vehicles
Wholesale of Motorcycles
Retail Sale of Motor Vehicles
Retail Sale of Motorcycles
Product Designing
All business activities that are not prohibited or restricted by

Article 3: The Company shall have its head office in Tainan City, and when necessary, upon the resolution of the Board of Directors, it may establish branch offices or other branches at home and abroad.

Article 4: The Company may make guarantees to others for business purposes.

Article 5: The Company shall make public announcements in accordance with Article 28 of the Company Act.

Article 6: The total amount of the Company's reinvestment is not restricted by Article 13 of the Company Act that the reinvestment shall not exceed 40% of the paid-in capital.

Chapter 2 Shares

Article 7: The total capital of the Company is NT$ 1,680,000,000 divided into 168,000,000 shares at a par value of NT$ 10 per share. Among them, the unissued shares are authorized to be issued by the board of directors in batches, and some of them may be preferred shares.
Within the aforementioned total capital, NT$ 168,000,000 is reserved for the issuance of employee stock option certificates or corporate bonds with

stock warrants, and the Board of Directors is authorized to issue such bonds according to business needs.

Article 7-1: The Company may issue employee stock options, transfer employee treasury shares, reserve a certain percentage of new shares for subscription by employees in accordance with the law, and issue new restricted shares to employees, to employees of subsidiaries of the Company or subsidiaries who meet certain criteria. and the manner of acquisition shall be authorized by the Board of Directors.

Article 7-2: With the consent of at least two-thirds of the voting rights of the shareholders present at a general meeting attended by shareholders representing a majority of the total number of outstanding shares, the Company's shares repurchased to be transferred to employees at a price lower than the actual average price of the shares repurchased; or Issue employee stock options at a subscription price lower than the closing price on the issue date.

Article 7-3: The Company's share certificates shall be registered and may be exempted from printing share certificates, but shall be issued in accordance with the Company Act or registered in accordance with the regulations of the relevant authorities.

Article 8: The registration of the transfer of shares shall not be made within 60 days prior to the convening date of a regular shareholders meeting, or within 30 days prior to the convening date of a special shareholders meeting, or within 5 days prior to the record date determined by the Company for distribution of dividends and bonuses or other benefits.

Article 8-1: The stock affairs of the Company shall be handled in accordance with the relevant laws and the requirements of the competent authorities.

Chapter 3 Shareholders' Meeting

Article 9: There are two types of shareholders' meetings: ordinary meetings and extraordinary meetings. Regular meetings shall be convened once a year, which shall be convened by the Board of Directors in accordance with the law within six months after the end of each fiscal year.

Unless otherwise provided in the Company Act, the shareholders' meetings referred to in the preceding paragraph shall be convened by the Board of Directors.

Electronic voting is one of the means by which the Company's shareholders may exercise their voting rights, and the relevant procedures are handled in accordance with the regulations of the competent authority.

The Company's shareholders' meeting may be convened by videoconference or other means announced by the central competent authority. Unless otherwise prescribed by the securities regulator, the conditions, operating procedures, and other matters required for video-conference shall be followed.

Article 10: When a shareholders' meeting is convened by the Board of Directors, the Chairman shall preside over the meeting. When the chairperson is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall designate a director to act on his or her behalf. If the chairperson does not appoint a representative, the directors shall select from among themselves one person to serve as the chair. If a meeting is convened by a person entitled to convene other than the Board of Directors, such person shall preside over the meeting. If there are two or more conveners, one should be designated to assume this responsibility. If a shareholder is unable to attend the shareholders' meeting for any reason, he/she may appoint a proxy to attend the meeting by providing a power of attorney issued by the company with his/her signature or seal stating the scope of authorization. The rules governing the attendance of a proxies in accordance with Article 177 of the Company Act

In addition to the provisions of the preceding paragraph, the regulations governing the attendance of shareholders by proxy shall be governed by the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 11: Each shareholder of the Company shall have one voting right for each share held, unless otherwise provided in the law.

Article 12: Unless otherwise provided by the Company Act, resolutions at a shareholders' meeting shall be made by a majority vote of the shareholders present, who represent more than half of the total number of outstanding shares. The resolutions of the shareholders' meeting shall be recorded in the minutes of meeting, signed or sealed by the chairman of the shareholders' meeting, and distributed to each shareholder within 20 days after the meeting. The production and distribution of the minutes may be made by public announcement.

Article 12-1: If the Company has a plan to cancel the public offering in the future, it shall be approved by a majority of the voting rights of the attending shareholders at a general meeting attended by the shareholders representing more than two-thirds of the total number of issued shares.

Chapter 4 Directors and Audit Committee

Article 13: The Company shall have seven to nine directors under a candidate nomination system. Their tenure is three years and they shall be eligible for re-election.

Among the above-mentioned number of directors, at least three are independent directors, and the number of directors shall not be less than one-fifth of the number of directors. The professional qualifications, shareholdings, restrictions on part-time roles, nomination and election methods of independent directors, and other matters to be complied with, shall be in accordance with the Company Act and the Securities and Exchange Act.

Article 13-1: The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, consisting of all independent directors, and its number shall not be less than three. The Audit Committee and its members are responsible for carrying out the supervisors' duties and responsibilities as required by relevant laws and regulations.

The Company may establish other functional committees depending on the operational needs of the Company. The establishment of relevant committees and the exercise of powers shall be determined by the Board of Directors through negotiation in accordance with the relevant regulations of the competent authorities.

Article 14: The board of directors shall be organized by directors and shall be attended by at least two-thirds of the directors and approved by a majority of the directors present to elect a chairman from among themselves. The chairman of the board of directors represents the Company externally.

If a director is unable to attend a board meeting for any reason, he/she may appoint another director to attend the meeting on his/her behalf by issuing a written proxy and stating the scope of authorization within the reasons for convening the meeting.

The board meeting may be held via teleconference. A director participating in the meeting via teleconference shall be deemed to have attended the meeting in person.

Article 14-1: The meeting of the Board of Directors shall be convened with a notice in writing, fax, or e-mail to all directors within the time limit prescribed by the securities authority, stating the reasons for the meeting. In case of emergency, a meeting of the board of directors may be convened at any time.

Article 15: When the chairperson is on leave or for any reason unable to exercise the powers of the chairperson, his/her deputy shall handle matters in accordance with Article 208 of the Company Act.

Article 16: The directors of the Company may be paid a monthly remuneration, which shall be determined by the Board of Directors according to their operating performance and contribution value, taking into account the usual standards of the industry.

If a director of the Company concurrently holds other positions in the Company, he/she may receive a monthly salary in accordance with the salary level of an ordinary managerial officer for his or her duties with the Company.

Article 16-1: The Company may take out liability insurance for directors' liabilities under the law within the scope of their duties during their term of office. After insurance is purchased or renewed, the insurance amount and the insurance coverage shall be reported to the next board meeting.

Chapter 5 Managers

Article 17: The Company may have managerial officers, and the appointment, dismissal and remuneration of the managerial officers shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 18: At the end of each fiscal year, the board of directors of the Company shall prepare the following tables and reports, and submit them to the general shareholders' meeting in accordance with the statutory procedures for request for recognition:

1. Business Report
2. Financial statements
3. Earnings distribution or loss off-setting proposals

Article 19: If the Company makes a profit in the year, it shall allocate 0.1% to 15% as the remuneration to the employees and no more than 3% as the remuneration of the directors. The proposal for the remuneration shall be resolved by the board of directors and reported to the shareholders' meeting. However, if the Company still has accumulated losses, the amount to be compensated.

The board resolution determines the distribution of employee remuneration in the form of stock or cash. The distribution includes employees who meet certain criteria in controlled or subordinate companies. The board is authorized to formulate the relevant criteria.

Article 19-1: The Company's earnings or deficits may be distributed at the end of each fiscal year. If there is a surplus in the settlement of the first half of the fiscal year, the distribution is as follows:

1. Payment of tax;
2. Making up for accumulated losses;
3. Estimate the remuneration of the retained employees and directors;
4. Setting aside 10% as a legal reserve, except when the legal reserve has reached the amount of the Company's paid-in capital;
5. After setting aside or reversing special reserve depending on the Company's operational needs and laws and regulations;
6. If there are earnings, and the adjustment for the accumulated undistributed earnings of the previous period and the undistributed earnings of the current period, the Board of Directors shall prepare a earnings distribution proposal in the form of new shares, and submit it to the shareholders' meeting for resolution; The distribution shall be approved by the Board of Directors and reported to the Shareholders' Meeting.

If there is earnings in the annual final accounts, the distribution shall be as follows:

1. Payment of tax;
2. Making up for accumulated losses;
3. Setting aside 10% as a legal reserve, unless the legal reserve has reached the amount of the Company's paid-in capital;
4. After setting aside or reversing the special reserve depending on the Company's operational needs and laws and regulations;
5. If there are earnings, and the accumulated undistributed earnings at the beginning of the corresponding period and the adjustment of the undistributed earnings of the current period are adjusted, the board of directors shall prepare a proposal for the distribution of the earnings in the form of new shares, submit it to the shareholders' meeting for resolution.

In accordance with paragraph 5, Article 240 of the Company Act, the Company authorizes the Company to divide the dividend or bonus to be distributed according to the resolution adopted by more than two-thirds of the directors in attendance and by more than half of the directors’ present. All or part of the legal reserve and capital surplus as specified in paragraph 1, Article 241 of the Company Act shall be distributed in cash and reported to the shareholders' meeting.

Article 19-2: The Company's dividend policy is determined based on the Company's profitability, future business development and the protection of shareholders' rights and interests. The method of dividend distribution is determined by the Board of Directors in accordance with these Articles of Incorporation, and shall depend on the Company's capital stock, financial structure, operating Shareholders' dividends shall be distributed no less than 10% of the after-tax earnings of the year, and capitalization of earnings or cash dividends shall be adopted at the resolution of the shareholders' meeting to achieve a balanced and stable dividend policy. However, cash dividends shall not be less than 10% of the total dividends.

Chapter 7 Supplementary Provisions

Article 20: Matters not covered in the Articles of Incorporation shall be handled in accordance with the Company Act.

Article 21: The Articles of Incorporation were established on September 9, 2013; the first amendment was made on March 7, 2014; the second amendment was made on December 5, 2014; the third amendment was made on June 8, 2016; the fourth amendment was made on June 8, 2019; the fifth amendment was made on June 16, 2021; the 6th amendment was made on June 1, 2022; the 7th amendment was made on June 6, 2023.

COPLUS INC. AND SUBSIDIARIES
Chairman: Po-Hua Wu

COPLUS INC.

Internal control system					
Name of system	**Rules of Procedure for Shareholder Meetings**			**Date of issue**	**2023.06.06**
Document No.	**IC-W-2**	**Version**	**3.0**	**Pages**	**1/16**

Version	Date	Writer	Summary of the changes
1.0	2020.07.01		Newly regulated
2.0	2022.06.01		Rev. 1
3.0	2023.06.06		Rev. 2

Article 1: Purpose

In order to establish a good governance system, improve the supervisory function and strengthen the management function of the Company's shareholders' meeting.

Article 2: Basis

Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 3: Scope of Application

Except as otherwise provided by laws or the Articles of Incorporation, the Company's shareholders' meetings shall be governed by these Rules of Procedure.

Article 4: Shareholders' meetings of the Company shall be convened by the Board of Directors, unless the law provides otherwise.

Changes to the method of convening a shareholders' meeting of the Company shall be subject to a resolution of the board of directors, and no later than the despatch of the notice of the shareholders' meeting.

The Company shall submit the notice of meeting, the proxy form, the motions for ratification, motions for discussion, election or dismissal of directors, etc. before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of an extraordinary shareholders' meeting, The data is compiled into electronic files and transmitted to the Market Observation Post System. The Company shall prepare electronic versions of the shareholders meeting agenda and supplementary meeting materials and upload them to the Market Observation Post System (MOPS) before 21 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.

However, the Company's paid-in capital at the end of the most recent fiscal year has reached NTD 10 billion or more, or the total shareholding of foreign and Chinese investors as stated in the shareholder roster for a general meeting in the most recent fiscal year is more than 30%, the transmission of the said electronic files shall be completed 30 days before the ordinary shareholders' meeting.

Fifteen days before the shareholders' meeting, the shareholders' meeting handbook and supplementary materials shall be made available to shareholders for review at any time, and placed on display at the Company and the professional share registration agent appointed by the Company. On the day of the shareholders' meeting, the following shall be observed for the information of shareholders:

(1) When a physical shareholders' meeting is convened, they shall be distributed at the site of the shareholders' meeting.

(2) When a shareholder meeting is convened via video conference, it shall be distributed at the site of the shareholders' meeting and transmitted to the video conference platform as an electronic file.

(3) When a shareholder meeting is held by video, the electronic file shall be transmitted to the video conference platform.

The reasons for convening the meeting shall be specified in the notice and announcement; the notice may be given by electronic means with the consent of the addressee.

Election or dismissal of directors, changes to the Articles of Incorporation, capital reduction, application for cessation of public offering, director's permission to engage in business, capitalization of earnings, capital reserve, dissolution, merger, spin-off. The matters referred to in paragraph 1, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the agenda, and may not be proposed as an interim motion.

The reasons for convening the shareholders' meeting have stated the re-election of directors and supervisors, and the inauguration date. After the completion of the re-election at the shareholders' meeting, the inauguration date may not be changed by extemporary motion or in the same meeting.

Shareholders holding one percent or more of the total number of issued shares may propose to the Company in writing for a regular shareholders meeting. However, it is limited to one proposal only, and any proposal with more than one proposal will not be included in the meeting agenda. In addition, the Board of Directors may not include the motions proposed by shareholders under any of the circumstances described in paragraph 4, Article 172-1 of the Company Act into the agenda.

A shareholder may make a proposal to urge the company to promote public interest or to fulfill its social responsibilities. Procedurally, such proposal shall be limited to one item in accordance with the relevant provisions of Article 172-1 of the Company Act. Not included in the agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than ten days.

Each proposal submitted by shareholders is limited to 300 words. A proposal exceeding 300 words will not be included in the discussion agenda. Shareholders making proposals should attend the general shareholders' meeting in person or entrust an agent to attend and participate in the discussion of the proposal.

The Company shall notify the results of the motions to the shareholders before the date of notice for the shareholders' meeting, and list the motions in compliance with the requirements of this article in the meeting notice. For shareholders' proposals that are not included in the agenda, the board of directors shall explain the reasons for not including such proposals at the shareholders' meeting.

Article 5:

(1) A shareholder may appoint a proxy to attend each shareholders' meeting by presenting the proxy form issued by the Company and stating the scope of the proxy's authorization.

(2) A shareholder may only issue one proxy form and appoint one proxy only, and shall serve the proxy forms to the Company no later than five days before the date of the shareholders' meeting. In case of duplicate proxy forms, the one received first shall prevail. Except for a declaration to revoke the previous appointment.

(3) After a proxy form has been delivered to the Company, if a shareholder intends to attend the meeting in person or to exercise voting rights in writing or electronically, a written notice of proxy cancellation shall be submitted to the Company two days prior to the scheduled date of the meeting. If the cancellation notice is submitted after that time, the votes cast by the proxy at the meeting shall prevail.

(4) After a proxy form has been delivered to the Company, if a shareholder intends to attend the shareholders meeting by video conference, a written notice of proxy cancellation should be submitted to the Company two days prior to the meeting date; if the cancellation notice is submitted after that time, the votes cast by the proxy at the meeting shall prevail.

Article 6:

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 not start earlier than 9 a.m. or later than 3 p.m. and the location and time of the meeting shall take into full consideration the opinions of independent directors.

The location of a shareholders' meeting of the Company held by videoconference is not limited by the preceding paragraph.

Article 7:

(1) The Company shall specify in the meeting notice the time and place for attendance of shareholder registrations, and other matters to be noted.

(2) The check-in time shall be at least 30 minutes before the commencement of the meeting; the check-in location shall be clearly marked and sufficient qualified personnel shall be assigned to handle the registration; the meeting platform will accept registrations for shareholders 30 minutes before the video conference of the shareholders' meeting. Shareholders who have completed registrations shall be deemed to have attended the meeting in person.

(3) Shareholders shall attend the shareholders meeting with the attendance card, sign-in card or other attendance documents. The Company shall not arbitrarily add requirements for other supporting documents; the solicitor for the solicitation of proxy forms shall also bring identification documents for future reference.

(4) The Company shall prepare a signature book for the attending shareholders to sign in, or the attending shareholders shall hand in a sign-in card in lieu of signing in.

(5) The Company shall provide the attending shareholders with the meeting handbook, annual report, attendance card, speech memo, voting ballot and other meeting materials; if there is an election of directors, an election ballot shall be attached.

(6) If the shareholder is a government agency or institution, more than one representative may be represented at the shareholders' meeting. When a legal person is entrusted to attend a shareholders' meeting, it may appoint only one representative to attend the meeting. If a shareholders meeting is convened by way of video conference, shareholders who wish to attend by way of video conference shall register with the Company two days before the shareholders meeting.

(7) If a shareholders' meeting is convened by video conference, the Company shall upload

the agenda handbook, annual report and other relevant materials to the shareholders' meeting video conference platform at least 30 minutes before the start of the meeting, and keep the disclosure until the end of the meeting.

Article 7-1:

The Company shall specify the following in the shareholder meeting notice when convening a shareholder meeting via videoconference:

(1) Shareholders' participation in video conference and methods for exercising their rights.

(2) The handling of obstacles to the video conference platform or participants through video conference due to natural disasters, accidents or other force majeure events, including at least the following:

(a) The time when the preceding obstacles continue to be excluded and it is necessary to postpone or continue the meeting, and if it is necessary to postpone or continue the meeting.

(b) Shareholders who participate in the original shareholders' meeting by video conference without registration shall not be allowed to participate in the adjourned or continued meeting.

(c) If the video conference cannot be held, the total number of shares represented by shareholders meeting by video conference after deducting the number of shares attending the video conference and the total number of shares represented by shareholders meeting by convention should be proceeded with video conference. Shareholders, the number of shares in attendance shall be counted in the total number of shares of the shareholders present and it shall be deemed as their abstention on all proposals at the said general meeting.

(d) The manner in which all motions have been announced but no extemporary motion is carried out.

(3) Convening of the shareholders meeting by video conference, and shall specify the appropriate alternatives for shareholders who have difficulty in participating in the shareholder meeting by video.

Article 8:

If a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson. When the chairperson is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act as the chair. There is no vice chairperson or the vice chairperson is also on leave or unable to exercise the powers of the chair If there is no managing director, designate a director.

If a managing director or a director serves as chair in the preceding paragraph, the managing director or director shall be the one who has held the position for more than six months and who understands the financial and business conditions of the company. The same shall apply to a representative who is a legal person director.

A shareholders meeting convened by the Board of Directors shall be convened by a chairperson of the Board of Directors. It is advisable that a majority of the directors of the Board of Directors and at least one member of each functional committee shall attend the meeting. The attendance shall be recorded in the shareholders' meeting minutes.

If a shareholders' meeting is convened by a party with the 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 appointed lawyers, certified public accountants or related personnel to attend the shareholders' meeting in a non-voting capacity.

Article 9:

(1) The Company shall make continuous audio and video recordings of the registration process of shareholders, the progress of the meeting, and the process of voting and vote counting from the time it accepts the registration.

(2) The aforementioned audiovisual data shall be retained for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

(3) If a shareholders' meeting is convened by videoconference, the Company shall keep records of shareholders' registration, registration, attendance, questioning, voting, and the Company's vote counting results, and the videoconference shall be audio and video recorded throughout the entire process.

(4) The information and audio recordings referred to in the preceding paragraph shall be properly kept by the Company during the period of existence, and the audio and video recordings shall be provided to the entrusted person handling the video conference affairs for their preservation.

(5) If the shareholders' meeting is convened by video conference, the Company shall record the audio and video of the back-end operation interface of the video conference platform.

Article 10:

(1) Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares represented by the shareholders attending the meeting shall be calculated based on the number of shares represented by the sign-in book or hand-in cards and the number of shares represented by the video conferencing platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

(2) The chair shall call the meeting to order at the appointed meeting time and announce the number of non-voting shares and the number of shares present at the same time. However, when the attending shareholders do not represent more than half of the total number of issued shares, the chair may announce a postponement of the meeting for a number of two times, and the total delay shall not exceed one hour. If the shareholders' meeting is not attended by the number of shareholders representing one third or more of the total number of issued shares after two postponements, the chair shall announce the meeting in order.

(3) If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Article 175, paragraph 1 of the Company Act, and each party The Shareholders may call another shareholders' meeting within one month. If the shareholders' meeting is convened by way of video conference, shareholders who wish to attend by way of video conference shall re-register with the Company in accordance with Article 6.

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

Article 11:

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors, and voting on relevant proposals (including extraordinary motions and amendments to the original proposals) shall be conducted one by one. The meeting shall proceed in accordance with the scheduled agenda and may not be changed without a resolution of the shareholders' meeting.

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

The chair may not adjourn the meeting without a resolution before the conclusion of the agenda (including extempore motions) of the preceding two paragraphs. The shareholders present at the meeting, with more than half of the voting rights, elect a person to be the chairman of the meeting to resume 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 end of the discussion, call for a vote, and arrange sufficient time for voting.

Article 12:

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.

An attending shareholder who has submitted a speaker slip but does not speak shall be deemed to have not spoken. The content of the speech shall prevail if it is inconsistent with the statement slip.

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 five minutes. However, if the shareholder's speech violates the rules or exceeds the scope of the agenda, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the speaking shareholder; the chair shall stop any violation.

When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one person may speak on the same proposal. After an attending shareholder has spoken, the chair may respond in person or designate relevant personnel to respond.

If a shareholders' meeting is convened by videoconference, shareholders participating by way of videoconference may ask questions in writing on the video conference platform of the shareholders' meeting after the chair declares the meeting to order. Each question may not be asked more than twice for each proposal. It is limited to 200 words, and the provisions of paragraphs 1 to 5 do not apply. If the question asked in the preceding paragraph does not violate the regulations or does not exceed the scope of the proposal, it is advised to disclose the question on the shareholders' meeting video conference platform for everyone to know.

Article 13:

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

For resolution of a shareholders' meeting, the number of shares held by shareholders without voting rights shall not be counted in the total number of issued shares.

Shareholders may not participate in the voting on matters that involve their own interests and may be detrimental to the interests of the Company, nor may they exercise voting rights on behalf of other shareholders.

The number of shares bearing no voting right is excluded from the number of shares represented by the shareholders present at the meeting.

Except for a trust enterprise or a stock affairs agency approved by the securities competent authority, when a person is concurrently appointed as proxy by two or more shareholders, the voting rights of the proxy shall not exceed 3% of the voting rights of the total number of issued shares. Not counted.

Article 14:

Shareholders are entitled to one vote for each share held, except when the shares are restricted or deemed non-voting as stated in paragraph 2, Article 179-2 of the Company Act.

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence; when voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. Shareholders casting their votes by correspondence or electronic means shall be deemed to have attended the meeting in person. However, the shareholder shall be deemed a waiver of voting rights in respect of any extempore motion and amendment to the original proposal.

Shareholders who elect to cast their votes by correspondence or electronic means shall express their intentions to the Company at least two days before the scheduled date of the meeting. However, this restriction does not apply to a declaration to revoke a previous declaration of intent.

After a shareholder has exercised voting rights in writing or electronically, if he/she intends to attend the shareholders' meeting in person or via videoconference, he/she shall express his/her intent to rescind the aforementioned exercise of the voting right in the same manner as for the exercise of the voting right two days prior to the scheduled date of the meeting. or electronically. If the voting right is exercised in writing or by way of electronic transmission, and a proxy is appointed to attend the shareholders' meeting, the voting right exercised by the proxy attending the meeting shall prevail.

Except as otherwise provided by the Company Act and the Company's Articles of Incorporation, a proposal shall be passed by an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the chair or the person designated by the chair shall announce the total number of voting rights of the attending shareholders for each proposal, and then the shareholders shall vote on each proposal. On the same day after the shareholders' meeting, the results of shareholders' consent, objection and abstention shall be entered into the Market Observation Post System.

When there is an amendment or substitute to the same proposal, the Chairman shall determine the order of voting together with the original proposal. If any one of the proposals has been passed, the other proposals shall be deemed rejected and no further voting shall be required.

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

The votes for voting or election shall be counted in public at the venue of the shareholders' meeting, and the voting results, including the number of votes, shall be announced on the scene immediately after the completion of the counting and recorded as a record.

Shareholders attending the shareholders' meeting via video conference shall conduct the voting on various proposals and election proposals through the video conference platform after the chair has announced the meeting through video conference, and shall complete the voting on various proposals and election proposals before the chair announces the voting is closed. deemed a waiver.

If the shareholders' meeting is convened by video conference, the votes shall be counted in one lump sum and the voting and election results shall be announced after the chairperson announces the close of voting.

When the Company convenes a video-assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting by way of video in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall cancel the registration in the same manner as for the registration two days before the meeting; If the revocation is made after the time limit, the shareholder may only attend the shareholders' meeting by way of video conference.

A shareholder who exercises his/her right to vote by way of a written or electronic means without revoking his/her declaration of intent and participates in the shareholders' meeting by video conferencing shall not exercise its voting right on the original proposal, propose any amendment to the original proposal, or exercise voting rights on an amendment to the original proposal except for extempore motions.

Article 15:

The election of directors at a shareholders' meeting shall be held in accordance with the relevant election rules established by the Company, and the election results, including the list of elected directors and the number of votes they received, shall be announced on the spot.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signature of the scrutineers and kept in proper custody for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

Article 16:

The resolutions of a shareholders' meeting shall be recorded in the minutes of the meeting, signed or sealed by the chairperson. The minutes shall be distributed to all shareholders within 20 days after the meeting. The preparation and distribution of the minutes of meeting on record may be made electronically.

For the distribution of the minutes of meeting in the preceding paragraph, the Company may enter it into the MOPS for announcement.

The meeting minutes shall record the year, month, day, and place of the meeting, the name of the chairperson, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including the number of voting rights) shall be kept for the duration of the Company's existence.

If a shareholders' meeting is convened by videoconference, the minutes of the meeting shall record, in addition to the matters required by the preceding paragraph, the beginning and ending time of the shareholders' meeting, the method of convening the meeting, the name of the chairman and minutes of the method and state of handling in the event of failure of the Company to communicate with the Company or participants by way of video conferencing.

The Company shall comply with the preceding paragraph when convening a shareholder meeting via video conference, and specify in the minutes of the meeting the alternative measures offered to shareholders who are in difficulty for participating in the shareholders meeting via video conference.

Article 17:

On the day of the shareholders' meeting, the Company shall prepare a statistical table in the prescribed format for the number of shares to be acquired by solicitors and the number of shares to be represented by proxies, and the number of shares to be represented by shareholders in the meeting venue. If a shareholders' meeting is held by video conference, the Company shall upload the aforementioned information to the shareholders' meeting video conference platform at least 30 minutes before the start of the meeting and continue to disclose the information until the end of the meeting.

The Company holds a video conference of the shareholders' meeting. When announcing the meeting, the total number of shares represented by the shareholders shall be disclosed on the video conference platform. The same shall apply to the statistics on the total number of shares and the number of voting rights of the shareholders present at the meeting.

If a resolution at a shareholders' meeting constitutes material information under relevant laws or regulations or Taiwan Stock Exchange Corporation (Taipei Exchange) regulations, the Company shall transmit the content to the Market Observation Post System (MOPS) within the prescribed time period.

Article 18:

The service personnel of the shareholders' meeting shall wear identification badges or armbands.

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

If the meeting place is equipped with sound amplifying equipment, the chair may stop a shareholder from speaking if he/she uses anything other than the equipment provided by the Company.

If a shareholder violates the rules of procedure and refuses to obey the correction of the chairperson, thus obstructing the progress of the meeting and failing to comply after being stopped, the chairperson may direct the proctors or security personnel to escort the shareholder from the meeting place.

Article 19:

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

Before the completion of the agenda of the shareholders' meeting (including extraordinary motions), if the meeting venue is no longer in use, the shareholders' meeting may resolve to find another venue to continue the meeting.

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

Article 20:

If a shareholders' meeting is convened by video conference, the Company shall disclose the voting results of each proposal and election results on the shareholders' meeting video conference platform in accordance with the regulations immediately after the close of poll. This disclosure should continue for at least fifteen minutes after the chairman announces the adjournment of the meeting.

Article 21:

When the Company holds a video conference, the chairperson and the person taking minutes shall be at the same place in Taiwan. The chairperson shall announce the address of such place at the time of the meeting.

Article 22:

If a shareholders' meeting is convened by video conference, the Company may provide a simple connection test to the shareholders before the meeting, and provide related services immediately before and during the meeting to assist with the resolution of communication technical problems.

If a shareholders' meeting is convened by video conference, the chair shall, when announcing the meeting to order, make a separate announcement, before the meeting is adjourned, natural disasters, accidents or other force majeure events hinder the participation in the video conference platform or by means of video conferencing for more than 30 minutes, the meeting shall be postponed or resumed within five days. Not applicable in compliance with the provisions of Article 182.

In the event of the aforementioned meeting that should be adjourned or adjourned, shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the adjourned or adjourned meeting.

For the meeting that should be postponed or adjourned according to the provisions of paragraph 2, the number of shares attended, the voting rights exercised, and the number of shares attended, the number of voting rights exercised, and the number of shares represented, and the number of voting rights exercised by the shareholder who did not participate in the adjourned or adjourned meeting via video conference. The voting rights shall be counted in the total number of shares, voting rights and voting rights of the shareholders present at the adjourned or adjourned meeting.

In the case of an adjournment or adjournment of a shareholders' meeting in accordance with the provisions of paragraph 2, it is not necessary to re-discuss or resolve a proposal for which the voting and vote counting have been completed, and the voting results or the list of elected directors or supervisors have been announced.

If a video conference is convened by the Company, and the video conference cannot be held under the circumstance specified in the second paragraph, the shareholders meeting shall continue if the total number of shares represented by the shareholders still reaches the legal limit after deducting the number of shares attending the video conference, without the need for the postponement or continuation of the meeting in accordance with the second paragraph.

If a shareholder participates in the shareholders' meeting by way of video conference on any matter that should be proceeded with the meeting in the preceding paragraph, the number of shares in attendance shall be counted in the total number of shares held by the shareholders in attendance, but the votes shall be deemed as their abstention on all proposals at the shareholders' meeting.

The Company's postponement or renewal of a general meeting in accordance with the provisions of paragraph 2 shall be in accordance with the provisions of paragraph 27, Article 44 of the Regulations Governing the Administration of Shareholder Services of Public Stock Companies. Proceed in accordance with the original shareholders' meeting date and the provisions of each relevant regulation.

The latter paragraph of Article 12 and paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, paragraph 2 of Article 44-5, Article 44-15 and paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of the Public Companies. The Company shall postpone or continue the date of the shareholders' meeting in accordance with the provisions of paragraph 2.

Article 23:

When the Company holds a shareholders meeting by video, it shall provide appropriate alternatives for shareholders who have difficulty in attending the meeting by video.

Article 24: Implementation and amendment

These Rules and Procedures, and any amendments hereto, shall be implemented upon the resolution of the Shareholders Meeting.

Article 25: Supplement to relevant laws and regulations

Any matters not covered by these Rules of Procedure shall be governed by relevant laws and regulations.

Article 26: Date of Revision

These Rules of Procedure were established on July 1, 2020.

The first amendment to these Rules of Procedure was approved by the Board of Directors on December 10, 2021 and the Shareholders' Meeting on June 1, 2022.

The second amendment to these Rules of Procedure was approved by the Board of Directors on December 13, 2022, and approved by the Shareholders' Meeting on June 6, 2023.

Appendix (3)

COPLUS INC.

Internal control system					
Name of system	**Procedures for Election of Directors**			**Date of issue**	**2022.06.01**
Document No.	**IC- W-1**	**Version**	**3.0**	**Pages**	**1/3**

Version	Date	Writer	Summary of the changes
1.0	2020.07.01		Newly regulated
2.0	2021.10.13		Revision of the "Procedures for the Election of Directors and Supervisors" and the name change to the "Procedures for the Election of Directors."
3.0	2022.06.01		The wording has been amended in accordance with the Company's Articles of Incorporation that all directors adopt the candidate nomination system.

Article 1: Purpose

To establish a fair, just and open selection process for the Company's directors.

Article 2: Basis

Article 192-1 of the Company Act and Article 21 of the Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies, election of directors shall be handled in accordance with these Regulations.

Article 3: Elections of directors of the Company shall be conducted in accordance with the candidate nomination system and procedures stipulated in Article 192-1 of the Company Act and the Articles of Incorporation of the Company, and the overall composition of the Board of Directors shall be considered. Members of the Board of Directors shall generally possess the necessary knowledge, skills, and literacy to perform their duties.

More than half of the directors shall not be a spouse or a relative within the second degree of kinship.

Article 4: The single registered cumulative voting method is used for the election of the Company's directors. Each share is entitled to the same number of suffrage as the number of directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 5: The number of voting rights of independent directors and the voting rights of non-independent directors are calculated separately for the Company's directors in accordance with the number of voting rights specified in the Articles of Incorporation. The candidates receiving the highest number of voting rights shall be elected in descending order. If two or more directors receive the same number of votes, more When the number of seats is specified, the candidates with the same number of votes shall draw lots to determine the candidates, with the chair drawing lots on behalf of the absentees.

Article 6: When the Board of Directors prepares the ballots, it shall be numbered and filled in with the number of voting rights.

Article 7: At the beginning of the election, the chair shall appoint the monitoring and counting personnel to monitor and count the votes. The monitoring personnel may be appointed among the shareholders present.

Article 8: The balloting trays shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 9: Voters shall write down the name of the candidate and the shareholder account number on the ballot. If the candidate is not a shareholder, he/she shall fill in his/her ID card number (passport number for foreigners) before inserting it into the ballot counter. If a shareholder of a legal person is the candidate, the candidate column of the ballot may list the full title of the legal person or the representative of the legal person.

Article 10: A ballot is invalid if any of the following occurs:

(1) The ballot was not cast into the ballot.

(2) The ballot was not prepared by the Company.

(3) A blank ballot that has not been filled in by the voters.

(4) If the candidate entered on the ballot is a shareholder, the candidate's account name and account number do not conform with those provided in the shareholder roster; if the candidate is not a shareholder, the name and identity document number have been verified to be inconsistent.

(5) Other words or marks written on the ballot in addition to the candidate's name and account number.

(6) Any one of the candidate's name, account number, and number of votes has been altered.

(7) The writing is blurred and indecipherable.

Article 11: The counting personnel is supervised by the scrutineers. The results of the counting shall be announced by the chair on the scene.

Article 12: Implementation and amendment

These Regulations, and any amendments hereto, shall be implemented after the approval of the Shareholders' Meeting.

Article 13: Supplement to relevant laws and regulations

Any matters not covered by these Regulations shall be governed by the relevant laws and regulations.

Article 14: Date of Revision

These Regulations were enacted on July 1, 2020.
The first amendment to these Regulations was approved by the Board of Directors on September 17, 2021 and approved by the Shareholders' Meeting on October 13, 2021.
The second amendment to these Regulations was approved by the Board of Directors on March 15, 2022 and approved by the Shareholders' Meeting on June 1, 2022.

Appendix (4)

COPLUS INC. AND SUBSIDIARIES

Shareholding of Directors

(1) As of March 31, 2024, the date for closure of share transfer for the annual general meeting, the paid-in capital of the Company was NT$ 639,076,800, and the total issued shares were 63,907,680 shares.

(2) According to Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", all directors shall hold a minimum of 6,390,768 shares.

(3) As of the book-close date (March 31, 2024) for the general shareholders' meeting, the shareholdings of individual directors and all directors as recorded in the shareholders' register are shown in the following table:

Job Title	Name	Date elected	Number of shares	Ownership
Chairman	Tesra Investment Co., Ltd. Representative: Po-Hua Wu	2021.10.13	21,789,648	34.10%
Director	Tesra Investment Co., Ltd. Representative: Hui-Ya Lin	2021.10.13	21,789,648	34.10%
Director	Cosmo Inc. Representative: Hsuan-Ting Hsu	2021.10.13	6,159,493	9.64%
Director	Chih-Pin Wu	2021.10.13	11,040	0.02%
Director	Hsi-Yao Chen	2022.09.16	123,000	0.19%
Director	Chih-Chieh, Liang	2022.09.16	0	0.00%
Independent Director	Chao-Peng Chou	2021.10.13	0	0.00%
Independent Director	Hung-Chang Lin	2021.10.13	0	0.00%
Independent Director	Zhen-Fu Jiang	2021.10.13	0	0.00%
All directors total			28,083,181	43.95%

Note: According to Article 26 of the Securities and Exchange Act, where the paid-in capital of the company exceeds NT$ 300 million and is less than NT$ 1 billion according to the shareholding of all directors as stated in Article 26 of the Securities and Exchange Act, the total amount shall not be less than 10% for all directors, and not less than 1% for all supervisors.