



Stock Code: 3027

Billion Electric Co. Ltd. 2024 Annual Shareholders' Meeting Meeting Handbook

Meeting form: Physical shareholders' meeting

Meeting time: 9:00 A.M. Wednesday, May 29, 2024

Meeting place: Floor 16, No. 192 Section 2, Zhongxing Road,

Xindian District, New Taipei City

(Conference room on the 16th floor of the head office)

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BILLION ELECTRIC CO., LTD.

2024 Annual Shareholders Meeting Procedure

- I. Commencement of meeting
- II. Chairperson Remarks
- III. Management Presentation
- IV. Proposals
- V. V. Discussions
- VI. Election
- VII. Other Proposals
- VIII. Extempore Motions
- IX. Adjournment

Meeting Agenda

Billion Electric Co., Ltd. 2024 Annual Shareholders' Meeting Agenda

Meeting Date: May 29, 2024 (Wednesday) 9:00 AM
Meeting Place: 16th Floor, HQ meeting room, No. 192, 2nd Section, Zhongxing Road Xindian District, New Taipei City

Meeting Procedure

I. Call the Meeting to Order

II. Chairperson Remarks

III. Management Presentation

1. 2023 Business Report
2. 2023 Annual financial statements report reviewed by the audit committee
3. Status Report of Repurchase of Treasury Shares
4. 2023 Employee Bonus and Director Remuneration Proposals Distribution Case.
5. 2023 Remuneration Paid to Directors

IV. Proposals

1. 2023 Business Report and Financial Statements.
2. 2023 Earnings Distribution Statement

V. Discussions

1. To amend some provisions of the "Endorsement Guarantee Operation Procedures."
2. To amend some provisions of the "Procedures for Acquisition or Disposal of Assets."

VI. Election

The 18th Board of Directors' Election

VII. Other Proposals

To remove the non-competition restrictions on newly elected directors.

VIII. Extempore Motions

IX. Adjournment

Management Presentation

Case 1

Proposal: 2023 Business Report

Remarks: For the Company's 2023 Annual Business Report, please refer to Attachment 1 on pages 8-15 of this handbook.

Case 2

Proposal: 2023 Annual financial statements report reviewed by the audit committee

Remarks:

1. The 2023 business report and financial statements (including consolidated financial statements) have been resolved and approved by the board of directors, reviewed by the audit committee with a review report issued. The financial statements have been audited and attested by KPMG's CPAs, Kou Hui-Chih and Kuo Hsin-Yi. It is hereby submitted for recognition.
2. We sincerely invite the audit committee members to read the audit review report. Please refer to Attachment 2 on page 16 of this handbook.

Case 3

Proposal: The status report of repurchase of treasury shares.

Remarks: The status report of repurchase of treasury shares.

Callable Period	2020/12/29- 2021/02/01	2021/06/22- 2021/08/09	2022/08/10- 2022/09/28
Number of Callable Shares	1,200,000 shares	800,000 shares	168,000 shares
Total Callable Amount	NTD 22,822,074	NTD 18,492,041	NTD 3,181,498
Average Repurchase Price per Share	NTD 19.02	NTD 23.12	NTD 18.94
Accumulated Shares of the Company Currently Held	1,200,000 shares	2,000,000 shares	1,191,000 shares
Accumulated Treasury Shares Held as a Percentage of the Company's Shares	1.21%	2.02%	1.202%
Purpose of Repurchase	Transfer to employees	Transfer to employees	Transfer to employees

Implementation Review	(1) 962,000 shares transferred to employees on 2021/09/30 (2) 15,000 shares transferred to employees on 2022/09/22 (3) 25,000 shares transferred to employees on 2023/03/17 (4) 20,000 shares transferred to employees on 2023/12/08	Not yet transferred	Not yet transferred
	Remaining shares 178,000 shares	Cumulative remaining shares 978,000 shares	Cumulative remaining shares 1,146,000 shares

Case 4

Proposal: 2023 Employee bonus and director remuneration proposals distribution case.

Remarks: In 2023, employee remuneration of NT\$3,500,000 and directors' remuneration of NT\$1,200,000 were estimated, representing 5.03% and 1.72%, respectively, of the pre-tax profit (pre-tax profit for the year before deducting employee and director compensation) of NT\$69,586,989, and both were paid in cash.

Case 5

Proposal: 2023 Remuneration paid to directors

Remarks: 1. 2023 directors' compensation is NT\$1,200,000.
2. For the directors' remuneration, including the remuneration policy, the details and amount of the remuneration received by individual directors, Please refer to Attachment 3 on page 17 of this handbook.

Proposals

Case 1 (Proposed by the board of directors)

Proposal: The Company's 2023 Business Report and Financial Statements are hereby proposed.

Remarks:

1. The 2023 business report and financial statements (including consolidated financial statements) have been resolved and approved by the board of directors, reviewed by the audit committee with a review report issued. The financial statements have been audited and attested by KPMG's CPAs, Hui-Zhi Kou and Xin-Yi Guo . It is hereby submitted for recognition.
2. Please refer to Attachment 1 on pages 8-15 and Attachment 4 on pages 18-37 of this handbook for the above-mentioned auditor's report, financial statements, and business report.

Resolution:

Case 2 (Proposed by the board of directors)

Proposal: The 2023 Earnings Distribution Proposal is submitted for recognition

Remarks:

1. The Company's after-tax net profit in 2023 was NT\$71,148,152. According to law, 10% totaling NT\$7,174,121 was appropriated as legal reserve. As per the Company's Articles of Incorporation, it is proposed to distribute NT\$42,297,590 as cash dividends to shareholders from the cumulative distributable earnings at the end of the period, with a payout of NT\$0.37 per share.
2. Upon approval by the shareholders' meeting, the ex-dividend record date and other related matters will be authorized to the Chairman for determination.
3. If, prior to the ex-dividend record date of this earnings distribution, the number of outstanding shares is affected due to factors such as the Company's repurchase of its own shares, transfer or cancellation of treasury shares, or conversion of convertible corporate bonds, resulting in a change in the dividend payout ratio to shareholders, the Chairman is authorized to handle all related matters.
4. The cash dividends distributed in this round will be rounded down to the nearest dollar (truncating amounts below one dollar), and the fractional amounts less than one dollar will be recorded as other income of the Company.
5. For the Company's 2023 earnings distribution table, please refer to Attachment 5 on page 38 of this handbook.

Discussions

Case 1 (Proposed by the board of directors)

Proposal: Amendment to some provisions of the “Endorsement Guarantee Operation Procedures

Remarks: 1. The comparison table for the procedures for endorsement and guarantee before and after revision is attached hereto as Attachment 6 on pages 39-45 of this handbook.
2. It is submitted for resolution.

Resolution:

Case 2 (Proposed by the board of directors)

Proposal: To amend some provisions of the “Procedures for Acquisition or Disposal of Assets.”

Remarks: 1. For the comparison table of amended articles in the “Procedures for the Acquisition or Disposal of Assets”, please refer to Attachment 7 on pages 46-48 of this handbook.
2. It is submitted for resolution.

Resolution:

Election Matters

Case 1 (Proposed by the board of directors)

Proposal: The 18th Board of Directors’ Election

Remarks: 1. The term of the Company’s 17th term directors will expire on August 19, 2024. It is proposed to hold a full re-election at this annual shareholders’ meeting.
2. According to the Company’s Articles of Incorporation, nine directors (including three independent directors) will be elected for the 18th term. Shareholders will elect from the candidate list, and the newly elected directors will take office immediately after the shareholders’ meeting, with a term from May 29, 2024 to May 28, 2027, for a period of three years, and may be re-elected.
3. The Company adopts the candidate nomination system for director elections. For the list of director candidates, please refer to Attachment 8 on page 49 of this handbook.
4. It is submitted for election.

Election Results:

Other Proposals

Case 1

(Proposed by the board of directors)

Proposal: To remove the non-competition restrictions on newly elected directors.

Remarks:

1. Pursuant to Article 209 of the Company Act, a director who does an act for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the shareholders meeting the important facts concerning such an act and secure its approval.
2. In order to leverage the Company's professional capabilities and relevant experience, it is proposed to seek the shareholders' meeting's approval to lift the restrictions on non-competition for the Company's newly appointed directors and their representatives. For the list of directors' non-competition restrictions proposed to be lifted, please refer to Attachment 9 on page 50.
3. It is submitted for resolution.

Resolution:

Extempore Motions

Adjournment

Attachment 1 2023 Business Report

BILLION ELECTRIC CO., LTD.

2023 Business Report

First of all, thank you to all shareholders for your support and encouragement over the past year. I hereby report on the Company's 2023 operating results and future development strategies to all shareholders as follows:

1. 2023 Operating Results

(1) Business Policies and Implementation Overview

In 2023, Billion Electric continued to follow the global trend of net zero and carbon neutrality, as well as Taiwan government's "2050 Net Zero Emissions Pathway" key strategy. By combining power electronics and network communication technologies, Billion Electric is dedicated to developing ICT solutions and actively expanding its green energy business, which includes:

1. BEC Technologies Inc., a North American subsidiary, joining the Amazon Web Services (AWS) Partner Network (APN).
2. Launching industrial-grade managed network switches for rail, industrial, security, transportation and other application markets.
3. Launching industrial routers and 5G mmWave ODUs for industrial and power market applications.
4. 180W Adapter mass production and shipment. The Yilan factory passed VPC factory certification for inverters.
5. Establishing Billion EV Charging Technologies Co., Ltd. to provide integrated services for community charging stations, residential solar/energy storage systems.
6. Expanding green energy integration fields from solar energy and energy storage to community charging station sales and smart charging and storage systems (EV-EMS).
7. Extending green energy applications from front-of-the-meter AFC to behind-the-meter integrated energy storage systems for industrial and commercial use, as well as ESS smart energy monitoring platforms.

8. Integrating energy storage systems from Dreg project sites to officially enter the turnkey capability of E-Dreg transmission-level project sites.

The main product lines of Billion Electric include communication (routers, vehicle and industrial network communication), power supply and energy management (customized power supply and energy storage OEM), and green energy business (energy storage, solar energy, and charging station solutions, as well as investment in solar power plants and energy storage power stations).

Looking at the rapid growth of global 5G high-speed transmission demand and the gradual rollout of 5G infrastructure in various countries, high-speed wireless broadband coverage and applications are gradually expanding; 5G NR FWA (Fixed Wireless Access) terminal equipment has become a common demand in various countries. In addition to the general public network, the services provided by private networks (Local 5G) are becoming more mature, which will bring more business opportunities. North America has opened up dedicated frequency bands for LTE and 5G for utility companies, which will be followed by opportunities for replacing existing equipment with new ones. To meet the market demand, Billion is actively launching new products that comply with the dedicated frequency bands.

Billion continues to carry out the Company's transformation project. In addition to maintaining growth in existing product lines such as 5G NR and LTE routers, the new product line of industrial M2M (Machine to Machine) derived from the transformation has gradually made breakthroughs and gained recognition in both domestic and foreign markets. These include smart transportation routers (metal casing supporting 5G NR – 3GPP Release 16, M12 and FAKRA connectors, Smart Ignition Sense vehicle power detection, EN 50155, E-Mark, ITxPT, VSCC international certifications), industrial and power application routers (metal casing supporting network ports, RS-232/RS-422/RS-485 serial ports, Digital Input, and providing PTP and industrial protocol conversion functions DNP3 over Ethernet/Modbus TCP/IEC 61850R-GOOSE, and obtaining IEC 61850-3/IEEE 1613 power certifications), and retail application routers (using metal casing design, wide temperature range, equipped with 2 SIM support for Failover to ensure stable communication, optional e-SIM, through remote deployment, download multiple telecom operator profiles to enhance usability, compact appearance suitable for Kiosk, POS machine connection applications), etc., to meet the application needs of various vertical markets.

In the power supply and energy management business, as the demand for energy efficiency continues to increase, power supplies will continue to evolve towards higher efficiency and energy saving. These include improving conversion efficiency, reducing standby power consumption, and adopting advanced energy management technologies. Especially, the application of digital control technology in power

supplies is constantly expanding. Billion continues to focus on niche customized power products, providing more flexible and adjustable power management solutions to meet the needs of different applications, while achieving higher performance and developing and certifying environmentally friendly and high-efficiency power supplies and LED drivers. It also seeks strategic alliance partners to diversify its power products.

At the same time, with the prevalence of renewable energy, the application of power supplies in integrating solar energy, wind energy, etc. may become a growth area in the future. In addition, with the expansion of the electric vehicle market, the increase in demand for charging infrastructure will drive the growth of power supplies. Billion makes full use of its localized production lines and assembly plants in Xindian and Yilan to plan the production of inverters and charging stations that meet the needs of the Taiwan market, and expands the assembly and OEM of energy storage containers, industrial and commercial energy storage, and household energy storage products.

In terms of subsidiaries Billion Watts Technologies and VGwatt Energy, in addition to the SolarEdge inverters and optimizers originally distributed by Billion Watts, Billion Watts jointly sells the Growatt 1500V large inverters, one of the world's top ten solar inverter suppliers, with VGwatt Energy, an affiliated company of the group. With global shipments exceeding 1.3 million units and more than 200 thousand units stably operating for over 5 years, its reliable product quality has been verified by the market. At the same time, Billion Watts will introduce new micro-inverter sales to provide diverse product options for residential and commercial customers.

Billion Watts' self-developed Pixel View, through AI algorithms combined with existing power plant data, creates professional customized models for customers and conducts diverse and uninterrupted intelligent monitoring. The self-developed solar gateway (SG6300NZL R2) and smart cloud monitoring system, in response to the availability of connection capability for testing and management specifications of distribution-level renewable energy monitoring equipment, have passed Taipower's DREAMS test and comply with Taipower's DNP3.0 communication format, capable of accepting Taipower's control and timely feedback of information to ensure power supply quality. For large-scale solar power projects (transmission-level with a capacity of over 20MW), it integrates the deep foundation of its shareholder Josephtec Co., Ltd. in ultra-high voltage SCADA monitoring to provide ultra-high voltage grid-connected monitoring and management systems.

Billion Watts provides 20-foot, 30-foot, and 40-foot energy storage battery cabinets, battery management systems (BMS), power conditioning systems (PCS), EPC engineering construction contracts, energy management systems (EMS), and completes relevant Taipower communication and capability tests, offering one-stop services. It can provide diverse solutions such as grid-connected energy storage,

energy storage for large electricity users and behind-the-meter energy storage, and combined solar and energy storage based on different energy storage application scenarios. Starting from 2023, Billion Watts and Smart Power established Billion Power System, investing in R&D to explore solar storage, front-of-the-meter and behind-the-meter EMS customers. They joined forces with ecosystem partners including Tatung System Technologies and NextDrive Co., collaborating to penetrate the behind-the-meter energy storage and Japanese energy storage markets.

(2) Implementation Results of Business Plans

The Company's consolidated net operating revenue in 2023 was NT\$1,828,751 thousand, with a gross margin of 22% and after-tax earnings per share of NT\$0.64.

The Company's consolidated operating revenue in 2023 increased by NT\$617,333 thousand (50.96%) compared to 2022, mainly due to the increase in revenue from the renewable energy product line, which increased by NT\$747,978 thousand compared to 2022, with a growth rate of 125%. The renewable energy product line was the growth driver of the Company's operations in 2023, accounting for 73.5% of revenue.

(3) Analysis of Financial Revenue/Expenditure and Profitability

1. Analysis of Financial Revenue/Expenditure Overview:

Unit: NT\$

Items	2023	2022	Difference	% of Difference
Net operating revenue	1,828,751	1,211,418	617,333	50.96
Operating gross profit	399,609	297,204	102,405	34.46
Net operating profit	-2,343	5,761	-8,104	-
Net profit of the year	112,253	50,866	61,387	120.68

2. Profitability Analysis

Items		2023	2022
Financial Structure	Ratio of Liabilities to Total Assets (%)	34.80	47.86
	Ratio of Long-term Capital to Property, Plant and Equipment (%)	422.75	316.14
Profitability	Return on Assets (%)	3.52	2.00
	Return on Equity (ROE) (%)	5.49	3.10
	Net Margin (%)	6.14	4.20
	Earnings per Share	0.64	0.41

(4) Research and Development Status

1. Customized power supply products.
2. Industrial and medical-grade power supplies.
3. Power adapters compliant with the latest QC and PD specifications.
4. Development of broadband routers integrating 5G with WiFi 4/5/6 (802.11n/ac/ax) and VoIP.
5. Development of 5G industrial network equipment to provide M2M/IoT/vehicle/industrial/power/smart transportation applications.
6. Development of measurement, display, and control devices for energy management systems.
7. Development of measurement, display, and control devices for solar energy management systems.
8. Developing floating body products for surface water power plants.
9. Development of EMS (energy management), PCS (power control), and BMS (battery management) systems for energy storage systems.
10. Development of intelligent energy monitoring systems with artificial intelligence (AI) and data mining functions for automatic analysis and comparison.
11. Development of intelligent solar inverter monitoring systems with microgrid response and reactive power control functions.
12. Electric vehicle charging stations.

2. 2024 Business Plan

(1) Business Policies

1. Deepen cooperation with strategic alliance partners to accelerate growth and synergy.
2. Strengthen technology R&D and product competitiveness, rooted in Taiwan.
3. Internationalization and customization of products and marketing.
4. Overseas operational deployment to diversify business risks and reduce operating costs.
5. Maintain steady revenue growth and gross margin, and operate with low debt ratio.
6. For specific technologies in specific markets, conduct in-depth technical research to establish differentiated products with proprietary technologies and increase gross margin.
7. For renewable energy products, continue to develop integrated hardware and software products, combining inverters, energy storage systems, and intelligent management systems to achieve the role of a comprehensive renewable energy power plant professional service provider.
8. Dual development of proprietary (MIT) and agency energy equipment products to develop international markets.
9. Continue to provide energy storage and solar solutions, as well as invest in solar power plants and solar storage.
10. Enhance corporate brand image (e.g., ESG) and establish a sound salary and welfare system to attract outstanding talents.

(2) Important Production and Sales Policies

1. Actively participate in professional exhibitions and events in various regions to accelerate the promotion of new communication products, visit partners and target customers, and focus on vertical markets such as power, vehicle, and smart transportation, and speed up project progress.
2. Continue to compete for 5G/LTE communication market opportunities with own brand, actively establish relationships with global telecom operators, distributors, and system integrators, deepen North American advantages, deploy in Europe and Japan, and focus on the Asian market to seize 5G communication market opportunities.

3. Meet the customization needs of niche power products and continue to expand the LED Driver market. Develop and certify environmentally friendly and high-efficiency power supplies and LED drivers.
4. Continue to establish and sell standard power adapter products, provide samples in the shortest time to win orders, and ship in the shortest time.
5. Introduce cost-competitive suppliers and improve the production line efficiency of power supplies and wireless broadband products.
6. Hold professional seminars and roadshow events to increase the exposure and professional image of agency products, and establish initial design islands and cooperative relationships with major renewable energy investors or developers.
7. Continue to penetrate the solar energy market and provide professional equipment and services to EPC and power plant investors.
8. Provide professional integration and diverse energy solutions, including one-stop services for engineering construction, operation and maintenance.
9. Establish a professional agency line for renewable energy equipment, further seek sales of advanced equipment such as AI monitoring equipment and energy storage equipment, and also strengthen Taiwan's local design and manufacturing capabilities.
10. Assist enterprises willing to reduce carbon emissions and comply with ESG standards in designing and planning their zero-carbon emission paths.

3. Future Company Development Strategies

1. Continue to operate the brand and develop high value-added products, and develop new 5G communication markets.
2. Continue to consolidate the advantages of solar power plant, inverter, smart energy storage system and operation and maintenance, agency resource bidding, and asset management services.
3. In addition, continue to strengthen EMS energy management (E-dReg/solar storage integration/demand, peak shaving and valley filling, supplementary rotating reserve/charging stations).
4. Continue to grasp the capability of development sources, turnkey contracting projects, as well as possessing cutting-edge product technology and engineering management capabilities, and the competitive value of maintenance and warranty repair personnel.
5. Provide professional integration and diverse energy solutions, spanning solar energy, energy storage, and smart grids.

6. Seize the key strategic opportunities of the “2050 Net Zero Emissions Pathway” to develop professional products and service markets in power systems and energy storage, regional grids, power transmission and resale, AI artificial intelligence analysis, etc.
7. Dual development of proprietary (MIT) and agency energy equipment products to develop international markets.
8. Build a one-stop renewable energy as a service (EaaS) company across Asia, spanning solar energy, energy storage, and smart grids.

4. Effect of External Competition, the Legal Environment, and the Overall Business Environment

The government is actively promoting and enforcing the installation of renewable energy equipment through regulations. With the intensification of global climate change, carbon trading, the EU's CBAM, and the RE100 of global supply chains, it is expected that the demand for related energy equipment and system integration in Taiwan and globally will continue to increase significantly in the future. The market has a strong demand for high-quality products and services, and it is the best time for enterprises to invest in this field. Billion will also seize this opportunity to fully develop and invest in renewable energy-related fields, develop its own brand, and develop international markets to gain a first-mover advantage.

Chairman:

Manager:

Accounting Supervisor:

Attachment 2 2023 Audit Committee's Review Report

BILLION ELECTRIC CO., LTD.

Audit Committee's Review Report

The board of directors has submitted the Company's 2023 business report, financial statements (including consolidated financial statements), and earnings distribution proposal. The financial statements (including consolidated financial statements) have been subsequently audited by KPMG and an audit report has been issued.

The above-mentioned business report, financial statements (including consolidated financial statements), and earnings distribution proposal have been reviewed by the audit committee, and no discrepancies have been found. The report is thus in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, and we hereby submit this report.

To
2024 Annual Shareholders Meeting

Billion Electric Co., Ltd.
Convener of the audit committee:

March 11, 2024

Attachment 3 2023 Remuneration Paid to Directors

2023 Remuneration Paid to Directors

Unit: NT\$, %

Title	Name	Remuneration Paid to Directors						(A B C D) as a % of Net Income		Compensation Earned						(A B C D E F G) as a % of Net Income		Whether Compensation Paid to Directors from Non-Consolidated Affiliates.
		Compensation (A) (Note 2)	Severance Pay and Pensions (B)		Compensation to Directors (C) (Note 3)		Allowances (D) (Note 4)	The Company	From All Consolidated Entities	The Company	Base Compensation, Bonuses, and Allowances (E)	Severance Pay and Pensions (F)		Employee Compensation (G)		The Company	From All Consolidated Entities	
		The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	Cash Amount	Share Amount	Cash Amount	Share Amount	Cash Amount	Share Amount	Cash Amount	Share Amount		
Chairman	Chung-Ting Chen	120	120	0	0	133.36	133.36	0	0	2,348	2,348	0	0	51	0	3.73	3.73	0
Director	Hong-Zheng Chen	120	120	0	0	133.33	133.33	0	0	1,903	1,903	0	0	27	0	3.07	3.07	0
Director	Shih-Che Chien	120	120	0	0	133.33	133.33	0	0	618	618	0	0	9	0	1.24	1.24	0
Director	Kun-Chin Tsai	120	120	0	0	133.33	133.33	20	20	0	0	0	0	0	0	0.38	0.38	0
Director	Sino-American Silicon Products Inc. representative: Chen-Chien Chen	70	70	0	0	133.33	133.33	15	15	0	0	0	0	0	0	0.12	0.12	0
Independent director	Yung-Yen Chen	290	290	0	0	133.33	133.33	75	75	0	0	0	0	0	0	0.70	0.70	0
Independent director	Chun-Yao Li	290	290	0	0	133.33	133.33	70	70	0	0	0	0	0	0	0.69	0.69	0
Independent director	Chang-Hua Lin	290	290	0	0	133.33	133.33	75	75	0	0	0	0	0	0	0.70	0.70	0
Independent director	Kuo-Hui Ning	290	290	0	0	133.33	133.33	75	75	0	0	0	0	0	0	0.70	0.70	0
Note 1:	The Company's remuneration policies, procedures, standards and structure, as well as the linkage to responsibilities, risks and time spent: 1. According to Articles of Incorporation, the board of directors is authorized to determine the salary for the directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry within the R.O.C. and overseas. 2. The Articles of Incorporation also provide that the compensation to directors shall be no more than 3% of annual profits. According to the provisions of the Company's Remuneration Committee Charter, the payment of directors' remuneration shall be handled in accordance with the "Regulations for the Payment of Directors' Remuneration".																	
Note 2:	Since all independent directors serve as members of the audit committee, remuneration committee, and nomination committee, and need to assume the responsibilities of participating in committee meetings for discussion and resolution, their remuneration may be higher than that of general directors.																	
Note 3:	Considering the low profitability in 2023, the amount of directors' remuneration appropriated is not high, so it is calculated based on equal distribution.																	
Note 4:	Considering that external directors need to allocate time to attend meetings at the Company, the Chairman and directors who concurrently serve as managers do not receive attendance fees, and the Chairman and directors who concurrently serve as managers do not receive business execution expenses.																	

Attachment 4	2023 Independent Auditors' Report and Financial Statements (Including Consolidated Financial Statements)
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Independent Auditors' Report

To: Board of Directors of Billion Electric Co., Ltd.,

Audit Opinions

The Parent Company Only Balance Sheets of Billion Electric Co., Ltd. as of December 31, 2023 and 2022, and the Parent Company Only Statement of comprehensive income, Parent Company Only Statement of Changes in Equity, Parent Company Only Cash Flow Statement, and the Notes to the Parent Company Only Financial Statements (including the Summary of significant accounting policies) for the period from January 1 to December 31, 2023 and 2022 have been completely audited by the Certified Public Accountant.

In our opinion, based on our audits and the reports of other auditors as described in the Other Matter section of our report, the Parent Company Only Financial Statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers in all material respects, which are sufficient to present the parent company only financial position of Billion Electric Co., Ltd. as at December 31, 2023 and 2022 and the parent company only financial results and parent company only cash flows for the periods from January 1 to December 31, 2023 and 2022.

Basis for Opinions

We conducted our audits in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards. Our responsibilities under those standards are further described in the Accountant's Responsibilities for the Audit of the Parent Company Only Financial Statements section of this report. We are independent of Billion Electric Co., Ltd. in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Other Matters

Included in Billion Electric Co., Ltd.'s investments using the equity method, the relevant financial reports using the equity method are not audited by us, but by other auditors.

Therefore, in our opinions on the above-mentioned parent company only financial reports, the amounts listed in the financial reports of these investments using the equity method are based on the audit reports of other accountants. The investment accounted for using equity method amounted to NT\$27,199 thousand and NT\$53,097 thousand as of December 31, 2023 and 2022 respectively, accounting for 1.12% and 2.55% of total assets respectively; the share of income of subsidiaries and associates recognized under the equity method amounted to NT\$172 thousand and NT\$40 thousand for the year ended December 31, 2023 and 2022 respectively, accounting for 0.27% and 0.09% of the net profit before tax respectively.

Key Audit Matters

The key audit matters refers to the most important matters regarding the audit of the parent company only financial statements of Billion Electric Co., Ltd. for the year of 2023 according to our professional judgment. These matters have been addressed in the context of our audit of the Parent Company Only Financial Statements as a whole, and in forming our audit opinion. As such, we do not express a separate opinion on these matters. The key audit matters of the Parent Company Only Financial Statements of the Billion Group for the year of 2023 are as follows:

Income from sales and income from sales of subsidiaries accounted for using the equity method

For the accounting policies regarding the recognition of sales revenue, please refer to Note 4(16): Income Recognition of the parent company only financial statements; for disclosure of relevant information about sales revenue, please refer to Note 6(25): Revenue from Contracts with Customers of the parent company only financial statements.

Explanation of Key Audit Matters:

The principle source of income of Billion Electric Co., Ltd. and its subsidiaries accounted for using the equity method is income from sales of products. A portion of the income is derived from primary customers added in the current year, which has a significant impact on the overall financial statement and its main risk is whether the income actually occurs. Thus, we prioritize sales revenue in the audit of the financial statements.

How the matter was addressed in our audit:

1. Understand the aforementioned internal control of sales revenue for sales customers and evaluate and test the effectiveness of its design and execution.
2. Obtain the aforementioned list of sales customers and assess whether the relevant background, transaction amount and credit limit are reasonable for the size of the company.
3. Take a copy of sales invoice of the above sales customer as reference and select an appropriate sample, verify the external shipping documents, investigate the recipient, receivable condition and transaction condition, whether there are no significant abnormalities, to ensure the authenticity of the sales revenue.
4. The details of the income after the accounting period shall be checked for significant depreciation to confirm whether there are any significant abnormalities in revenue recognition.

Responsibilities of Management and Governing Body for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the accounting reports in accordance with “Regulations of Financial Treatment of Industrial and Commercial Groups” promulgated by Ministry of the Interior and Enterprise Accounting Standards and its interpretations, and for maintenance of necessary internal control in the preparation of the Parent Company Only Financial Statements, so as to ensure that the Parent Company Only Financial Statements are free from material misstatements, whether due to fraud or error.

In preparing the accounting reports, management is responsible for assessing Billion Electric Co., Ltd.’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 Billion Electric Co., Ltd. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the audit committee) of Billion Electric Co., Ltd. are responsible for supervising the financial reporting process.

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

The purpose of our audit on the Parent Company Only Financial Statements is to obtain reasonable assurance as to whether the Parent Company Only Financial Statements as a whole contain material misstatement due to fraud or error, and to provide an audit report. Reasonable assurance is high level of assurance, but is not a guarantee that an audit conducted in accordance with the Generally Accepted Auditing Standards (GAAS) will always detect a material misstatement when it exists. Misstatements could arise from fraud or error. The misstated amounts are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Parent Company Only Financial Statements.

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

1. Identify and evaluate the risk of material misstatements due to fraud or error in the Parent Company Only Financial Statements; design and perform appropriate responses to the assessed risks; and obtain sufficient and appropriate audit evidence as 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 the necessary understanding of the internal controls involved in the audit to design an appropriate audit procedure under the circumstances, except that the purpose is not to express an opinion on the effectiveness of the internal controls of Billion Electric Co., Ltd.
3. Evaluate the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and related disclosures made by management.
4. On the basis of the verification evidence obtained, it is concluded whether there is significant uncertainty about the appropriateness of the continuing operations accounting basis adopted by the management and the events or circumstances that may cause significant doubt about the ability of Billion Electric Co., Ltd. to continue its operations. If we reckon that material uncertainties exist in the events or conditions, we are obliged to include in our audit report a reminder that draws the attention of users of the Parent Company Only Financial Statements to relevant disclosures contained therein, or to modify our audit opinion when such disclosures are considered inappropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or circumstances may cause Billion Electric Co., Ltd. to no longer be able to continue operating.
5. Evaluated the overall presentation, structure and content of the Parent Company Only Financial Statements (including relevant notes), and whether it adequately represents the underlying transactions and events.
6. Obtain sufficient and appropriate verification evidence of the financial information of investee companies using the equity method to express an opinion on the parent company only financial statements. We are responsible for directing, overseeing, and executing the audit of and forming the audit opinion on Billion Electric Co., Ltd.

We communicate with the governing body 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 identified during our audit).

We also provide the governing body 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 parent company only financial statements of Billion Electric Co., Ltd. for the year 2023. 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
CPAs:

Competent Authority:	Ministry of Finance, Taiwan, Securities No. 0930106739.
Approval File No.:	Financial Supervisory Commission Securities Examination No. 1040003949.
December 31, 2024	

Unit: NT\$ Thousand

(Please refer to the notes attached to the parent company only financial statement.)

Manager: Hong-Zheng Chen

Accounting Supervisor: Ying-Hui Su

Billion Electric Co., Ltd .
Comprehensive Income Statements
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

		Amount	%	Amount	%
4000	Operating Income (Notes 6(25) and 7)	\$ 476,773	100	480,746	100
5000	Operating Cost (Notes 6(7), (12), (13), (20) and 7)	380,861	80	388,801	81
	Operating Gross Profit	95,912	20	91,945	19
5910	Less: Unrealized Profit on Sales	12,832	2	23,229	5
5920	Add: Realized Profit on Sales	25,251	5	19,094	4
	Realized Operating Gross Profit	108,331	23	87,810	18
	Operating Expenses (Notes 6(12), (13), (18), (20),(23)and (26)):				
6100	Sales expenses	50,673	11	39,979	8
6200	Administrative expenses	57,193	12	45,353	10
6300	Research and development expenses	82,843	17	76,814	16
	Total Operating Expenses	190,709	40	162,146	34
	Other Income and Expenses (Note 6(27)):				
6500	Net Amount of Other Income and Expenses	-	-	16,739	4
	Net Operating Loss	(82,378)	(17)	(57,597)	(12)
	Non-Operating Income and Expenses (Notes 6(14), (28) and 7):				
7100	Interest income	25,473	5	5,886	1
7010	Other income	35,290	8	18,108	4
7020	Other gains and losses	75,838	16	70,471	15
7050	Financial costs	(4,663)	(1)	(7,250)	(2)
7060	Share of profit or loss of subsidiaries and associates recognized under equity method	15,327	3	14,795	3
	Total Non-Operating Income and Expenses	147,265	31	102,010	21
7900	Net Profit Before Tax	64,887	14	44,413	9
7951	Less: Income Tax Expenses (Benefits) (Note 6(21))	(6,261)	(1)	4,508	1
8200	Net Profit for the Period	71,148	15	39,905	8
8300	Other Comprehensive Income (Notes 6(21) and (22)):				
8310	Items That Will not Be Reclassified to Profit or Loss				
8311	Re-measurement of defined benefit plan	741	-	3,978	1
8316	Unrealized gains (losses) from investment in equity instrument measured at fair value through other comprehensive income	16,135	3	-	-
8349	Less: Income tax related to items that may not be reclassified	148	-	796	-
	Total of Items That Will not Be Reclassified to Profit or Loss	16,728	3	3,182	1
8360	Items That May Be Subsequently Reclassified to Profit or Loss				
8361	Exchange differences on translating the financial statements of foreign operations	(32)	-	22,848	5
8399	Less: Income tax related to items that may be reclassified to profit or loss	(6)	-	4,570	1
	Total of Items That May Be Subsequently Reclassified to Profit or Loss	(26)	-	18,278	4
8300	Other Comprehensive Income for the Year	16,702	3	21,460	5
8500	Total Comprehensive Income for the Year	\$ 87,850	18	61,365	13
	Earnings per Share (NTD) (Note 6(24))				
9750	Basic Earnings per Share	\$ 0.64		0.41	
9850	Diluted Earnings per Share	\$ 0.64		0.40	

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting Supervisor: Ying-Hui Su

Billion Electric Co., Ltd.
Statements of Changes in Equity
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

Retained Earnings										Other Equity Items			
Capital Stock - Common Shares	Advance Receipts for Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets Measured at Fair Value Through Other Comprehensive Income	Total	Treasury Shares	Total Equity		
Balance as of January 1, 2022													
Net profit for the period													
Other comprehensive income for the year													
Total comprehensive income for the year													
Earnings appropriation and distribution:													
Provision of legal reserve													
Provision of special reserve													
Share of changes in associates and joint ventures recognized under equity method													
Repurchase of treasury shares													
Difference between actual acquisition or disposal of equity interest in a subsidiary and its carrying value													
Changes in ownership interests in subsidiaries													
Share-based payment transactions													
Balance as of December 31, 2022													
Net profit for the period													
Other comprehensive income for the year													
Total comprehensive income for the year													
Earnings appropriation and distribution:													
Provision of legal reserve													
Cash dividends - common shares													
Reversed special reserve													
Cash capital increase													
Difference between actual acquisition or disposal of equity interest in a subsidiary and its carrying value													
Share-based payment transactions													
Advance receipts for ordinary shares turned share capital													
Balance as of December 31, 2023													

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting Supervisor: Ying-Hui Su

Billion Electric Co., Ltd .
Statements of Cash Flows
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

		2023	2022 (After Reorganization)
AAAA	Cash Flows From Operating Activities:		
A10000	Net Profit Before tax for the Year	\$ 64,887	44,413
A20000	Adjustments:		
A20010	Adjustments to reconcile profit and loss		
A20100	Depreciation expenses	29,431	21,529
A20200	Amortization expense	650	507
A20400	Net loss (gain) on financial assets measured at fair value through profit and loss	(663)	16,393
A20900	Interest expenses	4,663	7,250
A21200	Interest income	(25,473)	(5,886)
A21300	Dividend income	(154)	(2,287)
A21900	Remuneration cost for share-based payment	1,257	1,911
A22400	Share of profit of subsidiaries and associates recognized under equity method	(15,327)	(14,795)
A22500	Gains from disposal of property, plant and equipment	-	(16,895)
A23200	Disposal of investment income using the equity method	(76,587)	(22,166)
A23800	Lease modification losses	-	156
A23900	Unrealized Profit on Sales	12,832	23,229
A24000	Realized Profit on Sales	(25,251)	(18,597)
A24100	Unrealized foreign exchange gains (losses)	6,303	(6,787)
A20010	Total adjustments to reconcile profit and loss	(88,319)	(16,438)
A30000	Net changes related to operating assets/liabilities:		
A31115	Financial assets at fair value through profit or loss	1,547	42,964
A31130	Notes receivable	908	(909)
A31150	Accounts receivable	(7,269)	(4,573)
A31160	Accounts receivable - related parties	(12,690)	97,045
A31180	Other receivables	(1,311)	(5,414)
A31190	Other receivables from related parties	(9,930)	(62)
A31200	Inventories	65,359	24,966
A31240	Other current assets	3,478	(500)
A31280	Contract performance costs	40,859	(55,704)
A32125	Contract liabilities - current	(19,415)	(4,727)
A32150	Accounts payables	(1,017)	(53,869)
A32180	Other payables	11,737	(4,542)
A32190	Other payables to related parties	5,336	1,238
A32230	Other current liabilities	(1,035)	6,246
A32240	Net defined benefit liabilities	121	(1,203)
A20000	Adjustments	(11,641)	24,518

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting supervisor: Ying-Hui Su

Billion Electric Co., Ltd .
Statements of Cash Flows (Continued)
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

A33000	Cash inflow from operating activities	\$ 53,246	68,931
A33100	Interests received	23,639	4,524
A33300	Interests paid	(4,740)	(7,311)
A33500	Income tax returned (paid)	331	(13,475)
AAAA	Net Cash Inflow From Operating Activities	72,476	52,669
BBBB	Cash Flows From Investing Activities:		
B00010	Acquisition of financial assets at fair value through other comprehensive income	(30,000)	-
B00040	Acquisition of financial assets at amortized cost	-	(29,803)
B00050	Disposal of financial assets measured at amortized cost	19,935	-
B01800	Acquisition of investments using the equity method	(127,000)	(27,000)
B01900	Disposal of investments accounted for using equity method	162,798	-
B02300	Disposal of subsidiaries	-	23,452
B02700	Acquisition of properties, plant and equipment	(83,266)	(43,409)
B02800	Disposal of properties, plant and equipment	-	83,582
B04200	Decrease in other receivables	-	5,575
B04300	Increase in other receivables - related parties	-	(20,000)
B04500	Acquisition of intangible assets	(832)	(587)
B06700	Decrease (increase) in other non-current assets	7,253	(9,151)
B07600	Dividends received	11,326	11,603
BBBB	Net Cash Outflow From Investing Activities	(39,786)	(5,738)
CCCC	Cash Flows From Financing Activities:		
C00200	Decrease in short-term loans	(216,000)	(82,000)
C01600	Proceeds from long-term borrowings	-	87,925
C01700	Repayment of long-term borrowings	(23,484)	(67,645)
C03100	Increase (decrease) in guarantee deposits received	989	(50)
C04020	Repayment of the lease principal amount	(5,979)	(6,158)
C04500	Issuance of cash dividends	(29,387)	-
C04600	Cash capital increase	529,800	-
C04800	Employee stock options exercised	8,784	12,115
C04900	Cost of repurchase treasury shares	-	(3,181)
C05100	Treasury shares acquired by employees	856	285
C05400	Acquisition of equity of subsidiaries	(19,115)	(71,593)
C05500	Disposal of equity of subsidiaries (no loss of control over the subsidiaries)	2,080	260
CCCC	Net Cash Inflow (Outflow) From Financing Activities	248,544	(130,042)
DDDD	Effect of Exchange Rate Changes on Cash and Cash Equivalents	(5,690)	7,325
EEEE	Increase (Decrease) in Cash and Cash Equivalents for the Current Period	275,544	(75,786)
E00100	Cash and Cash Equivalents at the Beginning of the Year	220,510	296,296
E00200	Cash and Cash Equivalents at the End of the Year	\$ 496,054	220,510

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting supervisor: Ying-Hui Su

Independent Auditors' Report

Independent Auditors' Report

To: Board of Directors of Billion Electric Co., Ltd.,

Opinions

The Consolidated Balance Sheets of Billion Electric Co., Ltd. and Its Subsidiaries (the Billion Group) as of December 31, 2023 and 2022, and the Consolidated Statement of comprehensive income, Consolidated Statement of Changes in Equity, Consolidated Cash Flow Statement, and the Notes to the Consolidated Financial Statements (including the Summary of significant accounting policies) for the period from January 1 to December 31, 2023 and 2022 have been completely audited by the Certified Public Accountant.

In our opinion, based on our audits and the reports of other auditors as described in the Other Matter section of our report, the Consolidated Financial Statements were prepared in all material aspects in accordance with the Standards for the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS) and the International Accounting Standards (IAS), Interpretation and Standing Interpretations, approved and ratified by the Financial Supervisory Commission (FSC), which are sufficient to present the consolidated financial position of the Billion Group as at December 31, 2023 and 2022 and the consolidated financial results and consolidated cash flows for the periods from January 1 to December 31, 2023 and 2022.

Basis for Opinions

We conducted our audits in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards. Our responsibilities under the aforementioned standards are further described in the Auditors' Responsibilities Section of this Audited Consolidated Financial Statements and Reports. The personnel from our Certified Public Accountant Firm who are subject to the independence norms have maintained their superior independence from the Billion Group in accordance with the ethical norms of the profession of Certified Public Accountant and have fulfilled the other responsibilities under the norms. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Other Matters

Financial statements of certain subsidiaries that are included in the Billion Group's 2022 consolidated financial statements are not audited by us, but by other auditors. Therefore, our opinions on the consolidated financial statements of 2022 that is related to the financial statements of the said subsidiaries are based on audit reports issued by other auditors. The total assets of the said subsidiaries amounted to NT\$83,286 thousand as of December 31, 2022, accounting for 2.52% of the total consolidated assets; the total net revenue amounted to NT\$8,510 thousand for the period from December 1 to December 31, 2022, accounting for 0.70% of the total consolidated net revenue.

Billion Electric Co., Ltd. has 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 unqualified opinion.

Key Audit Matters

The key audit matters refer to the most important matters regarding the audit of the Consolidated Financial Statements of the Billion Group for the year of 2023 according to our professional judgment. These matters have been addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our audit opinion. As such, we do not express a separate opinion on these matters. The key audit matters of the Consolidated Financial Statements of the Billion Group for the year of 2022 are as follows:

Authenticity of recognition of operating revenue from top ten new customers.

For the accounting policies regarding the recognition of operating revenue, please refer to Note 4(16)—Recognition of revenues of the Consolidated Financial Statements; for disclosure of relevant information about operating revenue, please refer to Note 6(26)—Revenue from Contracts with Customers of the Consolidated Financial Statements.

Explanation of key audit matters:

The principle source of income of the Billion Group and its subsidiaries accounted for using the equity method are the sales revenue of products and service revenue. A portion of the income is derived from primary customers added in the current year, which has a significant impact on the overall financial statement and its main risk is whether the income actually occurs. Thus, we prioritize operating revenue in the audit of the financial statements.

How the matter was addressed in our audit:

1. Understand the aforementioned internal control of operating revenue for sales customers and evaluate and test the effectiveness of its design and execution.
2. Obtain the aforementioned list of sales customers and assess whether the relevant background, transaction amount and credit limit are reasonable for the size of the company.
3. Take a copy of income invoice of the above sales customer as reference and select an appropriate sample, verify the external shipping documents, investigate the recipient, receivable condition and transaction condition, whether there are no significant abnormalities, to ensure the authenticity of the operating revenue.
4. The details of the income after the accounting period shall be checked for significant depreciation to confirm whether there are any significant abnormalities in revenue recognition.

Responsibility of the Management and the Governing Body for the Consolidated Financial Statements

The responsibility of Management is to prepare the Consolidated Financial Statements in accordance with the Financial Reporting Standards for Securities Issuers, and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations and Standing Interpretations, as approved and ratified by the Financial Supervisory Commission (FSC), and to maintain necessary internal control in connection with the preparation of the Consolidated Financial Statements, to ensure that the Consolidated Financial Statements are free from material misrepresentation due to fraud or error.

During the preparation of the Consolidated Financial Statements, the Management has the responsibilities to assess the ability of Billion Group to continue operation, disclosing relevant matters and adopting a going concern basis of accounting, unless the Management intends to liquidate Billion Group or cease operations, or there is no practicable alternative save for liquidation or cease operation.

The governance bodies (including the Audit Committee) of the Billion Group are responsible in overseeing the process of the financial reporting.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

The purpose of our audit on the Consolidated Financial Statements is to obtain a reasonable assurance as to whether the Consolidated Financial Statements as a whole contain material misstatement resulted from fraud or error, and to provide an audit report. Reasonable assurance is high level of assurance, but is not a guarantee that an audit conducted in accordance with the generally accepted accounting standards (GAAP) will always detect a material misstatement when it exists. Misstatements could be resulted from fraud or error. The misstated amounts are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of the users of this Consolidated Financial Statements.

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

1. Identify and evaluate the risk of material misstatements due to fraud or error in the Consolidated Financial Statements; design and carry out appropriate countermeasures for the evaluated risks; obtain sufficient and appropriate audit evidence to provide a basis for our audit opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain the necessary understanding of the internal controls relevant to the audit to design appropriate audit procedures under the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of the Billion Group.
3. Evaluate the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and related disclosures made by management.
4. On the basis of the verified evidence obtained, it is concluded whether there is significant uncertainty as to the appropriateness of adopting a continuing operating accounting basis for management and the events or circumstances that may cause material doubt as to the ability of Billion Group to continue operating. If we reckon that material uncertainties exist in the events or conditions, we are obliged to include in our audit report, a reminder that draws the attention of users of the Consolidated Financial Statements to relevant disclosures contained therein, or to modify our audit opinion when such disclosures are considered inappropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or circumstances may cause Billion Group to no longer be able to continue operating.
5. Evaluate the overall presentation, structure and content of the Consolidated Financial Statements (including relevant notes), and its fair representation of the underlying transactions and events.
6. Obtain sufficient and appropriate verification evidence of the financial information of the group's constituent entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit and the preparation of an audit opinion on the Billion Group.

We communicate with the governing body 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 identified during our audit).

We also provide the governing body 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 parent company only financial statements of the Billion Group for the year 2023. 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

CPAs:

Competent Authority:	Ministry of Finance, Taiwan, Securities No. 0930106739.
Approval File No.:	Financial Supervisory Commission Securities Examination No. 1040003949.
December 31, 2024	

Billion Electric Co., Ltd. and Subsidiaries
Consolidated Balance Sheets
December 31, 2023 and 2022

Unit: NT\$ Thousand

		December 31, 2023 (After Reorganization)		December 31, 2022 (After Reorganization)	
Assets		Amount	%	Amount	%
Current Assets:					
1100	Cash and cash equivalents (Notes 6(1) and (30))	\$	849,660	23	650,137
1110	Financial assets at fair value through profit or loss - current (Notes 3(2) and (30))		33,407	1	32,391
1136	Financial assets at amortized cost - current (Notes 6(4) and (30))		80,378	2	79,559
1140	Contract asset- current (Notes 6(26) and 7)		68,976	2	7,576
1150	Net Notes Receivable (Notes 6(5), (26) and (30))		16,980	-	7,601
1170	Net Accounts Receivable (Notes 6(5), (26) and (30))		115,753	3	137,234
1200	Other Receivables (Notes 6(5), (6) and (30))		18,351	1	13,618
1220	Income tax assets in the current period		-	-	160
130X	Inventories (Note 6(7))		333,616	9	326,343
1470	Other current assets (Note 6(15))		55,490	2	57,332
1482	Contract performance costs - current (Note 6(26))		819,313	23	382,897
	Total Current Assets		2,391,924	66	1,694,848
Non-Current Assets:					
1517	Financial assets at fair value through other comprehensive income - non-current (Notes 6(3), (11) and (30))		69,327	2	3,797
1535	Financial assets at amortized cost - non-current (Notes 6(4) and (30))		370,283	10	368,503
1550	Investment accounted for using equity method (Note 6(8))		27,199	1	27,040
1600	Property, plant, and equipment (Note 6(12))		590,059	16	706,814
1755	Right-of-use assets (Note 6(13))		58,379	2	392,999
1760	Investment property (Note 6(14))		60,231	2	60,680
1780	Intangible assets		5,908	-	6,177
1840	Deferred income tax assets (Note 6(22))		15,733	-	14,932
1900	Other non-current assets (Note 6(15))		39,758	1	30,651
	Total Non-Current Assets		1,236,877	34	1,611,593
	Total Assets		\$ 3,628,801	100	3,306,441
Liabilities and Equity					
Current Liabilities:					
2100	Short-term borrowings (Notes 6(17), (30) and (33))	\$	148,700	4	262,619
2110	Short-term notes and bills payable (Notes 6(16), (30) and (33))		29,898	1	6,176
	Contract liabilities - current (Notes 6(26) and 7)		582,129	16	538,209
2130	Notes payable (Notes 6(30))		629	-	1,166
2150	Accounts payable (Note 6(30))		188,793	5	89,755
2170	Other payables (Note 6(30))		92,455	4	88,097
2200	Current tax liabilities		27,036	1	17,036
2230	Current provisions (Note 6(20))		9,394	-	9,585
2250	Lease liabilities - current (Notes 6(19), (30) and (33))		10,913	-	18,186
2280	Current portion of long-term liabilities (Notes 6(18) and (30))		29,150	1	30,152
2300	Other current liabilities		15,213	-	10,917
	Total Current Liabilities		1,134,310	32	1,071,898
	Non-current Liabilities:				
2540	Long-term borrowings (Notes 6(18), (30) and (33))		35,545	1	86,175
2570	Deferred income tax liabilities (Note 6(22))		25,991	1	30,532
2580	Lease liabilities - non-current (Notes 6(19), (30) and (33))		48,699	1	376,607
2640	Net defined benefit liabilities - non-current (Note 6(21))		16,168	-	16,640
2645	Guarantee deposits received		2,090	-	707
	Total Non-Current Liabilities		128,493	3	510,661
	Total Liabilities		1,262,803	35	1,582,559
	Equity (Note 6(23)) :				
3110	Ordinary shares capital		1,154,191	32	996,973
3140	Advance receipts for ordinary shares		297	-	1,205
			1,154,488	32	998,178
3200	Capital surplus		692,696	19	308,439
	Retained earnings:				
3310	Legal reserve		220,288	6	215,979
3320	Special reserve		56,874	2	75,152
3350	Unappropriated earnings		103,539	3	47,216
			380,701	11	338,347
	Other equity:				
3410	Exchange differences on translating the financial statements of foreign operations		(6,106)	-	(6,080)
3420	Unrealized gain or loss on financial assets measured at fair value through other comprehensive income		(25,357)	(1)	(41,492)
3500	Treasury shares		(25,057)	(1)	(25,913)
36XX	Total equity attributable to owners of the Company		2,171,365	60	1,571,479
	Non-controlling interests		194,633	5	152,403
	Total Equity		2,365,998	65	1,723,882
	Total Liabilities and Equity		\$ 3,628,801	100	3,306,441

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting Supervisor: Ying-Hui Su

Billion Electric Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

		2023		2022	
		Amount	%	Amount	%
4000	Operating Revenue (Note 6(26), and 7,14)	\$ 1,828,751	100	1,211,418	100
5000	Operating Costs (Note 6(7), (12), (13) and (21))	1,429,142	78	914,214	75
	Operating Gross Profit	399,609	22	297,204	25
	Operating Expenses (Notes 6(5), (12), (13), (19), (21), (24) and (27)):				
6100	Sales expenses	142,146	8	78,754	7
6200	Administrative expenses	159,452	9	141,463	12
6300	Research and development expenses	99,140	5	86,540	7
6450	Expected credit impairment losses	1,214	-	1,425	-
	Total Operating Expenses	401,952	22	308,182	26
	Other Income and Expenses (Note 6(28)):				
6500	Net Amount of Other Income and Expenses	-	-	16,739	1
	Net Operating (Loss) Profit	(2,343)	-	5,761	-
	Non-operating Revenue and Expenses (Notes 6(11), (14) and (29)) :				
7100	Interest income	31,526	2	7,416	1
7010	Other income	32,870	2	14,994	1
7020	Other gains and losses	84,239	4	48,451	4
7050	Financial costs	(12,106)	(1)	(9,961)	(1)
7060	Share of profit of associates recognized under equity method	172	-	8	-
	Total Non-operating Income and Expenses	136,701	7	60,908	5
7900	Net Profit Before tax	134,358	7	66,669	5
7950	Less: Income tax Expense (Note 6(22))	22,105	1	15,803	1
8200	Net Profit for the Year	112,253	6	50,866	4
8300	Other Comprehensive Income (Notes 6(22) and (23)):				
8310	Items That Will not Be Reclassified to Profit or Loss				
8311	Re-measurement of defined benefit plan	741	-	3,978	-
8316	Unrealized gains (losses) from investment in equity instrument measured at fair value through other comprehensive income	16,135	1	-	-
8349	Less: Income tax related to non-reclassified items	148	-	796	-
	Total of Items That Will not Be Reclassified to Profit or Loss	16,728	1	3,182	-
8360	Items That May Be Subsequently Reclassified to Profit or Loss				
8361	Exchange differences on translating the financial statements of foreign operations	(38)	-	24,895	2
8399	Less: Income tax related to items that may be reclassified to profit or loss	(6)	-	4,570	-
	Total of Items That May Be Subsequently Reclassified to Profit or Loss	(32)	-	20,325	2
8300	Other Comprehensive Income for the Year	16,696	1	23,507	2
8500	Total Comprehensive Income for the Year	\$ 128,949	7	74,373	6
	Net Profit Attributable to:				
	Owners of the parent company	\$ 71,148	4	39,905	3
	Non-controlling interests	41,105	2	10,961	1
		\$ 112,253	6	50,866	4
	Total Comprehensive Income Attributable to:				
	Owners of the parent company	\$ 87,850	5	61,365	5
	Non-controlling interests	41,099	2	13,008	1
		\$ 128,949	7	74,373	6
	Earnings per Share (NT\$) (Note 6(25))				
9750	Basic Earnings per Share	\$ 0.64		\$ 0.41	
9850	Diluted Earnings per Share	\$ 0.64		\$ 0.40	

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting Supervisor: Ying-Hui Su

Billion Electric Co., Ltd. and Subsidiaries
Consolidated Statements of Changes in Equity
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

Equity Attributable to Owners of the Parent Company												
Share Capital			Retained Earnings			Other Equity Items						
Capital Stock - Common Shares	Advance Receipts for Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets Measured at Fair Value Through Other Comprehensive Income	Treasury Shares	Total Equity Attributable to Owners of the Company	Non-Controlling Interests	Total Equity
\$ 988,563	-	301,289	213,373	55,830	26,057	295,260	(24,358)	(41,492)	(23,017)	1,496,245	61,994	1,558,239
-	-	-	-	-	39,905	39,905	-	-	-	39,905	10,961	50,866
-	-	-	-	-	3,182	3,182	18,278	-	-	21,460	2,047	23,507
-	-	-	-	-	43,087	43,087	18,278	-	-	61,365	13,008	74,373
-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	2,606	-	(2,606)	-	-	-	-	-	-	-
-	-	-	-	19,322	(19,322)	-	-	-	-	-	-	-
-	-	32	-	-	-	-	-	-	-	32	-	32
-	-	-	-	-	-	-	-	-	(3,181)	(3,181)	-	(3,181)
-	-	47	-	-	-	-	-	-	-	47	213	260
-	-	2,223	-	-	-	-	-	-	-	2,223	48,725	50,948
8,410	1,205	4,848	-	-	-	-	-	-	285	14,748	1,401	16,149
-	-	-	-	-	-	-	-	-	-	-	27,062	27,062
996,973	1,205	308,439	215,979	75,152	47,216	338,347	(6,080)	(41,492)	(25,913)	1,571,479	152,403	1,723,882
-	-	-	-	-	71,148	71,148	-	-	-	71,148	41,105	112,253
-	-	-	-	-	593	593	(26)	16,135	-	16,702	(6)	16,696
-	-	-	-	-	71,741	71,741	(26)	16,135	-	87,850	41,099	128,949
-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	4,309	-	(4,309)	-	-	-	-	-	-	-
-	-	-	-	-	(29,387)	(29,387)	-	-	-	(29,387)	-	(29,387)
-	-	-	-	(18,278)	18,278	-	-	-	-	-	-	-
150,000	-	379,800	-	-	-	-	-	-	-	529,800	-	529,800
-	-	702	-	-	-	-	-	-	-	702	1,263	1,965
6,013	297	3,755	-	-	-	-	-	-	856	10,921	63	10,984
1,205	(1,205)	-	-	-	-	-	-	-	-	-	(195)	(195)
\$ 1,154,191	297	692,696	220,288	56,874	103,539	380,701	(6,106)	(25,357)	(25,057)	2,171,365	194,633	2,365,998

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting Supervisor: Ying-Hui Su

Billion Electric Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

		2023	2022 (After Reorganization)
	Cash Flows From Operating Activities:		
A10000	Net Profit Before Tax for the Year	\$ 134,358	66,669
	Adjustments:		
	Adjustments to reconcile profit and loss		
A20100	Depreciation expenses	67,644	40,261
A20200	Amortization expense	2,589	1,132
A20300	Expected credit impairment losses	1,214	1,425
A20400	Net loss (gain) on financial assets measured at fair value through profit and loss	(2,751)	20,172
A20900	Interest expenses	12,106	9,961
A21200	Interest income	(31,526)	(7,416)
A21300	Dividend income	(163)	(2,375)
A21900	Remuneration cost (gains) for share-based payment	1,308	(12,673)
A22000	Property, plant, and equipment transferred to expenses	-	75
A22300	Share of profit of associates recognized under equity method	(172)	(8)
A22500	Gains from disposal of property, plant and equipment	-	(16,895)
A23100	Profit from disposal of subsidiary	(79,867)	(22,166)
A23800	Lease modification losses	-	156
A24100	Unrealized foreign exchange gains (losses)	6,303	(6,327)
A20010	Total adjustments to reconcile profit and loss	(23,315)	5,322
A30000	Net changes related to operating assets/liabilities:		
A31115	Financial assets at fair value through profit or loss	1,686	51,196
A31125	Contract assets	(61,400)	(7,576)
A31130	Notes receivable	(9,379)	(3,362)
A31150	Accounts receivable	19,040	23,731
A31180	Other receivables	(3,749)	(5,971)
A31200	Inventories	(7,093)	103,209
A31240	Other current assets	(1,862)	(19,751)
A31280	Contract performance costs	(436,416)	(366,079)
A32125	Contract liabilities - current	43,900	360,196
A32130	Notes payable	(537)	1,094
A32150	Accounts payables	99,580	(121,182)
A32180	Other payables	32,251	8,317
A32230	Other current liabilities	4,320	6,272
A32240	Net defined benefit liabilities	121	(1,203)

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting supervisor: Ying-Hui Su

Billion Electric Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows (Continued)
January 1 to December 31, 2023 and 2022

Unit: NT\$ Thousand

A20000	Adjustments:	(342,853)	34,213
A33000	Cash inflow (outflow) from operating activities	(\$ 208,495)	100,882
A33100	Interests received	30,146	5,556
A33300	Interests paid	(12,127)	(10,054)
A33500	Income tax paid	(17,292)	(27,562)
AAAA	Net Cash Inflow (Outflow) From Operating Activities	(207,768)	68,822
	Cash Flows From Investing Activities:		
B00010	Acquisition of financial assets at fair value through other comprehensive income	(30,000)	-
B00040	Acquisition of financial assets at amortized cost	(5,449)	-
B00050	Disposal of financial assets measured at amortized cost	-	33,209
B01800	Acquisition of investments using the equity method	-	(27,000)
B02300	Disposal of subsidiaries	160,602	23,297
B02700	Acquisition of properties, plant and equipment	(97,323)	(181,125)
B02800	Disposal of properties, plant and equipment	-	83,582
B04200	Decrease in other receivables	-	5,575
B04500	Acquisition of intangible assets	(2,320)	(5,496)
B05000	Cash inflow from merger	-	24,964
B06700	Increase in other non-current assets	(11,845)	(18,277)
B07600	Dividends received	177	2,375
BBBB	Net Cash Inflow (Outflow) From Investing Activities	13,842	(58,896)
	Cash Flows From Financing Activities:		
C00200	Decrease in short-term loans	(106,579)	(64,741)
C00500	Increase in short-term promissory notes payable	31,722	6,200
C01600	Proceeds from long-term borrowings	10,000	92,885
C01700	Repayment of long-term borrowings	(33,502)	(71,988)
C03000	Increase in guarantee deposits received	1,383	-
C03100	Decrease in guarantee deposits received	-	(27)
C04020	Repayment of the lease principal amount	(16,093)	(9,355)
C04500	Issuance of cash dividends	(49,579)	-
C04600	Cash capital increase	529,800	-
C04800	Employee stock options exercised	8,784	12,115
C04900	Cost of repurchase treasury shares	-	(3,181)
C05100	Treasury shares acquired by employees	856	285
C05400	Acquisition of equity of subsidiaries	(115)	-
C05500	Disposal of equity of subsidiaries (no loss of control over the subsidiaries)	2,080	260
C05800	Changes in non-controlling interests	19,997	51,089
CCCC	Net Cash Inflow From Financing Activities	398,754	13,542
DDDD	Effect of Exchange Rate Changes on Cash and Cash Equivalents	(5,305)	8,552
EEEE	Increase in Cash and Cash Equivalents for the Period	199,523	32,020
E00100	Cash and Cash Equivalents at the Beginning of the Year	650,137	618,117
E00200	Cash and Cash Equivalents at the End of the Year	\$ 849,660	650,137

(Please refer to the notes attached to the parent company only financial statement.)

Chairman: Chung-Ting Chen

Manager: Hong-Zheng Chen

Accounting supervisor: Ying-Hui Su

Attachment 5 2023 Earnings Distribution Statement

BILLION ELECTRIC CO., LTD. 2023 Earnings Distribution Statement

Unit: NT\$

Items	Total
Beginning accumulated distributable earnings	31,797,709
Add: Actuarial gains and losses on defined benefit plans recognized in retained earnings	593,062
Adjusted accumulated deficit to be compensated	32,390,771
Add: 2023 profit after tax	71,148,152
Subtotal	103,538,923
Less: Provision of legal reserve	(7,174,121)
Add: Reversal of Special Reserve Earnings (Notes 1-3)	16,109,198
Ending accumulated distributable earnings	112,474,000
Distribution Item:	
Shareholder dividends (NT\$0.37 per share) (Notes 4-5)	42,297,590
Ending undistributed earnings	70,176,410

Note 1: According to the letter No. 1010012865 issued by the Securities and Futures Bureau of the Financial Supervisory Commission, the exchange differences on translation of foreign operations' financial statements of -6,105,627 and unrealized gains and losses on financial assets at fair value through other comprehensive income of -25,357,441, totaling -31,463,068, recorded as of December 31, 2023, require the appropriation of a special reserve.

Note 2: As of December 31, 2022, the Company has appropriated a total special reserve of 47,572,266.

Note 3: Based on the above points 1~2, as of December 31, 2023, the Company has appropriated an excess special reserve of 16,109,198.

Note 4: According to law, the treasury shares held by the Company are not entitled to shareholder rights. However, if there are changes in the number of treasury shares before the ex-dividend record date, the dividend payout ratio to shareholders will be adjusted based on the shareholding ratio of shareholders recorded in the shareholder register on the ex-dividend record date, with the total amount of shareholder dividends remaining unchanged.

Note 5: This distribution table is calculated based on the 114,317,811 shares outstanding as of February 29, 2024.

Chairman:

Manager:

Accounting Supervisor:

Attachment 6 Comparison Table for the Procedures for Endorsement and Guarantee Before and After Revision

BILLION ELECTRIC CO., LTD. Comparison Table for the Procedures for Endorsement and Guarantee Before and After Revision

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
Article 3	Subject of Endorsements/ guarantees 1. Companies with business dealings with the Company. 2. Companies in which the Company directly and indirectly holds more than 50% of the voting shares. 3. Companies that directly or indirectly hold more than 50% of the voting shares of the Company. Companies in which the Company directly and indirectly holds 90% or more of the voting shares may provide endorsements and guarantees to each other, and the amount shall not exceed 10% of the Company's net worth. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares. <u>Companies that are mutually guaranteed by the contract between peers or co-contractors based on the needs of the underwriting project, or by all contributing</u>	Subject of Endorsements/ guarantees 1. Companies with business dealings with the Company. 2. Companies in which the Company directly and indirectly holds more than 50% of the voting shares. 3. Companies that directly or indirectly hold more than 50% of the voting shares of the Company. Companies in which the Company directly and indirectly holds 90% or more of the voting shares may provide endorsements and guarantees to each other, and the amount shall not exceed 10% of the Company's net worth. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares. The subsidiaries and parent company referred to in the preceding second and third paragraphs are determined in accordance with the provisions of the Regulations Governing	1. Added that endorsements and guarantees may be provided between peers in the same industry or joint builders based on contractual requirements due to the need for undertaking projects, or by all contributing shareholders to an invested company in proportion to their shareholding due to a joint investment 2. Defined subsidiaries and parent company in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies".

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
	shareholders to an invested company in proportion to their shareholding due to a joint investment relationship. The aforementioned contribution refers to the direct contribution by the public company or through a company with 100% voting shares. The subsidiaries and parent company referred to in these Procedures are determined in accordance with the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers. For a public company whose financial reports are prepared in accordance with the International Financial Reporting Standards, the net worth referred to in the Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies means the equity attributable to owners of the parent in the balance sheet as required by the Regulations Governing the Preparation of Financial Reports by Securities Issuers.	the Preparation of Financial Reports by Securities Issuers. For a public company whose financial reports are prepared in accordance with the International Financial Reporting Standards, the net worth referred to in the Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies means the equity attributable to owners of the parent in the balance sheet as required by the Regulations Governing the Preparation of Financial Reports by Securities Issuers.	
Article 4	Quotas of endorsement/ guarantee 1. The Company's total amount of external endorsements and guarantees shall not exceed its current net worth. 2. The amount of endorsement/ guarantee for a single enterprise shall not exceed 50% of the current	Quotas of endorsement/ guarantee 1. The Company's total amount of external endorsements and guarantees shall not exceed ~~30% of~~ its current net worth. 2. The amount of endorsement/ guarantee for a single enterprise shall not exceed ~~20%~~ of the current	The Company is currently focusing on energy transition and group expansion, among which many energy storage projects require financing, and in response to the expansion plan and subsidiary development, endorsements and

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
	net value of the owner of the Company. 3. If the amount of endorsements and guarantees provided due to business dealings exceeds the total transaction amount with the Company in the most recent year (the higher of the purchase or sales amount between the two parties), it shall still comply with the provisions of the preceding first and second paragraphs. The net worth is based on the latest financial statements audited or reviewed by the CPA at the time of making the endorsement or guarantee. 4. The total amount of an endorsement/ guarantee provided by the Company and its subsidiaries shall not exceed the current net value of the owner of the Company.	net value of the owner of the Company. 3. If the amount of endorsements and guarantees provided due to business dealings exceeds the total transaction amount with the Company in the most recent year (the higher of the purchase or sales amount between the two parties), it shall still comply with the provisions of the preceding first and second paragraphs. The net worth is based on the latest financial statements audited or reviewed by the CPA at the time of making the endorsement or guarantee. 4. The total amount of an endorsement/ guarantee provided by the Company and its subsidiaries shall not exceed ~~50% of~~ the current net value of the owner of the Company.	guarantees need to be provided by the Company for its invested businesses or project companies. Increasing the upper limit of endorsements and guarantees allows invested companies to smoothly obtain favorable financing conditions from financial institutions and increases the Company's investment amount, which is conducive to business operations and strengthens investment efforts.
Article 5	Decision-making and Authorization Levels Endorsements and guarantees made by the Company shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution. <u>If not approved by more than half of all members of the audit committee, the endorsement or guarantee may be carried out with the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</u> However, to	Decision-making and Authorization Levels Endorsements and guarantees made by the Company shall be approved by the board of directors before proceeding. However, to meet time requirements, the Chairman may be authorized by the board of directors to make decisions within 30% of the current net worth and subsequently submit them to the next board of directors meeting for ratification. When a subsidiary in which the Company directly and indirectly holds 90% or more	In accordance with Article 17 of the "Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies" and the amendments to Article 6 of these Procedures, it is clearly stated that 30% of the current net worth refers to the net worth ratio calculated based on the cumulative balance at the time of making

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
	meet time requirements, the Chairman may be authorized by the board of directors to make decisions within 30% of the current net worth and subsequently submit them to the next board of directors meeting for ratification. When a subsidiary in which the Company directly and indirectly holds 90% or more of the voting shares makes an endorsement or guarantee in accordance with Article 3, it shall be submitted to the board of directors for resolution before proceeding. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.	of the voting shares makes an endorsement or guarantee in accordance with Article 5, it shall be submitted to the board of directors for resolution before proceeding. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.	the endorsement or guarantee.
Article 6	Procedures for Making Endorsements and Guarantees 1. (omitted) 2. (deleted) 3. (omitted) 4. (omitted) 5. (omitted) (omitted below)	Procedures for Making Endorsements and Guarantees 1. (omitted) ~~2. The handling personnel of the Company's finance department shall compile the aforementioned relevant information and evaluation results. If the cumulative balance at the time of making the endorsement or guarantee has not exceeded 30% of the current net worth, it shall be submitted to the Chairman for approval before proceeding~~	Article 5 on decision-making and authorization levels has already stipulated that to meet time requirements, the Chairman may be authorized by the board of directors to make decisions within 30% of the current net worth and subsequently submit them to the next board of directors meeting for ratification, which

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
		~~and subsequently reported to the next board of directors meeting for ratification. If the cumulative balance of endorsements and guarantees has exceeded 30% of the current net worth, it shall be submitted to the board of directors for approval and handled in accordance with the resolution of the board of directors.~~ 3. (omitted) 4. (omitted) 5. (omitted) (omitted below)	overlaps with the procedures in Article 6. To facilitate management, the second point is deleted.
Article 7	Custody and Procedures for Chop 1. The company chop registered with the Ministry of Economic Affairs is used as the dedicated chop for endorsements/ guarantees. The chop shall be kept in the custody of a designated person approved by the board of directors, and the same applies to any changes. When making endorsements or guarantees, the chop shall be used, and bills shall be issued in accordance with the Company's prescribed operating procedures. 2. If the Company provides guarantees to foreign companies, the guarantee letters issued by the Company shall be signed by the person authorized by the board of directors.	Custody and Procedures for Chop 1. The dedicated chop for endorsements and guarantees is the registered company chop applied to the Ministry of Economic Affairs. The chop shall be kept by a designated person approved by the Chairman, and the same applies to any changes. When making endorsements or guarantees, the chop shall be used and bills shall be issued in accordance with the Company's prescribed operating procedures. 2. If the Company provides guarantees to foreign companies, the guarantee letters issued by the Company shall be signed by the person authorized by the board of directors.	Amended in accordance with Article 17 of the "Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies"

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
Article 11	(deleted)	~~Penal Provisions If the Company's managers and personnel in charge violate these Procedures, they shall be punished according to the severity of the situation based on the Company's "Factory Rules" and annual employee performance evaluation.~~	Deleted because the Company's "Factory Rules" are no longer applicable
Article 11	Implementation and Amendment These Procedures <u>shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution</u>, and then reported to the shareholders' meeting for approval <u>before implementation</u>. If any director expresses dissent and it is recorded or a written statement is made, the Company shall submit the dissenting opinion to the shareholders' meeting for discussion. The same applies to amendments. If the preceding paragraph is not approved by more than half of all members of the audit committee, the endorsement or guarantee may be carried out with the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. All members of the audit committee and all directors referred to in the preceding paragraph shall be calculated based on those actually in office.	Implementation and Amendment These Procedures ~~shall be approved by the board of directors, sent to the audit committee~~, and submitted to the shareholders' meeting ~~for approval~~. If any director expresses dissent and it is recorded or a written statement is made, the Company shall submit the dissenting opinion to the audit committee and report it to the shareholders' meeting for discussion. ~~In addition, when the Company has independent directors, when submitting these Procedures to the board of directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has any objections or reservations, they shall be recorded in the minutes of the board of directors meeting.~~ ~~For a company that has established an audit committee, when establishing or amending the procedures for endorsements and guarantees, it shall be approved by more than half of~~	Adjusted the content of the procedures and amended the article numbers in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies" and the current practice of having no supervisors

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
		~~all members of the audit committee and submitted to the board of directors for resolution. The provisions of Paragraph 2 shall not apply.~~ If the preceding paragraph is not approved by more than half of all members of the audit committee, the endorsement or guarantee may be carried out with the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. All members of the audit committee and all directors referred to in the preceding paragraph shall be calculated based on those actually in office. ~~For a company that has established an audit committee, the provisions concerning supervisors shall apply mutatis mutandis to the audit committee.~~	
Article 12	If there are any unaddressed matters in these Procedures, they shall be handled in accordance with relevant laws and regulations.	If there are any unaddressed matters in these Procedures, they shall be handled in accordance with relevant laws and regulations.	Amended the article number

Attachment 7 Comparison Table for the Procedures for Acquisition or Disposal of Assets Before and After Revision

BILLION ELECTRIC CO., LTD. Comparison Table for the Procedures for Acquisition or Disposal of Assets Before and After Revision

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
Article 16	Procedures for Acquisition or Disposal of Assets When transactions between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or <u>capital</u>, involve the following, the board of directors may, pursuant to Article 5 and Article 6, delegate the Chairman to decide such matters when the transaction is within a certain amount, and have the decisions subsequently submitted to and ratified by the next board of directors meeting: 1. Acquisition or disposal of equipment or right-of-use assets thereof for business use. 2. Acquisition or disposal of real estate or right-of-use assets thereof for business use. When the Company submits the matters specified in the first paragraph for discussion by the board of directors pursuant to the preceding paragraph, <u>the opinions of each Independent Director shall be given full consideration</u>, and any dissenting or qualified opinion expressed by Independent Directors	Procedures for Acquisition or Disposal of Assets When transactions between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or <u>assets</u>, involve the following, the board of directors may, pursuant to Article 5 and Article 6, delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting: 1. Acquisition or disposal of equipment or right-of-use assets thereof for business use. 2. Acquisition or disposal of real estate or right-of-use assets thereof for business use. When the Company submits the matters specified in the first paragraph for discussion by the board of directors pursuant to the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has any objections or reservations, they shall be recorded	Amended in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
	shall be recorded in the minutes of the board of directors meeting.	in the minutes of the board of directors meeting.	
Article 17	When the Company acquires real estate or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by the following means: 1. <u>Based on the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property, provided it shall not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</u> 2. <u>Where the related party has previously created a mortgage on the property as security for a loan, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.</u> <u>Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</u>	When the Company acquires real estate or right-of-use assets thereof from a related party, ~~and there is one of the following situations~~, it shall evaluate the reasonableness of the transaction cost ~~in accordance with relevant regulations. Except for one of the following situations, it should engage an accountant to review and provide a specific opinion:~~ 1. The related party acquired the real estate or right-of-use assets thereof through inheritance or as a gift. 2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction. 3. The real estate is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land. 4. The real property right-of-use assets for business use are acquired by the Company with its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.	Amended in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies

Article	Articles After Amendment	Articles Before Amendment	Basis or Reason for Amendment
	<u>The Company that acquires real estate or right-of-use assets thereof from a related party and appraises the cost of the real estate or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to review the appraisal and render a specific opinion.</u> <u>The Company acquires real estate or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article and the preceding three paragraphs do not apply:</u> (1) The related party acquired the real estate or right-of-use assets thereof through inheritance or as a gift. (2) More than 5 years have elapsed from the time the related party signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction. (3) The real estate is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land. (4) The real property right-of-use assets for business use are acquired by the Company with its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.		

Attachment 8 Director (Independent Director) Candidates list

BILLION ELECTRIC CO., LTD. Director (Independent Director) Candidates list

Type of Position	Name	Education	Experience	Current Positions	Name of Government or Legal Entity Represented	Reason for Nomination as Independent Director for Three Consecutive Terms
Director	Chung-Ting Chen	Master of Science in Information Engineering, University of Mississippi	IBM Programmer	Chairman, Billion Electric Co., Ltd.	-	-
Director	Shu-Mei Chang	Bachelor of Laws, National Chengchi University	CFO of Tatung Company Senior Vice President, Taiwan Cooperative Bank	CFO, Billion Electric Co., Ltd.	-	-
Director	Chen-Chien Chen	Master's Degree in Business, National Taiwan University	Senior Partner, KPMG	President Sino-American Silicon Products Inc. Director, Billion Electric Co., Ltd.	Sino-American Silicon Products Inc.	-
Director	Sheng-Hsien Weng	Master's Degree in Electrical Engineering, National Taiwan University	Advisor Attorney, Winston & Strawn LLP	Managing Attorney, Honchi Law Firm	-	-
Director	I-Shan Ke	Master's Degree, Harvard Law School, USA	Vice President of Global Trust Department, New York Mellon Bank Hong Kong Branch	Managing Attorney, Alliance International Law Firm Director, Taiwan Association for Legal Technology	-	-
Director	Yu-Chang Hung	Master of Management from the Department of Business Administration, National Taiwan University of Science and Technology	Chairman and President, Maohong Power Company Limited	Chairman and President, Maohong Power Company Limited	-	-
Independent director	Yung-Yen Chen	Ph.D. in Finance, Nova Southeastern University, USA	Assistant Professor, Department of International Trade, Chinese Culture University	Assistant Professor, Department of International Trade, Chinese Culture University Independent Director, Billion Electric Co., Ltd.	-	Mr. Yung-Yen Chen has been nominated to continue serving as the Company's independent director for this election, despite having served as the Company's independent director for four consecutive terms, due to his extensive experience in finance and accounting and his frequent provision of important advice to the Company. The Company still needs to draw on his expertise so that, in addition to exercising his duties as an independent director, he can continue to leverage his professional skills and provide supervision and professional opinions to the board of directors.
Independent director	Cheng-Yuan Cheng	Ph.D. in Laser Processing, Mechanical Engineering Research Institute, University of Liverpool	Senior Campus Advisor, National Taiwan University of Science and Technology	Distinguished Professor, Department of Mechanical Engineering, National Taiwan University of Science and Technology Director, Taiwan High-Speed 3D Printing Research Center	-	-
Independent director	Shih-Chieh Chen	Ph.D., Institute of European Studies, College of International Affairs, Tamkang University	Secretary General, Chinese Arbitration Association	Advisor, Chinese Arbitration Association	-	-

Attachment 9	Statement of the Proposed Lifting of Non-Competition Restrictions on Directors' Conduct
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BILLION ELECTRIC CO., LTD.
**Statement of the Proposed Lifting of
Non-Competition Restrictions on Directors' Conduct**

Name	Current Concurrent Positions at Other Companies
Chung-Ting Chen	Chairman and President, Billion Watts Technologies Co., Ltd. Chairman, Billion Energy Storage Technologies Inc. Chairman, Billion Power System Technologies Inc. Chairman, Billion Sun Energy Storage Technologies Inc. Chairman, VGwatt Energy Co., Ltd. Chairman, Billion Electric Holding Co., Ltd. Chairman, Billion EV Charging Technologies Co., Ltd. Chairman, Sheng Qian Energy Storage Co. Ltd
Shu-Mei Chang	Independent Directors, Actron Technology Corporation Billion Sun Energy Storage Technologies Inc. Director, VGwatt Energy Co., Ltd. Director, Billion EV Charging Technologies Co., Ltd. Supervisor, Billion Power System Technologies Inc. Supervisor, Billion Electric Holding Co., Ltd. Supervisor, BT Energy Storage Co., Ltd.
Sino-American Silicon Products Inc. Representative: Chen-Chien Chen	President, Sino-American Silicon Products Inc. Director (Legal Representative), Advanced Wireless Semiconductor Company Director (Legal Representative), Sunrise PV Three Co., Ltd. Director (Legal Representative), Sustainable Energy Solution Co., Ltd. Chairman (Legal Representative), Xu Lu Energy Co., Ltd. Chairman (Legal Representative), Sunrise PV Four Co., Ltd. Director, MEMC Electronic Materials S.p.A.
Sheng-Hsien, Wong	Independent Directors, Sinopower Semiconductor Co., Ltd.
Yu-Chang Hung	Chairman and President, Maohong Power (MHP)

Appendix 1 Rules and Procedures of Shareholders' Meeting

BILLION ELECTRIC CO., LTD. Rules and Procedures of Shareholders' Meeting

Passed by the Shareholders' Meeting on August 20, 2021

- Article 1: The Rules of Procedure for Shareholders' Meetings (the Rules) are established in accordance with Article 11 of the Corporate Governance Best-Practice Principles for Financial Holding Companies to provide sound governance over the Company's Shareholders' Meetings, thereby enhancing the supervisory function of shareholders.
- Article 2: Unless otherwise specified by laws and regulations or the Articles of Incorporation, Shareholders' Meetings of the Company shall be conducted in accordance with the Rules.
- Article 3: Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of an annual shareholders meeting or before 15 days before the date of an extraordinary shareholders meeting. Twenty-one days prior to the annual shareholders' meeting or fifteen days prior to the extraordinary shareholders' meeting, the agenda handbook and supplementary information for the shareholders' meeting shall be prepared in electronic files and transmitted to the Market Observation Post System (MOPS). In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby, and should be distributed at the shareholders' meeting venue.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

The election or dismissal of directors, amendments to the Articles of Incorporation, dissolution, merger, or demerger of the Company, or matters under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for

convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion. the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the Company, and such website shall be indicated in the above notice.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at an annual shareholders meeting. However, only one proposal is allowed, and any additional proposals will not be included on the agenda. The board of directors may disregard shareholders' proposals if the proposed agenda item involves any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act. Shareholders may put forward proposals urging the Company to promote public interests or fulfill its social responsibilities. The procedure shall be in accordance with the relevant provisions of Article 172-1 of the Company Act. Any proposal exceeding one item shall not be included in the agenda. The Company shall issue a public notice announcing the agenda item proposals' filing requirements, the accepted locations for the proposals' delivery, and the time period within which proposals for agenda items are to be submitted in order that they be judged eligible for acceptance. The period for submission of shareholder proposals may not be less than 10 days.

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

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4: For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

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

Article 6: The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

The shareholder or the proxy appointed by the shareholder (hereinafter referred to as the shareholder) shall present the attendance card, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall provide an attendance book in which to record the attendance of shareholders; alternatively, attendance cards may be presented instead of requiring shareholders to register their attendance in the attendance book. Shareholders who attend the meeting shall be given a copy of the meeting manual, annual report, attendance certificate, speech note, ballots, and other information relevant to the meeting. Shareholders shall be given election ballots when there is to be an election of directors or supervisors. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7: If the shareholders' meeting is convened by the board of directors, the chairman of the board shall preside over the meeting. If the chairman is on leave or unable to exercise his/her duties for any reason, the vice chairman shall act on his/her behalf. If there is no vice chairman, or if the vice chairman is also on leave or unable to exercise his/her duties for any reason, the chairman shall designate a managing director to act on his/her behalf; If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.

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

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the

directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If the shareholders' meeting is convened by any person entitled to convene the meeting other than the board, such person shall be the meeting's chairperson. If there is more than one such person entitled to convene the meeting, those persons shall nominate amongst themselves to be the meeting's chairperson.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend shareholders meetings in a non-voting capacity.

Article 8: The Company, beginning from the time it accepts shareholder attendance registrations, shall record on uninterrupted audio and video tape the entire registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

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

Article 9: Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the time scheduled for the meeting. If the number of shares represented by the shareholders present at the meeting has not yet constituted the quorum at the time scheduled for the meeting, the chairperson may postpone the time for the meeting. The postponements shall be limited to two times at the most and meeting shall not be postponed for longer than one hour in the aggregate. If a quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

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

Article 10: The agenda of the meeting shall be set by the board of directors if the meeting is convened by the board of directors. Unless otherwise resolved at the meeting, the meeting shall proceed in accordance with the agenda.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. In either of the two arrangements described above, the chairperson cannot dismiss the meeting while an agenda item (including any special motion) is in progress. If the chairperson violates the meeting policy by dismissing the meeting when not authorized to do so, other members of the board shall immediately assist the attending shareholders to elect another chairperson with the support of more than half of the voting rights there represented and shall continue the meeting.

The chairperson shall provide ample opportunity for explanation and discussion of the proposal and the amendments or extraordinary motions put forward by the shareholders, and may announce the discussion closed and the proposal brought to a vote when it is considered to have reached a level fit for voting.

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

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

Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson 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 chairperson and the shareholder that has the floor; the chairperson shall stop any violation.

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

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

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

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

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

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

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

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

When the Company convenes a shareholders' meeting, shareholders shall exercise their voting rights in writing or electronically (when a company is mandated by Article 177-1, paragraph 1 of the Company Act to adopt electronic voting: 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. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extempore motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extempore motions and amendments to original proposals.

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

In case a shareholder who has exercised his voting right in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he shall, two days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his voting right, deliver a separate declaration of intention to rescind his previous declaration of intention made in exercising the voting right under the preceding paragraph. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the

time of a vote, for each proposal, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

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

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

Article 14: The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

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

Article 15: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The minutes shall detail the date and venue of the meeting, name of the chairperson, method of resolution, and a summary of the deliberations and their results, and shall be permanently retained during the existence of the Company.

Article 16: On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by

correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.

Within the regulated deadline, the Company shall post onto MOPS all resolutions that are classified as material information as defined by the laws and regulations published by the competent authority.

Article 17: Staff handling administrative affairs of a shareholders meeting shall wear identification cards or armbands.

The chairperson may direct the proctors or security personnel to help maintain order at the meeting place. Such disciplinary officers or security guards shall wear arm badges or identification cards marked “Disciplinary Personnel” when assisting in maintaining order in the meeting place.

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

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

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

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

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

Article 19: These Rules and Procedure shall be effective from the date they are approved by the shareholders’ meeting.

Appendix 2 Articles of Incorporation

BILLION ELECTRIC CO., LTD. Articles of Incorporation

Passed by the Shareholders' Meeting on June 09, 2022

Chapter 1 General Provisions

Article 1: The Company is organized in accordance with the Company Law and relevant regulations, and is named Billion Electric Co., Ltd.

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

1. A101020 Growing of Crops
2. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
3. CC01060 Wired Communication Mechanical Equipment Manufacturing
4. CC01070 Wireless Communication Mechanical Equipment Manufacturing
5. CC01080 Electronics Components Manufacturing
6. CC01090 Manufacture of Batteries and Accumulators
7. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
8. CC01110 Computer and Peripheral Equipment Manufacturing
9. D101060 Self-Usage Power Generation Equipment Utilizing Renewable Energy Industry
10. E603050 Automatic Control Equipment Engineering
11. E606010 Power Consuming Equipment Inspecting and Maintenance
12. F101130 Wholesale of Vegetables and Fruits
13. F113070 Wholesale of Telecommunication Apparatus
14. F113110 Wholesale of Batteries
15. F118010 Wholesale of Computer Software
16. F119010 Wholesale of Electronic Materials
17. F201010 Retail Sale of Agricultural Products
18. F401010 International Trade
19. I103060 Management Consulting
20. I199990 Other Consulting Service
21. I301010 Information Software Services
22. I301030 Electronic Information Supply Services

- 23. IF04010 Non-destructive Testing
- 24. IG03010 Energy Technical Services
- 25. JE01010 Rental and Leasing
- 26. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

- Article 3: The Company may provide endorsements and guarantees for business needs.
- Article 4: The total amount of the the Company's is not subject to the restriction of not exceeding 40% of its paid-in capital as provided in Article 13 of the Company Act.
- Article 5: The Company's head office is located in New Taipei City, Taiwan. When necessary, the Company may establish branches domestically and internationally upon resolution of the board of directors.
- Article 6: (deleted)

Chapter 2 Shares

- Article 7: The authorized capital of the Company is NT\$2,500,000,000, divided into 250,000,000 shares at par value of NT\$10. Of the aforementioned shares, NT\$12,350,000 is reserved for stock warrants, preferred shares with warrants, or corporate bonds with warrants, divided into 1,235,000 shares.
- Article 8: The Company's share certificates shall be in registered form, signed or sealed by the directors representing the Company, numbered, and duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance.
- The Company is exempt from printing certificates for shares issued, but the centralized securities depository institution should be contacted for registration.
- Article 9: The Company's stock affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and relevant laws and regulations.
- Article 10: No change shall be made to the shareholders' roster within 60 days prior to an annual general meeting, or within 30 days prior to an extraordinary shareholders' meeting, or within 5 days prior to the record date determined for the distribution of dividends, bonus, or other benefits.

Chapter 3 Shareholders' Meetings

- Article 11: The Company's shareholders' meetings consist of annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be convened by the board of directors within six months after the end of each fiscal year. Extraordinary shareholders' meetings shall be convened when necessary.

A notice of the time, venue, and the proposal of the meeting shall be given to each shareholder 30 days in advance of convening an annual general meeting, or 15 days in advance of convening an extraordinary shareholders' meeting, and the notice shall be publicly announced.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority. To hold a video shareholders' meeting, the Company shall comply with the operating procedures and relevant regulations for the conditions, procedures, and other matters that should be followed. If there are other provisions stipulated by the competent authority, those provisions shall be followed.

Article 12: If a shareholder is unable to attend the shareholders' meeting for any reason, that shareholder may appoint a proxy agent to attend by presenting a power of attorney printed by the Company specifying the scope of power authorized to the proxy agent. However, the power of attorney shall be delivered to the Company or its designated agent five days prior to the meeting. In the case of duplicate power of attorney, the one delivered first shall prevail.

Article 13: When a shareholders' meeting is convened by the board of directors, the chairman of the board shall serve as the chairperson of the meeting. If the chairman of the board is on leave or unable to exercise his/her power and authority for any reason, the situation shall be handled in accordance with Article 208, paragraph 3 of the Company Act.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chairperson the meeting. When there are two or more such convening parties, they shall mutually select a chairperson from among themselves.

The resolutions of the shareholders' meeting shall be conducted in accordance with the Company's Rules of Procedure for Shareholders' Meetings.

Article 14: Each share of the Company's stock is entitled to one vote, unless otherwise provided by law.

According to regulatory requirements, shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Article 15: Except as otherwise provided by the legislation, resolutions of a shareholders' meeting shall be adopted at a meeting attended by shareholders representing a majority of the total number of issued shares and at which meeting a majority of the shareholders vote in favor of such resolutions.

Article 16: The minutes of the shareholders' meetings shall be prepared, duly signed or sealed by the Chairperson of the Shareholders' Meeting, and distributed to the shareholders within 20 days after shareholders' meetings. The meeting minutes prescribed in the preceding paragraph may be distributed by means of public announcement.

Chapter 4 Directors and Audit Committee

Article 17: The Company shall have seven to nine directors, with the term of office for Directors shall be three years, and all Directors shall be eligible for re-election. The directors shall be elected from among persons of legal capacity by the shareholders' meeting.

The Company employs a candidate nomination system for the election of directors, and shareholders are required to elect from the list of nominated director candidates. Each share has the same voting rights equal to the number of Directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates; those candidates receiving more voting rights shall be elected as Directors.

The Company shall have independent directors among the aforementioned number of directors, and the number of independent directors shall not be less than three. With respect to professional qualifications, shareholdings, restrictions on holding concurrent posts, nomination, election/appointment and other compliance-related requirements for independent directors, the Company shall follow the relevant laws and regulations announced by the competent authority in charge of the securities and exchange. The total number of registered shares held by all directors shall comply with the relevant regulations.

The Company may obtain liability insurance to cover indemnification obligations of directors officers arisen from performing their duties during tenure of their offices.

In compliance with Articles 14-4 of the Securities and Exchange Law, the Company shall establish an audit committee, which shall consist of all independent directors, and its duties and related matters shall be handled in accordance with relevant laws and regulations.

Article 18: A notice of the reasons for convening a board meeting shall be given to each director and supervisor before seven days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. Notices of board of directors' meetings may be made in writing, by fax, or by email.

Article 19: When the vacancies of directors reach one-third of the total number of directors, the board of directors shall convene an extraordinary shareholders' meeting within 60 days to elect new directors to fill the vacancies, but the term of office shall be limited to the original term.

Article 20: The Directors shall elect from among themselves a Chairman of the board of directors, and may elect a Vice Chairman of the board of directors, by a majority in a meeting attended by over two-thirds of the Directors. The chairman of the board shall externally represent the Company and execute all affairs of the Company in accordance with laws, regulations, the Articles of Incorporation, and resolutions of the shareholders' meetings and board of directors' meetings.

- Article 21: If the chairman of the board is on leave or unable to exercise his/her power and authority for any reason, the situation shall be handled in accordance with Article 208, paragraph 3 of the Company Act. If the Board meeting is held in the form of video conference, those participated by video conference are deemed as participation in person.
- Article 22: Apart from the provisions of the Company Act, a meeting of the board of directors shall be attended by more than half of the directors. If a director is unable to attend for any reason, he/she may issue a proxy letter and list the scope of authorization for the convened matters to appoint another director to attend the meeting as a proxy, but each person may act as a proxy for only one person. Resolutions shall be adopted with the approval of a majority of the directors present, and the items resolved shall be recorded in the minutes of the meeting and handled in accordance with Article 16 of the Articles of Incorporation.
- Article 23: (Deleted).
- Article 24: The Company may remunerate directors for their services, no matter whether the Company has generated profits.
- Article 24-1: (Deleted).
- Article 25: The remuneration and travel allowance of the chairman and directors shall be determined by the board of directors with reference to the extent of their participation and contribution to the Company's operations and the normal standards of the industry.
- Article 26: The Company shall appoint a general manager, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 5 Managers and Staff

- Article 27: (Deleted).

Chapter 6 Accounting

- Article 28: The Company's fiscal year shall start from January 1 and end on December 31 of each year. At the end of each fiscal year, the board of directors shall prepare the following statements and submit them to the audit committee for auditing 30 days before the annual shareholders' meeting, and then submit them to the shareholders' meeting for ratification.
1. Business reports.
 2. Financial statements.
 3. Proposals for distribution of earnings or make-up of deficit.
- Article 29: If the Company has profit for the year, it shall allocate no less than 2% for employee compensation, which shall be distributed in the form of shares or cash as resolved by the board of directors, and the recipients shall include employees of subsidiaries meeting certain conditions. As resolved by the board of directors,

the Company may allocate an amount not exceeding 3% of the aforementioned profit as remuneration to the directors, Employee bonus and director remuneration proposals shall be presented to the shareholders' meeting.

But the Company shall first make up the accumulated deficits, if any, before allocating any profit to employee bonus and director remuneration.

Article 29-1: After paying all taxes and dues according to law and making up for accumulated losses, 10% of the remaining profit of the Company after annual closing of the books shall be appropriated as the legal surplus reserve; where such legal surplus reserve amounts to the total paid-in capital of the Company, this provision shall not apply; the remainder shall be used to appropriate or reverse the special surplus reserve. If there is still remaining balance, the board of directors shall draw up an earnings distribution proposal on the balance and the accumulated undistributed earnings, and submit it to the shareholders' meeting.

The Company's dividend policy, in line with the current and future development plan, the investment environment, capital needs and domestic and foreign competition, and taking into account the shareholders' interests and other factors, is that the annual allocation of distributable earnings shall not be less than 10% of the distribution of shareholders' dividends, except that when the accumulated distributable earnings is less than 5% of the paid-in share capital, it may not be distributed; when allocating dividends to shareholders. At the time of distribution of shareholders' dividends, the proportion of cash dividends in the shareholders' dividends distributed in the current year shall be not less than 5% of the total annual distribution of dividends, and the remaining cash dividends shall be distributed in the form of share dividends, but the actual distribution ratio shall be adjusted according to the actual profit and operating conditions of the current year.

Chapter 7 Supplementary Provisions

Article 30: Matters not covered in these Articles of Incorporation shall be handled in accordance with the Company Act.

Article 31: The Company's organizational regulations and operational procedures shall be separately determined by the board of directors.

Article 32: This regulation was established on February 28, 1973, amended for the first time on August 4, 1976, the second amendment on August 25, 1976, the third amendment on January 12, 1981, the fourth amendment on May 28, 1982, the fifth amendment on June 12, 1984, the sixth amendment on November 1, 1985, the seventh amendment on July 30, 1988, the eighth amendment on April 1, 1989, the ninth amendment on October 5, 1990, the tenth amendment on November 26, 1992, the twelfth amendment on May 15, 1996, the thirteenth amendment on October 1, 1997, the fourteenth amendment on November 5, 1997, the fifteenth amendment on March 1, 1998, the sixteenth amendment on April 18, 1998, the seventeenth amendment on May 27, 2000, the eighteenth amendment on May 10, 2001, the nineteenth amendment on May 2, 2002, the twentieth amendment on May 27, 2003, the twenty-first amendment on June 29, 2005, the twenty-second revision on June 14, 2006, the twenty-third revision on June 13, 2008,

the twenty-fourth revision on June 19, 2009, the twenty-fifth revision on May 28, 2010, the twenty-sixth revision on June 10, 2011, the twenty-seventh revision on June 27, 2012, the twenty-eighth revision on June 2, 2015, the twenty-ninth revision on June 7, 2016, the thirtieth revision on June 7, 2017, the thirty-first revision on June 5, 2018, the thirty-second revision on June 5, 2020, the thirty-third revision on August 20, 2021, and the thirty-fourth revision on June 9, 2022.

Appendix 3 Rules for Director Elections

BILLION ELECTRIC CO., LTD. Rules for Director Elections

Passed by the Shareholders' Meeting on August 20, 2021

- Article 1: To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2: Unless otherwise provided by laws and regulations or the Company's Articles of Incorporation, the election of the Company's directors shall be conducted in accordance with these Regulations.
- Article 3: The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
1. Basic requirements and values: Gender, age, nationality, and culture.
 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

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

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

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

Article 4: The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

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

Article 5: Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call an extraordinary shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the provisions of paragraph 1 of Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, an extraordinary shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6: The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8: The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairperson drawing lots on behalf of any person not in attendance.

Article 9: Before the election begins, the chairperson shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and

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

Article 10: The votes shall be considered as invalid under if any of the below occurs:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chairperson on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year.

If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 12: These Regulations, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix 4 Procedures for Endorsement and Guarantee

BILLION ELECTRIC CO., LTD. Procedures for Endorsement and Guarantee

Passed by the Shareholders' Meeting on June 14, 2019

Article 1: Purpose

To regulate the endorsement and guarantee operations of the Company, these Procedures are specially formulated and shall be followed. If there are any unaddressed matters in these Procedures, they shall be handled in accordance with relevant laws and regulations.

Article 2: Scope of Application

The term “endorsements/ guarantees” in these Procedures refers to the following:

1. Financing endorsements/ guarantees, including bill discount financing, endorsements or guarantees made for the financing needs of another company, and issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself.
2. Customs duty endorsement/ guarantee, meaning an endorsement or guarantee for the Company itself or another company with respect to customs duty matters.
3. Other endorsements/ guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.
4. Any creation by the Company of a pledge or mortgage on its chattel or real property as security for the loans of another company shall also be subject to these Procedures.

Article 3: Subject of Endorsements/ guarantees

1. Companies with business dealings with the Company.
2. Companies in which the Company directly and indirectly holds more than 50% of the voting shares.
3. Companies that directly or indirectly hold more than 50% of the voting shares of the Company.

Companies in which the Company directly and indirectly holds 90% or more of the voting shares may provide endorsements and guarantees to each other, and the amount shall not exceed 10% of the Company's net worth. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.

The subsidiaries and parent company referred to in the preceding second and third paragraphs are determined in accordance with the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

For a public company whose financial reports are prepared in accordance with the International Financial Reporting Standards, the net worth referred to in the Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies means the equity attributable to owners of the parent in the balance sheet as required by the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 4: Quotas of endorsement/ guarantee

1. The total amount of an endorsement/ guarantee shall not exceed 30% of the current net value of the owner of the Company.
2. The amount of endorsement/ guarantee for a single enterprise shall not exceed 20% of the current net value of the owner of the Company.
3. If the amount of endorsements and guarantees provided due to business dealings exceeds the total transaction amount with the Company in the most recent year (the higher of the purchase or sales amount between the two parties), it shall still comply with the provisions of the preceding first and second paragraphs. The net worth is based on the latest financial statements audited or reviewed by the CPA at the time of making the endorsement or guarantee.
4. The total amount of an endorsement/ guarantee provided by the Company and its subsidiaries shall not exceed 50% of the current net value of the owner of the Company.

Article 5: Decision-making and Authorization Levels

Endorsements and guarantees made by the Company shall be approved by the board of directors before proceeding. However, to meet time requirements, the Chairman may be authorized by the board of directors to make decisions within 30% of the current net worth and subsequently submit them to the next board of directors meeting for ratification.

When a subsidiary in which the Company directly and indirectly holds 90% or more of the voting shares makes an endorsement or guarantee in accordance with Article 5, it shall be submitted to the board of directors for resolution before proceeding. However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.

However, this restriction does not apply to endorsements and guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.

Article 6: Procedures for Making Endorsements and Guarantees

1. When an endorsed/guaranteed company uses the endorsement/ guarantee amount within its limit, it shall provide basic information and financial information and fill out an application form to the Company's Finance Department. The Finance Department shall conduct a detailed evaluation and credit investigation. The evaluation items include the necessity and reasonableness of the endorsement/ guarantee, whether the amount of the endorsement/ guarantee due to business dealings is commensurate with the business transaction amount, the impact of the endorsement/ guarantee on the Company's operational risks, financial condition and shareholders' equity, and whether collateral should be obtained and the value of the collateral.
2. The handling personnel of the Company's finance department shall compile the aforementioned relevant information and evaluation results. If the cumulative balance at the time of making the endorsement or guarantee has not exceeded 30% of the current net worth, it shall be submitted to the Chairman for approval before proceeding and subsequently reported to the next board of directors meeting for ratification. If the cumulative balance of endorsements and guarantees has exceeded 30% of the current net worth, it shall be submitted to the board of directors for approval and handled in accordance with the resolution of the board of directors.
3. The Finance Department shall establish an endorsement/ guarantee memorandum book, which shall record in detail the endorsed/guaranteed entity, amount, date of passage by the board of directors or of authorization by the chairman of the board, date of endorsement/ guarantee, matters to be carefully evaluated according to these Procedures, content and appraised value of collateral, and conditions and date for terminating the endorsement/ guarantee responsibility.
4. When the endorsed/guaranteed company repays the amount, it shall notify the Company so that the Company can terminate its endorsement/ guarantee responsibility and record it in the endorsement/ guarantee memorandum book.
5. The Finance Department shall assess or recognize contingent losses for endorsements/ guarantees, adequately disclose information on endorsements/ guarantees in the financial reports, and provide relevant information to the certified public accountants for necessary audit procedures and issuance of appropriate audit reports.

When a foreign company defined in Article 165-1 of the Securities and Exchange Act provides loans to others, makes endorsements/ guarantees, or provides collateral, it shall comply with the Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies.

Foreign companies without chops may be exempted from the application of Article 12, paragraph 1, subparagraph 7 and Article 17, paragraph 4 of the Securities and Exchange Act.

The net worth referred to in the Regulations Governing Loaning of Funds and Making of Endorsements/ guarantees by Public Companies, when calculating

the net worth of a foreign company, refers to the equity attributable to owners of the parent in the balance sheet.

Article 7: Custody and Procedures for Chop

1. The dedicated chop for endorsements and guarantees is the registered company chop applied to the Ministry of Economic Affairs. The chop shall be kept by a designated person approved by the Chairman, and the same applies to any changes. When making endorsements or guarantees, the chop shall be used and bills shall be issued in accordance with the Company's prescribed operating procedures.
2. If the Company provides guarantees to foreign companies, the guarantee letters issued by the Company shall be signed by the person authorized by the board of directors.

Article 8: Precautions for Making Endorsements/ guarantees

1. Internal auditors shall perform auditing on the Company's endorsement/ guarantee profile every quarter and produce written auditing reports. Should there be any violation found, a written report is needed to notify the audit committee.
2. If, due to changes in circumstances, the entity for which the Company made an endorsement/ guarantee originally met the requirements in Article 3 of these Procedures but subsequently does not meet the requirements, or if the amount of endorsement/ guarantee exceeds the limit stipulated in Article 4 of these Procedures due to changes in the basis for calculating the limit, the audit unit shall supervise the finance department to eliminate the entire amount of endorsement/ guarantee for that entity or the excess portion within the period stipulated in the contract or within a certain period. The improvement plan shall be submitted to the audit committee and improvements shall be completed according to the planned schedule and reported to the board of directors.
3. For the endorsement/ guarantee targets that are subsidiaries with a net worth lower than half of their paid-in capital, subsequent related control measures are necessary, including obtaining collateral and determining the value of the collateral, and the process must be approved by the board of directors. The clear opinions of agreement or objection and reasons for objection of each independent director shall be recorded in the meeting minutes of the board of directors. The paid-in capital mentioned above refers to the paid-in capital of the endorsed/guaranteed company (subsidiary).

Article 9: Time Limit and Content for Public Announcement and Filing

1. The Company shall input the endorsement/ guarantee balances for the previous month of itself and its subsidiaries into the Market Observation Post System before the 10th day of each month.
2. When the balance of endorsements/ guarantees by the Company reaches one of the following standards, the Company shall input the information

into the information reporting website designated by the Market Observation Post System within two days from the date of occurrence:

- (1) The aggregate balance of endorsements/ guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statement.
 - (2) The balance of endorsements/ guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.
 - (3) The balance of endorsements/ guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements/ guarantees for, carrying value of equity method investment in, and balance of loans to, such enterprise reaches 30% or more of the Company's net worth as stated in its latest financial statement.
 - (4) The amount of new endorsements/ guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.
3. The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report according to subparagraph 4 of the preceding paragraph. The ratio of the endorsement/ guarantee balance of a subsidiary to net worth shall be calculated based on the ratio of the subsidiary's endorsement/ guarantee balance to the Company's net worth.
 4. The Company shall assess or recognize contingent losses for endorsements/ guarantees, adequately disclose information on endorsements/ guarantees in the financial reports, and provide relevant information to the certified public accountants for necessary audit procedures.

The term "date of occurrence" as used in these Procedures means the date of contract signing, date of payment, date of board of directors resolutions, or other date that can confirm the counterparty and amount of the endorsement/ guarantee, whichever date is earlier.

Article 10: Procedures for Control of Endorsements/ guarantees by Subsidiaries

1. When a subsidiary of the Company intends to make endorsements/ guarantees for others, it shall formulate operating procedures for endorsements/ guarantees in accordance with the regulations, and shall comply with the procedures.
2. Subsidiaries shall prepare a detailed statement of endorsements/ guarantees made for others in the previous month before the 10th of each month (excluding the 10th) and submit it to the Company.
3. Internal auditors of subsidiaries shall audit the endorsement/ guarantee operating procedures and their implementation at least quarterly and

prepare written records. If any material violations are discovered, they shall immediately notify the Company's audit unit in writing, and the Company's audit unit shall forward the written information to the audit committee.

4. When auditing a subsidiary according to the annual audit plan, the Company's auditors shall also understand the implementation of the subsidiary's endorsement/ guarantee operating procedures. If any deficiencies are found, they shall continue to track the improvement and prepare a tracking report to be submitted to the Chairman or General Manager.

Article 11: Penal Provisions

If the Company's managers and personnel in charge violate these Procedures, they shall be punished according to the severity of the situation based on the Company's "Factory Rules" and annual employee performance evaluation.

Article 12: Implementation and Amendment

These Procedures shall be approved by the board of directors, sent to the audit committee, and submitted to the shareholders' meeting for approval. If any director expresses dissent and it is recorded or a written statement is made, the Company shall submit the dissenting opinion to the audit committee and report it to the shareholders' meeting for discussion.

In addition, when the Company has independent directors, when submitting these Procedures to the board of directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has any objections or reservations, they shall be recorded in the minutes of the board of directors meeting.

For a company that has established an audit committee, when establishing or amending the procedures for endorsements and guarantees, it shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution. The provisions of Paragraph 2 shall not apply.

If the preceding paragraph is not approved by more than half of all members of the audit committee, the endorsement or guarantee may be carried out with the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

All members of the audit committee and all directors referred to in the preceding paragraph shall be calculated based on those actually in office.

For a company that has established an audit committee, the provisions concerning supervisors shall apply mutatis mutandis to the audit committee.

Article 13: If there are any unaddressed matters in these Procedures, they shall be handled in accordance with relevant laws and regulations.

Appendix 5 Procedures for Acquisition or Disposal of Assets

BILLION ELECTRIC CO., LTD. Procedures for Acquisition or Disposal of Assets

Passed by the Shareholders' Meeting on August 20, 2021

Article 1: Purpose

To protect investments and implement information disclosure, the Company shall comply with these Procedures when acquiring or disposing of assets.

Article 2: Basis

These Procedures are formulated in accordance with the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”

Article 3: Scope of Assets

- (1) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
- (2) Real estate (including land, houses and buildings, investment property, and construction industry inventory) and equipment.
- (3) Memberships.
- (4) Intangible assets such as patents, copyrights, trademarks, and franchise rights.
- (5) Right-of-use asset.
- (6) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- (7) Derivatives.
- (8) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- (9) Other major assets.

Article 4: Evaluation Procedures

1. When acquiring or disposing of securities not traded on a centralized trading market or over-the-counter trading center, the Company shall

consider the net worth per share, profitability, future development potential, market interest rate, bond coupon rate, debtor's creditworthiness, and transaction price at the time of the transaction.

2. The acquisition or disposal of securities that are traded in a centralized securities exchange market or at a securities firm's business premises shall be determined based on the current share or bond prices.
3. For the acquisition or disposal of other assets referred to in the preceding two paragraphs, one of the following methods shall be adopted: price inquiry, price comparison, bargaining, or public tender, and the transaction shall be determined by reference to publicly announced current values, appraised current values, actual transaction prices of nearby real estate, etc. If it meets the announcement and reporting standards stipulated in these Procedures, professional appraisers' appraisal reports shall also be referenced.

Article 5: Procedures for Acquisition or Disposal of Assets

1. When acquiring or disposing of assets, the handling unit shall evaluate the reasons for the proposed acquisition or disposal, the subject matter, the counterparty, the transfer price, the payment terms and conditions, and the basis for pricing, and then submit the evaluation to the competent authority for a decision. The administrative department shall then execute the matter in accordance with the relevant operating regulations of the Company's internal control system and these Procedures.
2. The execution unit for short-term and long-term securities investments of our company is the Finance Department, while the execution unit for property, plant and equipment is the user department and related responsible units. Assets other than investment securities, real estate, and equipment shall be assessed and approved by the relevant executing unit.
3. The acquisition or disposal of assets shall be handled in accordance with the relevant provisions of the Company's internal control system. If major violations are found, relevant personnel should be punished according to the circumstances of the violation.

Article 6: Decision-making authority

Items	Amount (NT\$)	Authority		
		Finance Manager	Chairman	Board of Directors
Long-term Securities Investments	Below 50 million (inclusive)	Inspection	Resolution	
	Above 50 million (exclusive)	Inspection	Inspection	Resolution
Short-term Securities Investments	Below 50 million (inclusive)	Inspection	Resolution	
	Above 50 million (exclusive)	Inspection	Inspection	Resolution
Property	Below 50 million (inclusive)	Inspection	Resolution	
	Above 50 million (exclusive)	Inspection	Inspection	Resolution
Other assets	Below 50 million (inclusive)	Inspection	Resolution	
	Above 50 million (exclusive)	Inspection	Inspection	Resolution

Article 7: Investment Amount

1. The Company's purchase of non-operating real estate shall not exceed 50% of the Company's net worth.
2. The Company's total purchase amount of securities shall not exceed 80% of the Company's net worth.
3. The Company's investment in individual securities shall not exceed 50% of the Company's net worth.

Article 8: Standards for Public Announcement and Filing

Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and file the relevant information on the website designated by the Financial Supervisory Commission, in accordance with the nature and in the prescribed format, within 2 days from the date of occurrence:

1. If the Company intends to acquire or dispose of real estate or related right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real estate or related right-of-use assets from or to a related party, and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, or NT\$300 million or more. However, this shall not apply to the trading of domestic government bonds, bonds with repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.

3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets one of the following criteria:
 - (1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - (2) For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
5. Acquisition of real estate by a public company engaging in the construction business for the purpose of construction, where furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more.
6. Where an asset transaction other than any of those referred to in the preceding three subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of the Company's paid-in capital or NT\$300 million. However, this shall not apply to the following circumstances:
 - (1) Trading of domestic government bonds.
 - (2) Securities trading by investment professionals on securities exchanges or over-the-counter markets, or subscription by investment professionals of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the TPEx.
 - (3) This shall apply to the trading bonds with repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

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

- (1) The amount of any individual transaction.
- (2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
- (3) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real estate or

right-of-use assets thereof within the same development project within the preceding year.

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

The “within the preceding year” as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.

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

When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and filed in their entirety within two days from the date of knowing of such error or omission.

The contracts, meeting minutes, memorandum books, appraisal reports, and opinions of certified public accountants, attorneys, and securities underwriters in connection with the Company’s acquisition or disposal of assets shall, except as otherwise specified by relevant laws and regulations, be retained for at least 5 years.

Article 9: Time Limit for Public Announcement and Filing

Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and filed in accordance with the preceding article, a public announcement of relevant information shall be made on the information reporting website designated by the Financial Supervisory Commission within two days from the date of occurrence:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, division, acquisition or share transfer is not completed according to the scheduled date in the contract.
3. Change to the originally publicly announced and filed information.

Article 10: When acquiring or disposing of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20% of the Company’s paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof for business use, shall obtain an appraisal report from a

professional appraiser prior to the date of occurrence and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors. The same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained. The appraisers may not be related parties and have no criminal convictions or judgments against them.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price in accordance with the Statements on Auditing Standards No. 20 published by the ARDF:
 - (1) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
 - (2) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 11: When acquiring or disposing of marketable securities, the Company shall obtain the most recent publicly traded price as a reference prior to the date of occurrence.

For the fund portion, the net asset value refers to the most recent publicly traded market price. If there is no market price reference, refer to the most recent financial statements certified by an accountant.

When the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, prior to the date of occurrence of the event, a certified public accountant must be engaged to provide an opinion on the reasonableness of the transaction price. If the certified public accountant needs to use an expert report, they should follow the provisions of the Statement of Auditing Standards No. 20 issued by the ARDF. However, this is not the case for marketable securities with active market quotes or where the securities authority has other regulations.

Article 12: Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of the Company's paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant to render an opinion on the reasonableness of the transaction price prior to the date of occurrence in accordance with the provisions of the Statements on Auditing Standards No. 20 published by the ARDF.

Article 12-1: The calculation of the transaction amounts for the first three transactions shall be conducted in accordance with the provisions of Paragraph 2, Article 8, and the term "within one year" refers to the one-year period preceding the date of the current transaction. According to the regulations stipulated in these guidelines, there is no need to include the appraisal report issued by a professional appraiser or an accountant's opinion.

Article 13: For assets acquired or disposed of by the Company through court auction procedures, the documentary evidence issued by the court may substitute for the appraisal report or accountant's opinion.

Article 14: The appraisal reports or opinions of accountants, lawyers, or securities underwriters obtained by the Company shall meet the following requirements for the professional appraisers, their officers, accountants, lawyers, or securities underwriters:

1. Have not been sentenced to a definite term of imprisonment of more than one year for violating this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Commercial Accounting Act, or for committing fraud, breach of trust, misappropriation, forgery of documents or business-related criminal offenses. However, this does not apply to those who have completed the execution, completed the probationary period, or have been pardoned for at least three years.
2. The transaction counterparty shall not be a related party or have a substantive relationship with a related party.
3. If a company should obtain valuation reports from two or more professional appraisers, different professional appraisers or appraisal personnel should not be related parties or have a substantial relationship.

When providing appraisal reports or opinion letters, the aforementioned personnel shall proceed in accordance with the following matters:

1. Before taking on a case, it is necessary to carefully evaluate one's professional capabilities, practical experience, and independence.
2. When reviewing cases, appropriate procedures should be properly planned and executed in order to form conclusions and issue reports or opinions accordingly; and record in detail the procedures performed, data collected, and conclusions in the working papers of the case.

3. For the data sources, parameters, and information used, their completeness, accuracy, and reasonableness should be evaluated individually to serve as the basis for issuing an appraisal report or opinion.
4. The statement should include that the relevant personnel possess professionalism and independence, have assessed that the information used is reasonable and correct, and have complied with relevant laws and regulations.

Article 15: When the Company acquires or disposes of assets with a related party, in addition to handling relevant resolution procedures and assessing the reasonableness of transaction terms in accordance with regulations, if the transaction amount reaches 10% or more of the Company's total assets, a professional appraisal report or an accountant's opinion should also be obtained as specified in the preceding paragraph.

The calculation of the amount of the preceding transaction shall be handled in accordance with the provisions of Article 12-1.

When determining whether the counterparty is a related party, in addition to considering its legal form, the substance of the relationship should also be considered.

Article 16: If the Company intends to acquire or dispose of real estate or related right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real estate or related right-of-use assets from or to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, or NT\$300 million, (except for buying or selling domestic government bonds, bonds under repurchase and resale agreements and subscribing or redeeming money market funds issued by domestic securities investment trusts), the Company may not enter into any transaction contract or make a payment until the following matters have been approved by the audit committee and then submitted to the Board for approval:

1. The purpose, necessity and anticipated benefit of the proposed acquisition or disposal of assets.
2. The reason for selecting the related party as the transaction counterparty.
3. With respect to the acquisition of real estate or related right-of-use assets from a related party, information regarding the evaluation of the reasonableness of the preliminary transaction terms in accordance with applicable regulations.
4. The date and price at which the related party originally acquired the real estate, the original trading counterparty, and such trading counterparty's relationship to the Company and such related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of the signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.

6. An appraisal report from a professional appraiser or an opinion by a certified public accountant obtained in compliance with the preceding subparagraph 1.
7. Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amounts mentioned above shall be conducted in accordance with the provisions of Paragraph 2, Article 8, and the term “within one year” refers to the one-year period preceding the date of the current transaction. According to the regulations stipulated in these guidelines, there is no need to include the part submitted and approved by the board of directors and endorsed by the audit committee.

When transactions between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, involve the following, the board of directors may, pursuant to Article 5 and Article 6, delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof for business use.
2. Acquisition or disposal of real estate or right-of-use assets thereof for business use.

When the Company submits the matters specified in the first paragraph for discussion by the board of directors pursuant to the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has any objections or reservations, they shall be recorded in the minutes of the board of directors meeting.

The first item that should be approved by the Company’s audit committee shall first be agreed upon by more than one-half of all members of the audit committee, and then submitted to the board of directors for resolution. If not approved by more than half of all members of the audit committee, the endorsement or guarantee may be carried out with the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

Article 17: If our company acquires real estate or the right to use assets from related parties, and there is one of the following situations, it should evaluate the reasonableness of the transaction cost in accordance with relevant regulations. Except for one of the following situations, it should engage an accountant to review and provide a specific opinion:

1. The related party acquired the real estate or right-of-use assets thereof through inheritance or as a gift.

2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction.
3. The real estate is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the Company with its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.

Article 18: When the Company acquires real property or right-of-use assets thereof from a related party, if the results of appraisals conducted in accordance with the preceding section are uniformly lower than the transaction price, the following steps shall be taken:

1. Companies should appropriate a special surplus reserve based on the difference between the transaction price of real estate or its usage rights assets and the assessed cost, in accordance with regulations. This special surplus reserve cannot be distributed or capitalized for issuance of new shares. For investors that evaluate their investments in this company using the equity method, if they are publicly issued companies, they should also appropriate a special reserve based on their shareholding ratio in accordance with the regulations for the amount of provision made by this company.
2. The audit committee shall operate in accordance with the provisions of Article 218 of the Company Act.
3. The handling of the matters set forth in the preceding two paragraphs shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and prospectus.

If the Company has set aside a special reserve in accordance with the preceding provisions, it may only use the special reserve with the approval of the competent authority after recognizing an impairment loss on the assets purchased or leased at a premium, or after disposing of or terminating the lease, or after making appropriate compensation or restoration, or after having other evidence confirming that it is reasonable.

If the Company acquires real estate or right-of-use assets from a related party, and there is other evidence that the transaction is not in line with normal business practices, it shall also follow the procedures specified in the previous two paragraphs.

Article 19: Engaging in Derivatives Trading

1. Scope of Application (types of transactions)

- (1) The types of derivative product transactions that can be engaged in refer to transaction contracts whose value is derived from specific

interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings or credit indices, or other variables, including forward contracts, options, futures swaps, and combinations of the above contracts, or combined contracts or structured products embedded with derivatives. Bond margin trading is also handled accordingly.

(2) **Classification of Transaction Nature**

- A. Hedging transactions: Transactions conducted for the purpose of hedging operational risks.
- B. Speculative transactions: Transactions that create additional risks in order to profit from them.

2. Operating Strategies

Derivatives trading should aim to ensure the Company's operating profits and avoid risks arising from fluctuations in exchange rates, interest rates or asset prices. If speculative transactions are required, they should be approved by the chairman and subsequently reported to the latest board of directors meeting.

3. Segregation of Duties

(1) **Finance Department Manager**

- A. Collect market information, judge trends and risks, be familiar with financial products and related laws and regulations, operating techniques, etc., and conduct transactions in accordance with the instructions and authorized positions of the responsible supervisor to avoid risks arising from market price fluctuations.
- B. Periodical evaluation
- C. Periodical public announcement and filing

(2) **Accounting Personnel**

- A. Provide information on risk exposure positions.
- B. Record and prepare financial statements in accordance with generally accepted accounting principles.
- C. Measure, monitor and control transaction risks.

4. Performance Evaluation Guidelines

- (1) Hedging transactions should be evaluated regularly once every two weeks, and speculative transactions should be evaluated regularly

once a week. The evaluation report should be submitted to the Chairman for approval.

- (2) The performance evaluation should compare with the pre-set evaluation benchmark on the evaluation date as a reference for future decision-making.

5. Total Contract Amount and Loss Limit

- (1) Hedging transactions: The total amount of all hedging transaction contracts shall not exceed 75% of the previous year's total operating revenue. The limit for a single contract shall not exceed US\$6 million per transaction; the loss limit for a single contract shall not exceed US\$100,000, and the loss limit for all contracts shall not exceed US\$300,000.
- (2) Speculative transactions: The total amount of all speculative transaction contracts shall not exceed 10% of the previous year's total operating revenue. The limit for a single contract shall not exceed US\$1 million per transaction; the loss limit for a single contract shall not exceed US\$100,000, and the loss limit for all contracts shall not exceed US\$300,000.
- (3) Stop-loss points shall be set based on the average price of the signed derivatives contracts. If the stop-loss points are exceeded, relevant personnel shall immediately be convened to respond.

6. Procedures

- (1) Confirm transaction position
- (2) Analysis and judgment of relevant trends
- (3) Determine specific hedging methods:
 - A. Transaction target
 - B. Transaction position
 - C. Target price level and range
 - D. Transaction strategy and type
- (4) Obtain approval for the transaction
- (5) Execute the transaction
 - A. Transaction agents: Limited to domestic and foreign financial institutions.
 - B. Transaction personnel: Personnel of the Company who may execute derivatives transactions shall first sign a request for approval from the responsible supervisor and notify the financial

institutions with which the Company does business. No other personnel may engage in transactions.

- (6) Transaction confirmation: After a transaction, the transaction personnel should fill out the transaction document. A confirmer should then verify that the transaction conditions are consistent with the transaction document, and submit it for approval by the financial manager.
- (7) Settlement: After a transaction, the transaction personnel should fill out the transaction document. A confirmer should then verify that the transaction conditions are consistent with the transaction document, and submit it for approval by the financial manager.

7. Authorized Amount

(1) Hedging transactions

Approving Personnel Total Contract Amount	Finance Manager	Chairman	Board of Directors
Below US\$50 million (inclusive)	Inspection	Resolution	
Above US\$50 million (exclusive)	Inspection	Inspection	Resolution

(2) Speculative transactions

Approving Personnel Total Contract Amount	Finance Manager	Chairman	Board of Directors
Below US\$2 million (inclusive)	Inspection	Resolution	
Above US\$2 million (exclusive)	Inspection	Inspection	Resolution

8. Accounting treatment

The Company's accounting department shall handle the transactions in accordance with the Business Accounting Act, Financial Accounting Standards Bulletins, and relevant regulations of the competent authorities. If there are no relevant regulations, detailed records shall be kept.

9. Internal Control System

(1) Risk Management Measures

- A. Credit risk management: Transaction agents shall in principle be limited to domestic and foreign financial institutions, otherwise approval from the Chairman shall be obtained.
- B. Market risk management: Regular evaluations shall be conducted once a month.

- C. Liquidity risk management: To ensure liquidity, the finance manager shall be consulted before the transaction to confirm that the transaction amount will not cause insufficient liquidity.
- D. Operational risk management: The authorized amount and operating procedures must be strictly followed to avoid operational risks.
- E. Legal risk management: Any documents signed with banks must be reviewed by the finance manager and the Chairman before they can be officially signed to avoid legal risks. Internal auditors shall conduct regular audits.

(2) Internal Control

- A. Transaction personnel and personnel responsible for confirmation and settlement in the finance department shall not concurrently hold each other's positions.
- B. Transaction personnel shall hand over transaction vouchers or contracts to the recording personnel for recording.
- C. Recording personnel shall regularly reconcile accounts or record with the counterparty.
- D. The finance department manager shall be responsible for measuring, monitoring and controlling transaction risks and regularly report to the Chairman.

(3) Periodical evaluation

- A. The Chairman shall, in accordance with the internal control implementation rules, pay attention to the supervision and control of derivatives trading risks at any time, and shall regularly evaluate whether the trading performance meets the established business strategies and whether the risks undertaken are within the allowable range.
- B. The finance department manager shall regularly evaluate whether the currently used risk management procedures are appropriate and are actually handled in accordance with these Procedures.
- C. Positions arising from speculative transactions shall be evaluated once a week, and hedging transactions conducted for business needs shall be evaluated once every two weeks.
- D. When abnormal circumstances are found in the market price evaluation report, the chairman shall immediately report to the board of directors and take necessary countermeasures.

Article 20: When the Company conducts a merger, demerger, acquisition, or transfer of shares, it shall, prior to convening the board of directors to resolve on the matter,

engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement for obtaining an aforesaid opinion from an expert on the reasonableness may be exempted in the case of a merger between the Company and a subsidiary in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital.

The important agreed terms and related matters in a merger, demerger or acquisition shall be included in the public documents prepared for shareholders before the shareholders' meeting, along with the expert opinions referred to in the preceding paragraph and the meeting notice, and delivered to all shareholders as a reference for deciding whether to approve the merger, demerger or acquisition. But this requirement does not apply to cases where another law exempts the merger, demerger or acquisition from the resolution of the shareholders' meeting.

If the shareholders' meeting of any company participating in a merger, demerger or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders' meeting, the Company participating in the merger, demerger or acquisition shall immediately publicly explain the reasons, the follow-up measures, and the preliminary date of the next shareholders' meeting.

Article 21: Except for other regulations or special factors that require prior reporting to the securities competent authority for consent, companies participating in a merger, demerger or acquisition shall convene a board of directors meeting and shareholders' meeting on the same day to resolve matters related to the merger, demerger or acquisition.

Except for other regulations or special factors that require prior reporting to the securities competent authority for consent, companies participating in a share transfer shall convene a board of directors meeting on the same day.

Companies participating in a merger, demerger, acquisition, or share transfer shall prepare a full written record of the following information and retain it for 5 years for reference. They shall also, within 2 days commencing immediately from the date of passage of a resolution by the board of directors, report the following information in subparagraphs 1 and 2 in the prescribed format via the Internet-based information system to the securities competent authority for recordation:

1. Basic personnel information: including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.

2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and meeting minutes: Including the plan for merger, demerger, acquisition, or transfer of shares, any letter of intent or memorandum of understanding, material contracts, and meeting minutes of the board of directors.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with such company and proceed in accordance with the preceding paragraph.

Article 22: All persons involved in or aware of the Company's merger, division, acquisition or share transfer plan shall provide a written confidentiality clause, and shall not disclose the contents of the plan before the information is made public, nor shall they buy or sell, either in their own name or through others, the stocks and other securities of an equity nature of all companies related to the merger, division, acquisition or share transfer case.

Article 23: The Company participates in merger, demerger, acquisition or share transfer, and the share exchange ratio or acquisition price may not be changed arbitrarily, except in the following circumstances, which shall be stipulated in the contract for merger, demerger, acquisition or share transfer:

1. Conduct of cash capital increase, issue convertible corporate bonds, issue bonus shares, issue corporate bonds with warrants, issue preferred shares with warrants, issue warrant certificates, and other securities of an equity nature.
2. Disposition of major assets of the Company or other actions affecting the Company's financial operations.
3. In the event of a major disaster, a significant technological change, or any other incident that affects shareholders' rights or equity prices.
4. Adjustment of a company involved in a merger, demerger, acquisition or share transfer that buys back treasury shares in accordance with the law.
5. Increase or decrease in the entities or number of households involved in mergers, splits, acquisitions or share transfers.
6. Other conditions that have been stipulated in the contract to be changed and have been publicly disclosed.

The contracts for participation in a merger, demerger, acquisition, or transfer of shares by the Company shall specify the rights and obligations of the participating companies, and shall also specify the following:

Article 24: The contracts for participation in a merger, demerger, acquisition, or transfer of shares by the Company shall specify the rights and obligations of the participating companies, and shall also specify the following:

1. Handling of breach of contract.
2. The principles for handling previously issued equity securities or treasury shares repurchased by a company that is extinguished or split due to a merger.
3. After the record date for calculating the exchange ratio, the participating companies may buy back treasury shares in accordance with the law, including the number of shares and the principles for handling them.
4. The handling method for changes in the number of participating entities or households.
5. The estimated progress of the plan execution and the estimated completion schedule.
6. When the project is overdue and not completed, the relevant procedures such as the scheduled date of the shareholders' meeting to be convened in accordance with laws and regulations should be handled.

Article 25: If the Company participates in a merger, demerger, acquisition or share transfer, after the information is made public, if it intends to proceed with another merger, demerger, acquisition or share transfer with another company, except when the number of participating companies decreases and the shareholders' meeting has resolved and authorized the board of directors to change the authority, the procedures or legal acts that have been completed in the original merger, demerger, acquisition or share transfer case shall be re-executed by all participating companies.

Article 26: If a company participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall enter into an agreement with it and proceed in accordance with Articles 21, 22, and 25.

Article 27: Regulations for the Acquisition or Disposal of Assets by Subsidiaries

1. Subsidiaries shall also acquire or dispose of assets in accordance with the regulations of the parent company.
2. For subsidiaries that are not domestic public companies, if they meet the criteria for public announcement and reporting stipulated in Articles 8 and 9 regarding the acquisition or disposal of assets, their parent company shall handle the public announcement and reporting matters.
3. For the reporting standards of a subsidiary's announcements related to requirements for paid-in capital or total assets, the paid-in capital or total assets of the parent company shall be used as the criteria.

A subsidiary refers to an invested company in which the Company directly holds more than 50% of the issued voting shares, or each invested company in which the Company indirectly holds more than 50% of the issued voting shares through its subsidiaries, and so on, or each invested company in which the Company directly and indirectly holds more than 50% of the issued voting shares through its subsidiaries, and so on.

Article 28: Disclosure items for financial statements

When the Company acquires or disposes of assets reaching the announcement and reporting standards stipulated in Article 8 of these Procedures, and the transaction counterparty is a substantive related party, the Company shall disclose the contents of the announcement in the notes to the financial statements, and report it to the shareholders' meeting.

Article 29: Announcement of investment in mainland China

The Company handles this in accordance with Article 8 of these procedures and relevant laws and regulations.

Article 30: Effective Date

These Operational Procedures shall be approved by the board of directors, sent to the audit committee, and submitted to the shareholders' meeting for approval. The same applies to any amendments made. If any director expresses dissent and it is entered into the record or a written statement, the Company shall also submit the director's dissenting information to the audit committee. If the audit committee holds any objections or reservations, they shall be recorded in the minutes of the board meeting.

When establishing or revising this processing procedure, the Company should obtain the consent of more than one-half of all members of the audit committee, and submit it to the board of directors for resolution. If not approved by more than half of all members of the audit committee, the endorsement or guarantee may be carried out with the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

Appendix 6 Shareholding of Directors

Shareholding of Directors

1. Types and total number of issued shares: 115,463,811 ordinary shares.
2. Minimum number of shares to be held by all directors according to the law: 9,237,105 shares (Note).
3. Minimum number of shares to be held by all supervisors according to the law: Not applicable (the Company has established an audit committee).
4. The shareholding of all directors has reached the legally required number.
5. Shareholding details of directors:

Book Closure Date: March 31, 2024

Title	Name	Election Date	Term	Shares Held at Election		Shares Recorded in the Roster of Shareholders on the Book Closure Date	
				Number of Shares (Thousands)	Shareholding Ratio	Number of Shares (Thousands)	Shareholding Ratio
Chairman	Chung-Ting Chen	2021.08.20	3 years	17,021,971	14.75%	14,203,971	12.30%
Director	Hong-Zheng Chen	2021.08.20	3 years	1,059	0.00%	57,559	0.05%
Director	Shih-Che Chien	2021.08.20	3 years	1,028,350	0.89%	1,077,850	0.93%
Director	Kun-Chin Tsai	2021.08.20	3 years	224,000	0.19%	295,000	0.26%
Director	Sino-American Silicon Products Inc. representative: Chen-Chien Chen	2023.06.07	1 years	15,000,000	13.00%	15,000,000	12.99%
Independent director	Yung-Yen Chen	2021.08.20	3 years	0	0	0	0
Independent director	Chun-Yao Li	2021.08.20	3 years	0	0	0	0
Independent director	Chang-Hua Lin	2021.08.20	3 years	0	0	0	0
Independent director	Kuo-Hui Ning	2021.08.20	3 years	0	0	0	0
Total Directors' Shareholding				33,275,380	28.83%	30,634,380	26.53%

Note: According to Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", if a company's paid-in capital exceeds NT\$10 billion and is below NT\$20 billion, the total shareholding of all directors shall not be less than 7.5%. If there are two or more independent directors elected, the shareholding ratio calculated for all directors except for independent directors shall be reduced to 80%.

Appendix 7 Other Matters

Other Matters

1. The impact of stock dividend issuance on business performance, earnings per share, and shareholder return rate:

Remarks: The Company has not publicly disclosed its financial forecast for 2023, so it is not applicable.

2. There is no difference between the actual distribution of earnings in 2022 and the original proposed distribution approved by the board of directors:

In accordance with the letter No. 0960013218 issued by the Financial Supervisory Commission of the Executive Yuan on March 30, 2007, the disclosure of employee bonuses and remuneration for directors and supervisors is as follows:

Distribution Item	Amount Proposed by the Board of Directors (A)	Amount Recognized as Expenses in the Year of Estimation (B)	Difference Amount (A-B)	Reasons for the Difference and Handling
Employee cash bonus	2,500,000	2,500,000	0	None
Employee stock bonus	0	0	0	None
Directors and supervisors' remuneration	360,000	360,000	0	None

3. Information on shareholders' proposals

- (1) According to Article 172-1 of the Company Act, shareholders holding 1% or more of the total number of issued shares may submit proposals for the agenda of a regular shareholders' meeting in writing to the Company, provided that only one matter is allowed and the proposal is limited to 300 words.
- (2) This year, our company accepts shareholder proposal submissions for the annual general meeting from March 15, 2024 to March 25, 2024. The announcement has been made publicly on the Market Observation Post System in accordance with the law.
- (3) The Company has not received any proposal from shareholders.

The logo for Billion, featuring the word "BILLION" in a bold, italicized, sans-serif font. The text is white and is flanked by two horizontal white lines, one above and one below. A registered trademark symbol (®) is located at the end of the word. The logo is centered within a large blue arrow pointing towards the right. The background of the entire page is composed of geometric shapes: a large blue arrow, a light blue triangle in the top right, and a white background.

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