東台精機股份有限公司
Tongtai Machine & Tool Co., Ltd.

Agenda of

2026 Annual Shareholders' Meeting

Stock Code : 4526.TW

Date : June 17, 2026

Place : No.3, Luke 3rd. Rd., Luzhu District, Kaohsiung City, 82151, Taiwan (the Company's Headquarters at Room A16888)

東台精機股份有限公司
Tongtai Machine & Tool Co., Ltd.
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Tongtai Machine & Tool Co., Ltd.

Meeting Agenda of 2026 Annual Shareholders' Meeting

(Translation)

June 17, 2026

Notice to readers

This English-version meeting agenda is a summary translation of the Chinese version. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

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Meeting Procedure

Tongtai Machine & Tool Co., Ltd.

2026 Annual Shareholders' Meeting Procedures

I. Call the meeting to order

II. Chairperson's opening remarks

III. Report Items

IV. Ratification Items

V. Discussion Items

VI. Election Items

VII. Other Items

VIII. Extempore Motions

IX. Meeting Adjourned

Meeting Agenda

Tongtai Machine & Tool Co., Ltd.

2026 Annual Shareholders’ Meeting Agenda

(Translation)

Time：9:00 a.m., Wednesday, June 17, 2026

Place：No.3, Luke 3rd. Rd., Luzhu District, Kaohsiung City, 82151, Taiwan
（the Company’s Headquarters at Audio-Visual Room)

I. Call the meeting to order

II. Chairperson's opening remarks

III. Report Items

(1) 2025 Business Report

(2) 2025 Audit Committee’s Review Report

(3) 2025 Distributable Compensation for Employees and Directors

(4) Treasury Share Repurchase Execution Report

IV. Ratification Items

Case 1: Ratification of 2025 Business Report and Financial Statements.

Case 2: Ratification of 2025 Earnings Distribution Proposal

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Case 1: Distribution of Cash from Capital Surplus for 2025

Case 2: Amendments to the Articles of Incorporation

Case 3: Private Placement of Common Shares

VI. Election Matters

Case 1: Re-election of Directors

VII. Other Matters

Case 1: Proposal to Release Newly Elected Directors and Their Representatives from Non-Competition Restrictions

VIII. Extraordinary Motions

IX. Adjournment

Report Items

1. The Company's 2025 Business Report

Explanation: The 2025 Business Report is attached as Attachment 1 of this handbook.

2. 2025 Audit Committee's Review Report

Explanation: The 2025 Audit Committee's Review Report is attached as Attachment 2 of this handbook.

3. Report on Distribution of Employee and Director Compensation for 2025

Explanation: 1. According to Article 30-3 of the Company's Articles of Incorporation, if the Company has profits for the current year (i.e., net profit before tax prior to deducting employee and director compensation) after offsetting accumulated losses, at least 1% shall be allocated as employee compensation and no more than 5% as director compensation.

2. The Board of Directors resolved on March 12, 2026, to distribute employee compensation in cash of NT$7,240,792 and director compensation in cash of NT$8,717,545.

4. Report on Treasury Share Repurchase Execution

Explanation:

The execution details of the Company's fourth treasury share repurchase are as follows:

Repurchase Round	Fourth
Purpose	Transfer shares to employees
Repurchase Period	May 20, 2025 – July 2, 2025
Repurchase Price Range	NT$16.95 – NT$33.90
Shares Repurchased	3,000,000 common shares
Total Repurchase Amount	NT$76,916,050
Average Repurchase Price per Share	NT$25.64
Completion Ratio	100%
Shares Retired or Transferred	0 shares
Accumulated Treasury Shares Held	3,000,000 common shares
Percentage of Total Issued Shares	1.18%

Ratification Items

Case 1 (Proposed by the Board of Directors)

Proposal: Please ratify the Company's 2025 business report and financial statements

Explanation:

1. The Company’s 2025 Financial Statements were audited by independent auditors of the Deloitte & Touche.
   The aforementioned Financial Statements, along with the Business Report and earnings distrubution have been reviewed and determined to be correct and accurate by the Audit Committee and the review report was issued, accordingly.
2. The Business Report is available in Attachment 1 of this handbook. The Auditor's Report and the above-mentioned financial statements are available in Attachment 3 of this handbook.

Resolution:

Case 2 (Proposed by the Board of Directors)

Proposal: Please ratify 2025 Earnings Distribution Proposal.

Explanation:

1. The Board of Directors has prepared the earnings distribution proposal in accordance with the Articles of Incorporation.

Tongtai Machine & Tool Co., Ltd. **2025 Earnings Distribution Table** Unit: NTD$		
Item	**Amount**	
Unapprortated Earnings at the Beginning of the Year		**-$ 437,092,732**
Plus: Remeasurement of the defined benefit plans	9,713,033	
Retained earnings were adjusted through equity instruments measured at fair value in other comprehensive income or loss due to disposal.	(9,405,295)	
Plus: Net Income of 2025	459,008,228	
The net profit after tax of current period plus the amount of items other than the net profit after tax of current period but included in the undistributed earnings of the current year		459,315,966
Less: To offset losses from previous years		**(437,092,732)**
Distributable surplus after covering losses		
Less: Provision for legal reserve （10%）		(2,222,323)
Earnings Available for Distribution		**20,000,911**
Distributions Item:		
Cash dividends to shareholders (NT$ 0.05 / per share)		(12,591,323)
Unapprortated Earnings at the end of the year		**7,409,588**

2. A cash dividend of NT$0.05 per share is proposed. Fractional amounts below NT$1 will be rounded down. Any remaining fractional balances will be adjusted in descending decimal order and by account sequence to match the total distribution amount.

3. Upon approval by the shareholders’ meeting, the Chairperson is authorized to determine the dividend record date and distribution date.

4. If the number of outstanding shares changes due to capital changes, affecting the dividend distribution ratio, the Chairperson is authorized to make adjustments.

Resolution:

Discussion Items

Case 1 (Proposed by the Board of Directors)

Proposal： Distribution of Cash from Capital Surplus.

Explanation:

1. Pursuant to Article 241 of the Company Act, the Company proposes to distribute NT$239,235,138 from capital surplus generated from share premiums as cash to shareholders.
2. A cash distribution of NT$0.95 per share is proposed. Fractional amounts below NT$1 will be rounded down and adjusted accordingly.
3. If changes in outstanding shares affect the distribution ratio, the Chairperson is authorized to make adjustments.
4. After approval by the 2026 shareholders' meeting, the Chairperson is authorized to determine the ex-dividend record date and related matters.

Resolution :

Case 2 (Proposed by the Board of Directors)

Proposal： To amend the Articles of Incorporation

Explanation:

1. To amend certain provisions of the Articles of Incorporation in accordance with regulatory updates and the Company's operational needs.
2. For a comparison table of the original and amended Articles of Incorporation, please refer to Attachment 4 of this handbook.

Resolution :

Case 3 (Proposed by the Board of Directors)

Proposal： Private Placement of Common Shares.

Explanation:

1. To support long-term operations and business development, the Company plans to issue up to 15,000,000 common shares through private placement within one year from the shareholders' meeting resolution date.
2. In accordance with Article 43-6 of the Securities and Exchange Act and related

regulations, the details are as follows:

(1) Basis and Reasonableness of Price Setting:

A. The price of the common stock in this private placement shall not be lower than 80% of the reference price. The reference price shall be the higher of the following two bases:

a. The simple arithmetic average of the closing prices of the common stock over one, three, or five business days prior to the pricing date, minus the ex-rights and dividend payments from the rights issue, and adding back the price after the capital reduction.

b. The simple arithmetic average of the closing prices of the common stock over thirty business days prior to the pricing date, minus the ex-rights and dividend payments from the rights issue, and adding back the price after the capital reduction.

B. The actual pricing date and issue price shall be determined by the Board of Directors, authorized by the Shareholders' Meeting, within a range not less than a majority vote of the Shareholders' Meeting resolution, depending on the circumstances of future negotiations with specific parties and market conditions. C. The actual offering price of the common stock in this private placement will be determined with reference to the company's operating conditions, future prospects, the three-year restriction on free transfer, and recent stock price performance. Pricing will also be conducted in accordance with the "Precautions for Publicly Offered Companies Conducting Private Placement of Securities" and existing laws and regulations. Therefore, the price should be reasonable. If the price per share is lower than the par value, it is expected to reduce the company's book capital reserve or retained earnings. This will be compensated for in the future based on the actual company operations and market conditions. Furthermore, the offering price will be determined in accordance with the regulations of the competent authority, and there should be no adverse impact on shareholders' equity.

(2) Selection Method, Purpose, Necessity, and Expected Benefits of Specific Investors:

A. The applicants for this private placement will be limited to strategic investors who have a substantial understanding of the Company's operations and who will be beneficial to the Company's future operations, in accordance with Article 43-6 of the Securities and Exchange Act and the "Precautions for Publicly Offered Companies Conducting Private Placements of Securities." As of now, no applicants have been contacted.

B. Selection Method, Purpose, Necessity, and Expected Benefits of Strategic Investors:

a. Selection Method and Purpose: To leverage their resources, technology, knowledge, brand, or distribution channels to promote or upgrade the Company's management, R&D, manufacturing, and business development capabilities; reduce costs; improve the Company's efficiency; or expand the Company's market, thereby contributing to increased shareholder equity.

b. Necessity: To enhance the Company's operations and business development, and to increase long-term stable funding, which will benefit the Company's long-term operational development.

c. Expected benefits: Through cooperation opportunities with strategic investors, the company may enhance or upgrade its management, R&D, manufacturing and business development capabilities, reduce costs, improve efficiency or expand its market reach.

(3) Necessary Reasons for Private Placement:

A. Reasons for Not Public Offering: The regulation that privately placed common stock cannot be freely transferred within three years ensures a long-term cooperative relationship between the company and the subscribers; furthermore, authorizing the board of directors to conduct private placements based on the company's actual operational needs will effectively improve the company's fundraising flexibility and agility.

B. Private Placement Amount: Not exceeding 15,000,000 shares, to be conducted in one or two installments within one year from the date of the shareholders' meeting resolution.

C. Use of Funds and Expected Benefits:

One-time Offering:

Use of Funds: To seek opportunities for technological cooperation or strategic alliances with domestic and international companies, while simultaneously replenishing working capital and meeting the company's long-term operational development needs.

Expected Benefits: To reduce the company's operational risks, strengthen its financial structure, expand future operational scale, and enhance the company's long-term competitiveness and shareholder equity.

Two-time Offering:

Use of Funds: Both offerings are for seeking opportunities for technological cooperation or strategic alliances with domestic and international companies, while simultaneously replenishing working capital and meeting the company's long-term operational development needs. Expected benefits: Both will reduce the company's operational risks, strengthen its financial structure, expand its future operating scale, and enhance the company's long-term competitiveness and shareholder equity.

D. If the Board of Directors resolves to conduct a private placement and there have been significant changes in operations within one year prior to the decision, or if the introduction of strategic investors through the private placement would result in a significant change in management control:

This private placement involves 15,000,000 ordinary shares. The Company currently has 254,826,461 shares outstanding. The private placement amount represents 5.89% of the Company's paid-in capital. The Company's overall operations are currently normal and stable, and there have been no significant changes in the list of directors and management team. Therefore, there will be no significant change in management control.

(4) Except for the transfer of these ordinary shares within three years from the date of delivery, which is subject to Article 43-8 of the Securities and Exchange Act, the rights and obligations of these ordinary shares are the same as those of the Company's existing ordinary shares. The Board of Directors intends to request authorization from the Shareholders' Meeting to apply to the competent authority for supplementary procedures for the public offering and for listing of the shares on the over-the-counter market, in accordance with the Securities and Exchange Act and relevant regulations, three years after the delivery date.

3. It is proposed that the Shareholders' Meeting authorize the Chairman to sign and negotiate all contracts and documents related to this private placement plan on behalf of the Company, and to handle all matters related to this private placement plan on behalf of the Company.

4. The important contents of this case, including but not limited to the issue price, number of shares issued, amount raised, project items, planned use of funds, expected potential benefits, and other related matters, are proposed to be determined by the Board of Directors based on market conditions and

the Company's operational needs, subject to authorization by the Shareholders' Meeting. The Board of Directors is also authorized to handle any subsequent changes or amendments required by regulatory authorities, operational assessments, or changes in objective circumstances or laws.

Resolution :

Election Items

Case 1 Director Election

Explanation:

1. The term the 19th director of the Company will expire on June 13, 2026, and it is planned to elect directors in the general meeting of shareholders.
2. According to Article 15 of the Company's articles of association, 11 directors (including 4 independent directors) should be elected, and the nomination system for candidates is adopted.
3. The term of new directors (including independent directors) is three years, from June 17, 2026 to June 16, 2029. The term of the original directors will end when the shareholders meeting is completed.
4. This election is conducted in accordance with the company's "Director Election Method". For "Director Election Method", please refer to Appendix III of this manual.
5. For the list of candidates for directors (including independent directors), please refer to Appendix V of this manual.

Other Motions

Case 1 (Proposed by the Board of Directors)

Proposal：To release the new directors from non-compete restrictions

Explanation :

1. Article 209 of the Company Act stipulates that a director, who does anything for himself/herself or on behalf of another person that is within the scope of

the company’s business, shall explain to the shareholders’ meeting the essential contents of such an act and secure its approval.

2. In order to make use of the expertise and relevant experience of the directors of the Company, we should submit to the shareholders' general meeting to agree to lift the restrictions on the competition of the newly elected directors and their representatives in accordance with the law.
3. Please refer to Appendix VI of this handbook for the content of the proposal to release the non-competition restrictions on the nominated directors and their representatives.

Resolution :

Extempore Motions

Meeting Adjourned

■ **Attachment I**

Tongtai Machine & Tool Co., Ltd.
2025 Business Report

I. 2025 Operating Result

(I) Achievements of business plan

The 2025 operating results were mainly affected by factors such as unresolved global inflation, economic slowdown, weak demand from various end-users, geopolitical and economic tensions, the ongoing Russia-Ukraine war, and the weak economy in mainland China. The consolidated revenue in 2025 declined by 7% compared to 2024. The consolidated gross margin was 16%, and earnings per share after tax were NT$1.81.

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1. Revenue:

   The Company's net operating revenue for fiscal year 2025 was NT$1,915,734,000, a decrease of 1% compared to fiscal year 2024. The Company's consolidated net operating revenue for fiscal year 2025 was NT$5,359,662,000, a decrease of 7% compared to fiscal year 2024.

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2. Income (loss):

   The net profit attributable to the parent company after tax in fiscal year 2025 was NT$459,008,000, an increase of NT$1,365,844 compared to the net loss after tax of NT$906,836,000 in fiscal year 2024..

■ Parent only (in Thousands of New Taiwan Dollars)

Item	2025	2024	YoY amount	YoY %
Net operating revenue	1,915,734	1,930,708	(14,974)	(1%)
Realized gross profit	178,716	(136,015)	314,731	231%
Operating expenses	574,829	710,133	(135,304)	(19%)
Profit (loss) from operations	(396,113)	(846,148)	450,035	53%
Profit (loss) before income tax	587,441	(987,717)	1,575,158	159%
Net profit (loss) for the year	459,008	(906,836)	1,365,844	151%

■ Consolidated (in Thousands of New Taiwan Dollars)

Item	2025	2024	YoY amount	YoY %
Net operating revenue	5,359,662	5,739,349	(379,687)	(7%)
Gross profit	846,084	502,704	343,380	68%
Operating expenses	1,557,577	1,573,123	(15,546)	(1%)

Profit (loss) from operations	(711,493)	(1,072,613)	361,120	34%
Profit (loss) before income tax	573,167	(992,224)	1,565,391	158%
Net profit (loss) for the year	446,585	(910,311)	1,356,896	149%
Net profit (loss) attributable to shareholders of the parent	459,008	(906,836)	1,365,844	151%

(II) Budget implementation

We did not make any financial forecast for 2025.

(III) Profitability analysis

Item		2025	2024
Financial Structure	Liabilities to assets ratio (%)	61.39	64.05
	Long-term capital to property, plant and equipment ratio (%)	365.10	392.32
Profitability	ROA (%)	4.38	-6.49
	ROE (%)	9.64	-19.12
	Profit before tax to capital stock (%)	22.49	-38.94
	Net profit rate (%)	8.33	-15.86
	EPS (NT$)	1.81	-3.56

(IV) Research and development (R&D) status

In 2025, Tongtai Machine & Tool Co., Ltd. continued to pursue its strategies of "high-end product development" and "smart manufacturing." In the machine tool segment, the Company strengthened its automation competitiveness through five-axis machining technology and AI software integration. In the electronics equipment segment, Tongtai successfully expanded its core technologies from PCB applications into advanced semiconductor packaging and next-generation material processing, fully addressing market demand for high precision and low-carbon manufacturing solutions.

To enhance the market competitiveness of its key machine models, the Machine Tool Division continued to implement various product optimization and technology deployment initiatives. First, a cost-reduction project was carried out for the VP-12 containerized model to improve price competitiveness. At the same time, localized production for the HBC-6300/8000 models was introduced through Tongyu, further optimizing costs and quality control while strengthening the Company's presence in the horizontal machining center market in China. For lathe products, Tongtai enhanced spindle capabilities and expanded TMS optional specifications to actively position itself in the high-end machining market and respond to increasing market competition.

In terms of industrial applications, Tongtai focused on developing the TMB-24AW specialized wheel-rim machining model to address the processing needs of the wheel-rim industry and strengthen its competitive advantages in this market segment. In addition, in response to trends in automation and smart manufacturing, the Company continued development of the second-generation HTT-500 five-axis machine and integrated AMR (Autonomous Mobile Robot) automation applications to strengthen its overall automation solution capabilities.

The equipment was also integrated with several smart manufacturing software applications independently developed by Tongtai to provide value-added hardware and software integration solutions. These included the TiOPERATOR edge-side value-added software platform, which was expanded to support Siemens and Mitsubishi controllers. TIMS added functions such as real-time 3D collision prevention, adaptive cutting, AI-based flexible chip removal, and tool management systems. TFMS introduced multi-process scheduling, warehouse mixed-material replenishment functions, and expanded automation applications. CPS completed Tongtai's proprietary offline and real-time digital twin integration platform. AI technology also evolved from the T-BOT generative AI system to agent-based AI, incorporating MCP tool-use technology, AI workflow integration, and NVIDIA Omniverse digital twin training environments.

Driven by the continued growth of high-end PCB applications and increasing precision requirements, the Electronics Equipment Division advanced equipment development toward higher precision, smarter functionality, and lower carbon emissions. The TCDM/TCRM-620CL multi-axis independent CCD drilling/routing machine is capable of handling the high-precision back-drilling and alignment drilling required for AI server boards, while also supporting high-end substrate processing and profile routing. The system can further integrate with automation systems for uninterrupted 24/7 production operations.

In addition, Tongtai leveraged its core cutting, grinding, and polishing technologies to achieve significant progress in semiconductor equipment development. The TWG-1H0612 and TWG-2H0612 single-station and multi-station wafer grinding machines utilize proprietary hydrostatic spindle and table drive technologies that are stable and consumable-free, making them particularly suitable for processing third-generation semiconductor silicon carbide wafers and other hard and brittle materials. The TFC-1H0612 planarization machine was specifically developed for advanced packaging processes and enables highly precise planarization of stacked composite-material packaging products, supporting the feasibility of multi-layer stacked packaging applications. Both PCB and semiconductor equipment products continue to undergo upgrades and iteration to fully meet customers' processing requirements.

II. 2026 Business plan overview

(I) Business objectives

1. Increase profitability
2. Enhance company competitiveness
3. Establish sustainable management capabilities

(II) Important production and marketing strategies for future development

To integrate machinery and technical services to become the best solution provider assisting customers in their transition to smart manufacturing.

1. **Production Strategy**

   1-1 Improve production efficiency, reduce manufacturing costs, and

implement quality assurance.
1-2 Strengthen data management and build data application capabilities.
1-3 Integrate existing key materials and modular designs to realize the materials-sharing for multiple models to optimize inventory.

2. **Sales and Marketing Strategy**

2-1 Provide comprehensive solutions to customer needs and pain points.
2-2 Focus on the sales of main models and expand potential business opportunities in new application industries.
2-3 Focusing on four key industries: automotive, aerospace, medical, and electronics/semiconductors.
2-4 Respond to the needs of the Chinese/Taiwan market, increase the sales ratio of customized and smart element models.
2-5 According to market demand in Asia, the Company aims to maintain relationships with existing customers while actively developing new ones.
2-6 Respond to the needs of the European and American markets, the main promotion of value-added composite machines.
2-7 With high-end PCB manufacturing equipment at its core, we will deepen our relationships with existing customers and leverage the local advantages of Suzhou manufacturing to drive expansion in the Chinese market.

3. **Product Strategy**

3-1 Continuing to advance along the strategic axes of complex integration, intelligence, decarbonization, automation, servitization, new processes, and emerging industries—collectively known as the “Five Transformations and Two Innovations.” The Company will further strengthen its capabilities in product and technology integration to deliver more competitive solutions for customers.

3-2 The Company will continue to increase investment in AI technologies and the development of intelligent software, enhancing its overall integration capabilities in the field of smart manufacturing.

3-3 Deeply cultivate AI technology to enhance smart manufacturing integration capabilities and develop a differentiated offensive model to increase order acceptance rate and gross profit.

III. Strategies for Future Developments

Our Tongtai envisions becoming a global leader in high-end equipment and machining solutions within the machinery industry. With a mission to provide the best solutions for customers advancing toward smart manufacturing, the Company is actively driving digital transformation and cultivating key talent internally.

To support product development, Tongtai is promoting modular design and incorporating intelligent features, while integrating its entire product line to quickly respond to customized needs and deliver differentiated functionalities. Looking ahead, the Company aims to become not only a provider of comprehensive machining solutions, but also the most trusted and reliable partner for its customers.

Be the best partner who can assist industries to reach success.

Be the machinery equipment's leading provider of integrated solutions.

Machine Tool Division

PCB Division

IV. The Impact of the External Competitive Environment, Regulatory Environment, and Macroeconomic Conditions

(I) International exchange rate fluctuations

The Company adopts a natural hedging strategy in response to fluctuations in the foreign exchange market, considering its actual positions and financial status. Within the scope allowed by policy, the Company also utilizes spot foreign exchange transactions and forward foreign exchange contracts to mitigate exchange rate risks.

(II) International economic situation

The international economic situation in 2025 is complex and volatile, with global supply chain disruptions, geopolitical tensions, and slowing growth in emerging markets impacting the global economy. Developed economies have stimulated growth through monetary and fiscal policies, while some emerging markets are facing inflation and debt challenges. International cooperation and structural reforms have become key drivers of economic growth. In a context where both challenges and opportunities coexist, countries need to work together to address these challenges and promote global economic stability and sustained growth.

Chairperson: Jui-Hsiung Yen

General Manager: Jui-Hsiung Yen

Accounting Manager: Hsiu-Wen Hsiao

■ **Attachment II**

Audit Committee's Review Report

The Board of Directors has prepared and submitted the 2025 business report, financial statements, and earnings distribution, of which the financial statements have been audited by independent auditors of the Deloitte & Touche and an audit report has been issued. The above-mentioned business report, financial statements and earnings distribution have been reviewed and determined to be correct by the Audit Committee. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is submitted for shareholder's examination.

To Tongtai Machine & Tool Co., Ltd. 2026 meeting of shareholders

Tongtai Machine & Tool Co., Ltd.

Audit Committee convener: Po-Han Wang

March 23, 2026

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Tongtai Machine & Tool Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Tongtai Machine & Tool Co., Ltd. (the "Company") and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2025 and 2024, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the audit reports issued by other independent auditors (refer to Other Matter paragraph below), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2025 and 2024, and their consolidated financial performance and their consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in the Company and its subsidiaries' consolidated financial statements for the year ended December 31, 2025 are as follows:

Revenue recognition

Specific machine types sold to certain newly added customers involve varying levels of customization based on customer requirements, and the Company recognizes revenue depending on the trade terms of each individual sales transaction. The related sales revenue and gross profit are relatively significant. As revenue recognition is presumed to be a significant risk under auditing standards, we have therefore identified revenue recognition as one of the key audit matters.

Refer to Note 4 to the consolidated financial statements for the related accounting policies and disclosures on revenue recognition. The key audit procedures performed in respect of the above key audit matter included the following:

1. Obtain an understanding of, and test the design and operating effectiveness of, the internal controls relevant to the recognition of such sales revenue.

2. We performed test of details of recorded revenue against the supporting documents including the approved reports on completion of installation signed by end customer, export-related documents, and acceptance receipts.

3. Reviewing and analyzing the reason for significant sales returns and allowances that took place after the balance sheet date to assess the reasonableness of the related accrued sales returns and allowances.

Inventory valuation

Inventory is material to the Company and its subsidiaries. As of December 31, 2025, inventory amounted to NT$4,024,867 thousand, representing 32% of the Company and its subsidiaries' total assets. In addition, inventory valuation involves critical accounting estimates. Therefore, we identified the inventory valuation as one of the key audit matters. Refer to Notes 4, 5 and 10 to the consolidated financial statements for the related accounting policies and disclosures on inventory valuation.

The key audit procedures performed in respect of the above key audit matter included the following:

1. We participated in the physical count of inventory, and observed the physical condition of inventory and checked against the records for any identified obsolete and slow-moving inventory.

2. We obtained inventory aging report, tested the accuracy of inventory aging and evaluated compliance with the inventory accounting policies.

3. We obtained details of inventory valuation and confirmed that inventory items were stated at the lower of cost or net realizable value. We test-checked the cost and market value of inventory against the supporting documents.

Other Matter

Certain investments in subsidiaries accounted for using the equity method were included in the consolidated financial statements as of December 31, 2025 and 2024 and for the years then ended based on financial statements audited by other independent auditors. The total of such investments amounted to NT$578,188 thousand and NT$1,028,504 thousand, representing 5% and 8% of the Company and its subsidiaries' total assets as of December 31, 2025 and 2024, respectively, and the total revenue from such subsidiaries amounted to NT$190,924 thousand and NT$651,260 thousand, representing 4% and 11% of the Company and its subsidiaries' total revenue for the years ended December 31, 2024 and 2023, respectively.

We have also audited the standalone financial statements of Tongtai Machine & Tool Co., Ltd. as of and for the years ended December 31, 2025 and 2024 on which we have issued an unmodified opinion with other matter paragraph.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company and its subsidiaries' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

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

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the Company and its subsidiaries. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yu-Shiang Liu and Lee-Yuan Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 23, 2026

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents（Notes 4 and 6）	$ 1,223,728	10	$ 865,500	7
Notes receivable, net（Notes 5 and 9）	376,353	3	352,671	3
Accounts receivable, net（Notes 4, 5 and 9）	1,737,719	14	1,842,013	15
Accounts receivable - related parties（Notes 4, 5, 9 and 33）	20,752	-	12,527	-
Other receivables (Notes 9 and 33)	59,973	1	87,575	1
Current tax assets（Note 27）	33,930	-	37,080	-
Inventories（Notes 4, 5 and 10）	4,024,867	32	3,817,465	31
Assets held for sale（Notes 4 and 11）	-	-	364,016	3
Other financial assets - current (Notes 14 and 34)	80,150	1	137,712	1
Other current assets (Notes 14 and 33)	161,654	1	196,640	2
Total current assets	7,719,126	62	7,713,199	63
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current（Notes 4 and 7）	702,183	6	411,332	3
Non-current financial assets at amortised cost (Notes 4 and 8)	31,430	-	52,785	1
Investments accounted for using the equity method（Notes 4 and 13）	794,929	6	779,774	6
Property, plant and equipment（Notes 4, 15 and 34）	1,730,691	14	1,537,912	13
Right-of-use assets（Notes 4 and 16）	305,234	2	559,594	5
Investment properties（Notes 4, 17 and 34）	380,003	3	468,944	4
Intangible assets（Notes 4 and 18）	87,125	1	37,017	-
Deferred tax assets（Notes 4 and 27）	543,172	4	531,830	4
Refundable deposits	21,460	-	19,691	-
Long-term notes and accounts receivable（Note 9）	51,826	-	51,442	-
Net defined benefit assets（Notes 4 and 23）	5,566	-	3,753	-
Other financial assets - non-current（Notes 14 and 34）	55,210	1	112,756	1
Other non-current assets (Note 14)	112,725	1	27,035	-
Total non-current assets	4,821,554	38	4,593,865	37
TOTAL	$ 12,540,680	100	$ 12,307,064	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings（Notes 19 and 34）	$ 3,065,748	25	$ 2,629,964	22
Short-term bills payable（Note 19）	-	-	49,837	1
Contract liabilities - current（Notes 25 and 33）	801,149	7	897,376	7
Notes payable（Notes 20）	277,483	2	344,869	3
Notes payable - related parties（Notes 20 and 33）	19,154	-	8,879	-
Accounts payable（Note 20）	886,042	7	891,500	7
Accounts payable - related parties（Notes 20 and 33）	41,216	-	160,315	1
Other payables（Notes 21 and 33）	547,828	4	526,439	4
Current tax liabilities（Notes 4 and 27）	114,237	1	2,305	-
Provisions（Notes 4 and 22）	126,038	1	132,842	1
Lease liabilities - current（Notes 4 and 16）	27,358	-	33,524	-
Current portion of long-term bank borrowings (Notes 19 and 34)	277,067	2	478,465	4
Other current liabilities	38,607	-	117,267	1
Total current liabilities	6,221,927	49	6,273,582	51
NON-CURRENT LIABILITIES				
Long-term bank borrowings (Notes 19 and 34)	1,105,692	9	863,537	7
Deferred tax liabilities（Notes 4 and 27）	63,760	1	63,571	1
Lease liabilities -noncurrent（Notes 4 and 16）	289,456	2	642,990	5
Net defined benefit liabilities（Notes 4 and 23）	13,986	-	30,552	-
Guarantee deposits received	3,788	-	8,849	-
Total non-current liabilities	1,476,682	12	1,609,499	13
Total liabilities	7,698,609	61	7,883,081	64
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY（Notes 24）				
Ordinary shares	2,548,265	20	2,548,265	21
Capital surplus	1,234,496	10	1,220,665	10
Retained earnings				
Legal reserve	759,548	6	759,548	6
Special reserve	89,749	1	89,749	1
Unappropriated earnings (Accumulated deficit)	22,223	-	(437,093)	(4)
Total retained earnings	871,520	7	412,204	3
Other equity	210,970	2	241,263	2
Treasury stock（Notes 4 and 24）	(76,916)	(1)	-	-
Total equity attributable to owners of the Company	4,788,335	38	4,422,397	36
NON-CONTROLLING INTERESTS	53,736	1	1,586	-
Total equity	4,842,071	39	4,423,983	36
TOTAL	$ 12,540,680	100	$ 12,307,064	100

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated March 23, 2026)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 4, 25 and 33)	$ 5,359,662	100	$ 5,739,349	100
OPERATING COSTS (Notes 10, 23, 26 and 33)	4,514,075	84	5,236,645	91
GROSS PROFIT	845,587	16	502,704	9
UNREALIZED INTERCOMPANY PROFIT ON SALES	-	-	(2,483)	-
REALIZED INTERCOMPANY PROFIT ON SALES	497	-	289	-
REALIZED OPERATING GROSS PROFIT	846,084	16	500,510	9
OPERATING EXPENSES (Notes 9, 23, 26 and 33)				
Selling and marketing expenses	729,365	14	780,167	14
General and administrative expenses	549,784	10	534,235	9
Research and development expenses	146,736	3	220,267	4
Expected credit loss	131,692	2	38,454	1
Total operating expenses	1,557,577	29	1,573,123	28
PROFIT (LOSS) FROM OPERATIONS	(711,493)	(13)	(1,072,613)	(19)
NON-OPERATING INCOME AND EXPENSES (Notes 13, 26 and 33)				
Interest income	19,257	-	14,490	-
Other income	232,491	4	184,336	3
Other gains and losses	1,118,001	21	(73,552)	(1)
Finance costs	(121,751)	(2)	(125,090)	(2)
Share of profit (loss) of associates	36,662	1	80,205	2
Total non-operating income and expenses	1,284,660	24	80,389	2
PROFIT (LOSS) BEFORE INCOME TAX	573,167	11	(992,224)	(17)
INCOME TAX EXPENSE (Notes 4 and 278)	126,582	3	(81,913)	(1)
NET PROFIT (LOSS) FOR THE YEAR	446,585	8	(910,311)	(16)

(Continued)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 23, 24 and 27)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plan	11,359	1	19,139	-
Unrealized gains and losses on investments in equity instruments at fair value through other comprehensive income	(47,274)	(1)	234,009	4
Share of Other Comprehensive Income of Associates Accounted for Using the Equity Method	(16)	-	154	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(1,545)	-	(2,370)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	(13,377)	-	44,050	1
Income tax relating to items that may be reclassified subsequently to profit or loss	21,475	-	(8,658)	-
Other comprehensive loss for the year, net of income tax	(29,378)	-	286,324	5
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 417,207	8	($ 623,987)	(11)
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	$ 459,008	8	($ 906,836)	(16)
Non-controlling interests	(12,423)	-	(3,475)	-
	$ 446,585	8	($ 910,311)	(16)
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	$ 429,023	8	($ 621,302)	(11)
Non-controlling interests	(11,816)	-	(2,685)	-
	$ 417,207	8	($ 623,987)	(11)
EARNINGS (LOSS) PER SHARE (Note 28)				
Basic	$ 1.81		($ 3.56)	
Diluted	1.81		(3.56)	

(Concluded)

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated March 23, 2026)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company											
			Retained Earnings			Other Equity						
	Ordinary Shares	Non-controlling Interests	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Valuation Gain/(Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total Other Equity	Treasury stock	Total Equity Attributable to Owners of the Company	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2024	$ 2,548,265	$ 1,220,665	$ 753,831	$ 89,749	$ 509,533	($ 146,157)	$ 118,778	($ 27,379)	$ -	$ 5,094,664	$ 4,271	$ 5,098,935
Appropriation of 2023 earnings (Note 24)												
Legal reserve	-	-	5,717	-	(5,717)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(50,965)	-	-	-	-	(50,965)	-	(50,965)
	-	-	5,717	-	(56,682)	-	-	-	-	(50,965)	-	(50,965)
Net income (loss) for the year ended December 31, 2024	-	-	-	-	(906,836)	-	-	-	-	(906,836)	(3,475)	(910,311)
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	16,892	34,633	234,009	268,642	-	285,534	790	286,324
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	(889,944)	34,633	234,009	268,642	-	(621,302)	(2,685)	(623,987)
BALANCE AT DECEMBER 31, 2024	2,548,265	1,220,665	759,548	89,749	(437,093)	(111,524)	352,787	241,263	-	4,422,397	1,586	4,423,983
Net income for the year ended December 31, 2025	-	-	-	-	459,008	-	-	-	-	459,008	(12,423)	446,585
Other comprehensive income for the year ended December 31, 2025, net of income tax	-	-	-	-	9,713	7,576	(47,274)	(39,698)	-	(29,985)	607	(29,378)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	468,721	7,576	(47,274)	(39,698)	-	429,023	(11,816)	417,207
Share of changes in associates accounted for using the equity method (Note 13)	-	13,831	-	-	-	-	-	-	-	13,831	-	13,831
Disposal of equity instruments measured at fair value through other comprehensive income (Note 24)	-	-	-	-	(9,405)	-	9,405	9,405	-	-	-	-
Repurchase of treasury stock (Note 24)	-	-	-	-	-	-	-	-	(76,916)	(76,916)	-	(76,916)
Decrease in non-controlling interests (Note 24)	-	-	-	-	-	-	-	-	-	-	63,966	63,966
BALANCE AT DECEMBER 31, 2025	$ 2,548,265	$ 1,234,496	$ 759,548	$ 89,749	$ 22,223	($ 103,948)	$ 314,918	$ 210,970	($ 76,916)	$ 4,788,335	$ 53,736	$ 4,842,071

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

(With Deloitte & Touche auditors' report dated March 23, 2026)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) before income tax	$ 573,167	($ 992,224)
Adjustments for:		
Depreciation expense	202,582	235,791
Amortization expense	35,470	37,784
Expected credit loss	177,150	38,454
Net gain on fair value change of financial assets at fair value through profit or loss	-	(406)
Finance costs	121,751	125,090
Interest income	(19,257)	(14,490)
Dividend income	(5,980)	(7,007)
Share of the profit of associates	(36,662)	(80,205)
Loss (gain) on disposal of property, plant and equipment	13,242	11,029
Loss (gain) on disposal of intangible assets	-	185
Gain on disposal of non-current assets held for sale	(1,155,984)	-
Loss (gain) on disposal of investments	-	(857)
Impairment loss recognized on nonfinancial assets	125,032	419,909
Unrealized intercompany profit on sales	-	2,483
Realized intercompany profit on sales	(497)	(289)
Unrealized Foreign Exchange Gain	(5,006)	(11,328)
Inventory write-off loss	36,460	-
Recognition of provisions	114,012	173,211
Gain on lease modification	(16,662)	-
Gain on debt restructuring	(61,963)	-
Changes in operating assets and liabilities		
Financial assets mandatorily measured at fair value through profit or loss	-	459
Notes receivable and long-term notes and accounts receivable	(22,378)	23,529
Accounts receivable	11,525	384,398
Accounts receivable - related parties	(8,225)	3,996
Other receivables	(10,033)	(32,187)
Inventories	(337,755)	(179,195)
Other current assets	39,155	31,818
Contract liabilities	(96,227)	46,386
Notes payable	(94,159)	73,784
Notes payable - related parties	10,275	6,997
Accounts payable	(14,772)	110,304
Accounts payable - related parties	(119,099)	112,416
Other payables	5,966	(36,316)
Provisions	(124,839)	(172,498)
Other current liabilities	(79,117)	49,293
Net defined benefit liabilities	(8,650)	(12,382)
Cash generated from operations	(751,478)	347,932
Interest received	17,976	13,634
Dividend received	5,980	7,007
Interest paid	(124,543)	(126,456)
Income taxes paid	($ 1,290)	($ 17,072)

(Continued)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2025	2024
Net cash generated from operating activities	(853,355)	225,045
CASH FLOWS FROM INVESTING ACTIVITIES		
FVOCI	(343,919)	-
Disposal of financial assets measured at amortized cost	-	(31,443)
Acquisition of financial assets at amortized cost	20,000	-
Acquisition of investments accounted for using equity method	(13,624)	(10,000)
Disposal of investments accounted for using equity method	-	28,642
Increase in prepayments for investments	(20,000)	-
Net cash outflow on acquisition of subsidiary	(71,675)	-
Proceeds from disposal of non-current assets held for sale	1,520,000	-
Acquisition of property, plant and equipment	(234,914)	(102,746)
Proceeds from disposal of property, plant and equipment	72,905	2,347
Increase in refundable deposits	(1,769)	(2,204)
Decrease in refundable deposits	-	-
Acquisition of intangible assets	(38,568)	(16,531)
Proceeds from disposal of intangible assets	-	14
Increase in other financial assets	-	(106,970)
Decrease in other financial assets	115,108	-
Increase in other non-current assets	(17,518)	(7,296)
Dividend received from associates	35,817	30,972
Net cash generated from (used in) investing activities	1,021,843	(215,215)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	1,678,953	1,355,780
Decrease in short-term borrowings	(1,350,515)	(1,167,920)
Increase in short-term bills payable	129,798	-
Decrease in short-term bills payable	(179,635)	(59,895)
Proceeds from long-term bank borrowings	618,932	1,137,876
Repayments of long-term bank borrowings	(678,442)	(1,210,723)
Guarantee deposits received	-	2,827
Guarantee deposits refunded	(5,061)	-
Repayment of principle of lease liabilities	(42,920)	(40,693)
Cash dividends paid	-	(50,965)
Cost of treasury stock repurchased	(76,916)	-
Net cash used in financing activities	94,194	(33,713)
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	95,546	(30,404)
NET DECREASE IN CASH AND CASH EQUIVALENTS	358,228	(54,287)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	865,500	919,787
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 1,223,728	$ 865,500

The accompanying notes are an integral part of the consolidated financial statements.
(Concluded)

(With Deloitte & Touche auditors' report dated March 23, 2026)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Tongtai Machine & Tool Co., Ltd.

Opinion

We have audited the accompanying standalone financial statements of Tongtai Machine & Tool Co., Ltd. (the "Company"), which comprise the standalone balance sheets as of December 31, 2025 and 2024, the standalone statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the standalone financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the audit reports issued by other independent auditors (refer to Other Matter paragraph below), the accompanying standalone financial statements present fairly, in all material respects, the standalone financial position of the Company as of December 31, 2025 and 2024, and its standalone financial performance and its standalone cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in the Company's standalone financial statements for the year ended December 31, 2025 are as follows:

Revenue recognition

Specific machine types sold to certain newly added customers involve varying levels of customization based on customer requirements, and the Company recognizes revenue depending on the trade terms of each individual sales transaction. The related sales revenue and gross profit are relatively significant. As revenue recognition is presumed to be a significant risk under auditing standards, we have therefore identified revenue recognition as one of the key audit matters.

Refer to Note 4 to the standalone financial statements for the related accounting policies and disclosures on revenue recognition.

4. Obtain an understanding of, and test the design and operating effectiveness of, the internal controls relevant to the recognition of such sales revenue.

5. We performed test of details of recorded revenue against the supporting documents including the approved reports on completion of installation signed by end customer, export-related documents, and acceptance receipts.

6. Reviewing and analyzing the reason for significant sales returns and allowances that took place after the balance sheet date to assess the reasonableness of the related accrued sales returns and allowances.

Inventory valuation

Inventory is material to the Company. As of December 31, 2025, inventory amounted to NT$2,381,879 thousand, representing 25% of the Company's total assets. In addition, inventory valuation involves critical accounting estimates. Therefore, we identified the inventory valuation as one of the key audit matters. Refer to Notes 4, 5 and 10 to the standalone financial statements for the related accounting policies and disclosures on inventory valuation.

The key audit procedures performed in respect of the above key audit matter included the following:

1. We participated in the physical count of inventory, and observed the physical condition of inventory and checked against the records for any identified obsolete and slow-moving inventory.

2. We obtained inventory aging report, tested the accuracy of inventory aging and evaluated compliance with the inventory accounting policies.

3. We obtained details of inventory valuation and confirmed that inventory items were stated at the lower of cost or net realizable value. We test-checked the cost and market value of inventory against the supporting documents.

Other Matter

Certain investments in subsidiaries accounted for using the equity method were included in the standalone financial statements as of December 31, 2025 and 2024 and for the years then ended based on financial statements audited by other independent auditors. The total of such investments amounted to NT$247,511 thousand and NT$126,393 thousand, representing 3% and 1% of the Company's total assets as of December 31, 2025 and 2024, respectively, and the Credit balance for investments accounted for using the equity method amounted to NT$5,988 thousand and NT$60,374 thousand, representing 1% and 1% of the Company's total liabilities as of December 31, 2025 and 2021, respectively, and the total share of loss of subsidiaries and associates amounted to NT$949 thousand and NT$(83,290) thousand, representing 1% and 8% of the Company's total profit (loss) before income tax for the years ended December 31, 2025 and 2024, respectively.

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

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

ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the standalone financial statements. We are responsible for the direction, supervision, and performance of the audit of the Company. We remain solely responsible for our

audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yu-Shiang Liu and Lee-Yuan Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 23, 2026

<u>*Notice to Readers*</u>

The accompanying standalone financial statements are intended only to present the standalone financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such standalone financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying standalone financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and standalone financial statements shall prevail.

TONGTAI MACHINE & TOOL CO., LTD

STANDALONE BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	$ 504,342	5	$ 94,072	1
Notes receivable, net (Notes 5 and 9)	35,866	-	48,915	1
Accounts receivable, net (Notes 4, 5 and 9)	648,450	7	387,478	4
Accounts receivable - related parties (Notes 4, 5, 9 and 32)	159,291	2	210,192	2
Other receivables	16,498	-	10,959	-
Other receivables - related parties (Note 32)	769,517	8	664,221	7
Current tax assets（Notes 4 and 26）	6,583	-	11,520	-
Inventories (Notes 4, 5 and 10)	2,381,879	25	2,097,992	24
Assets held for sale（Notes 4 and 11）	-	-	364,016	4
Other financial asses - current (Notes 13 and 33)	38,102	1	76,749	1
Other current assets (Note 13)	62,248	1	53,703	1
Total current assets	4,622,776	49	4,019,817	45
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 7)	702,183	7	411,332	5
Non-current financial assets at amortised cost (Notes 4 and 8)	31,430	-	52,785	1
Investments accounted for using the equity method (Notes 4 and 12)	2,420,306	25	2,193,228	25
Property, plant and equipment (Notes 4, 14 and 33)	578,692	6	651,960	7
Right-of-use assets (Notes 4 and 15)	240,416	3	506,174	6
Investment properties (Notes 4, 16 and 33)	343,349	4	429,360	5
Computer software (Notes 4 and 17)	20,022	-	22,834	-
Deferred tax assets (Notes 4 and 26)	442,896	5	441,231	5
Refundable deposits	8,731	-	3,563	-
Long-term notes and accounts receivable (Note 9)	3,828	-	7,035	-
Other financial assets - non-current (Notes 13 and 33)	38,439	-	94,579	1
Other non-current assets (Notes 9 and 13)	62,799	1	22,517	-
Total non-current assets	4,893,091	51	4,836,598	55
TOTAL	$ 9,515,867	100	$ 8,856,415	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 33)	$ 1,567,000	17	$ 1,470,000	17
Contract liabilities - current (Notes 4, 24 and 32)	341,769	4	292,741	4
Notes payable (Note 19)	59	-	59	-
Notes payable - related parties (Notes 19 and 32)	-	-	8,879	-
Accounts payable (Note 19)	566,438	6	381,110	4
Accounts payable - related parties (Notes 19 and 32)	64,583	1	98,503	1
Other payables (Notes 20 and 32)	216,497	2	200,668	2
Current tax liabilities (Notes 4 and 26)	102,496	1	-	-
Provisions - current (Notes 4 and 21)	18,975	-	12,200	-
Lease liabilities - current (Notes 4 and 15)	14,564	-	23,583	-
Current portion of long-term bank borrowings (Notes 18 and 33)	216,571	2	450,000	5
Other current liabilities	10,586	-	10,010	-
Total current liabilities	3,119,538	33	2,947,753	33
NON-CURRENT LIABILITIES				
Long-term bank borrowings (Notes 18 and 33)	840,500	9	566,000	6
Deferred tax liabilities (Notes 4 and 26)	62,211	1	61,301	1
Lease liabilities -noncurrent (Notes 4 and 15)	241,697	2	604,274	7
Net defined benefit liabilities (Notes 4 and 22)	1,093	-	17,256	-
Guarantee deposits received	1,300	-	4,545	-
Credit balance for investments accounted for using the equity method (Notes 4 and 12)	461,193	5	232,889	3
Total non-current liabilities	1,607,994	17	1,486,265	17
Total liabilities	4,727,532	50	4,434,018	50
EQUITY (Note 23)				
Ordinary shares	2,548,265	27	2,548,265	29
Capital surplus	1,234,496	13	1,220,665	14
Retained earnings				
Legal reserve	759,548	8	759,548	8
Special reserve	89,749	1	89,749	1
Unappropriated earnings (Accumulated deficit)	22,223	-	(437,093)	(5)
Total retained earnings	871,520	9	412,204	4
Other equity	210,970	2	241,263	3
Treasury stock	(76,916)	(1)	-	-
Total equity	4,788,335	50	4,422,397	50
TOTAL	$ 9,515,867	100	$ 8,856,415	100

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

(With Deloitte & Touche auditors' report dated March 23, 2026)

TONGTAI MACHINE & TOOL CO., LTD.

STANDALONE STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 4, 24 and 32)	$ 1,915,734	100	$ 1,930,708	100
OPERATING COSTS (Notes 10, 22, 25 and 32)	1,744,935	91	2,057,839	107
GROSS PROFIT (LOSS)	170,799	9	(127,131)	(7)
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	-	-	(9,968)	-
REALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	7,917	-	1,084	-
REALIZED GROSS PROFIT (LOSS)	178,716	9	(136,015)	(7)
OPERATING EXPENSES (Notes 9, 22, 25 and 32)				
Selling and marketing expenses	261,390	14	286,439	15
General and administrative expenses	211,249	11	238,866	12
Research and development expenses	92,088	5	151,697	8
Loss (reversal) of expected credit loss	10,102	-	33,131	2
Total operating expenses	574,829	30	710,133	37
PROFIT (LOSS) FROM OPERATIONS	(396,113)	(21)	(846,148)	(44)
NON-OPERATING INCOME AND EXPENSES (Notes 12, 25 and 32)				
Interest income	32,606	2	36,482	2
Other income	127,968	7	106,971	6
Other gains and losses	1,166,819	61	41,562	2
Finance costs	(64,446)	(3)	(62,624)	(3)
Share of profit of subsidiaries and associates	(279,393)	(15)	(263,960)	(14)
Total non-operating income and expenses	983,554	52	(141,569)	(7)
PROFIT(LOSS) BEFORE INCOME TAX	587,441	31	(987,717)	(51)
INCOME TAX EXPENSE (Notes 4 and 26)	128,433	7	(80,881)	(4)
NET PROFIT(LOSS) FOR THE YEAR	459,008	24	(906,836)	(47)

(Continued)

TONGTAI MACHINE & TOOL CO., LTD.

STANDALONE STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 22, 23 and 26)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plan	$ 7,723	-	$ 11,851	1
Unrealized gains and losses on investments in equity instruments at fair value through other comprehensive income	(47,274)	(2)	234,009	12
Share of the other comprehensive income (loss) of subsidiaries accounted for using the equity method	3,535	-	7,411	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(1,545)	-	(2,370)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	(17,048)	(1)	3,266	-
Share of the other comprehensive (loss) income of subsidiaries accounted for using the equity method	3,149	-	40,025	2
Income tax relating to items that may be reclassified subsequently to profit or loss	21,475	1	($ 8,658)	-
Other comprehensive loss for the year, net of income tax	(29,985)	(2)	285,534	15
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 429,023	22	($ 621,302)	(32)
EARNINGS PER SHARE (Note 27)				
Basic	$ 1.81		($ 3.56)	
Diluted	1.81		(3.56)	

(Concluded)

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

(With Deloitte & Touche auditors' report dated March 23, 2026)

TONGTAI MACHINE & TOOL CO., LTD.

STANDALONE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

			Retained Earnings			Other Equity				
	Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Valuation Gain/(Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total Other Equity	Treasury stock	Total Equity
BALANCE AT DECEMBER 31, 2024	$ 2,548,265	$ 1,220,665	$ 753,831	$ 89,749	$ 509,533	($ 146,157)	$ 118,778	($ 27,379)	$ -	$ 5,094,664
Appropriation of 2023 earnings (Note 23)										
Legal reserve	-	-	5,717	-	(5,717)	-	-	-	-	-
Cash dividends	-	-	-	-	(50,965)	-	-	-	-	(50,965)
	-	-	5,717	-	(56,682)	-	-	-	-	(50,965)
Net profit (loss) for the year ended December 31, 2024	-	-	-	-	(906,836)	-	-	-	-	(906,836)
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	16,892	34,633	234,009	268,642	-	285,534
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	(889,944)	34,633	234,009	268,642	-	(621,302)
BALANCE AT DECEMBER 31, 2024	2,548,265	1,220,665	759,548	89,749	(437,093)	(111,524)	352,787	241,263	-	4,422,397
Net profit (loss) for the year ended December 31, 2025	-	-	-	-	459,008	-	-	-	-	459,008
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	9,713	7,576	(47,274)	(39,698)	-	(29,985)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	468,721	7,576	(47,274)	(39,698)	-	429,023
Share of changes in associates accounted for using the equity method (Note 12)	-	13,831	-	-	-	-	-	-	-	13,831
Disposal of equity instruments measured at fair value through other comprehensive income (Note 23)	-	-	-	-	(9,405)	-	9,405	9,405	-	-
Repurchase of treasury stock (Note 23)	-	-	-	-	-	-	-	-	(76,916)	(76,916)
BALANCE AT DECEMBER 31, 2025	$ 2,548,265	$ 1,234,496	$ 759,548	$ 89,749	$ 22,223	($ 103,948)	$ 314,918	$ 210,970	($ 76,916)	$ 4,788,335

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

(With Deloitte & Touche auditors' report dated March 23, 2026)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES

STANDALONE STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	$ 587,441	($ 987,717)
Adjustments for:		
Depreciation expense	76,303	128,702
Amortization expense	24,334	30,623
Expected credit loss (reversal gain)	10,102	33,131
Finance costs	64,446	62,624
Interest income	(32,606)	(36,482)
Dividend income	(5,980)	(7,007)
Share of loss of associates	279,393	263,960
Gain on disposal of property, plant and equipment	(958)	-
Gain on disposal of non-current assets held for sale	(1,155,984)	-
Loss (gain) on disposal of investments	-	(857)
Impairment loss recognized on nonfinancial assets	60,829	379,309
Unrealized intercompany profit on sales	-	8,884
Realized intercompany profit on sales	(7,917)	-
Unrealized Foreign Exchange Gain	(39,059)	(1,342)
Recognition of provisions	19,120	19,609
Gain on lease modification	(16,662)	-
Inventory write-off loss	36,460	-
Changes in operating assets and liabilities		
Notes receivable and long-term notes receivable	16,256	23,562
Notes receivable - related parties	-	245
Accounts receivable	(262,821)	34,506
Accounts receivable - related parties	56,566	(44,828)
Other receivables	(4,223)	(3,409)
Other receivables - related parties	1,422	854
Inventories	(371,080)	167,709
Other current assets	(8,545)	163
Contract liabilities	49,028	24,449
Notes payable	-	(1,854)
Notes payable - related parties	(8,879)	8,879
Accounts payable	185,219	60,959
Accounts payable - related parties	(34,277)	1,235
Other payables	11,508	(12,559)
Provisions	(12,345)	(25,133)
Other current liabilities	576	4,376
Net defined benefit liabilities	(8,440)	(13,761)
Cash generated from operations	(490,773)	118,830
Interest received	30,836	47,059
Dividend received	5,980	7,007
Interest paid	(63,947)	(62,976)
Income taxes paid	(1,825)	(25,674)
Net cash generated from operating activities	(519,729)	84,246

(Continued)

TONGTAI MACHINE & TOOL CO., LTD. AND SUBSIDIARIES

STANDALONE STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES		
FVOCI	($ 343,919)	$ -
Disposal of financial assets measured at amortized cost	20,000	-
Financial assets at amortized cost	-	(31,443)
Acquisition of investments accounted for using the equity method	(317,224)	(10,000)
Disposal of investments accounted for using the equity method	-	28,642
Increase in prepayments for investments	(20,000)	-
Proceeds from capital reduction of investments accounted for using equity method	1,520,000	-
Acquisition of property, plant and equipment	(23,361)	(28,168)
Proceeds from disposal of property, plant and equipment	39,945	-
Increase in refundable deposits paid	(5,168)	-
Decrease in refundable deposits paid	-	130
Decrease in other receivables - related parties	(73,125)	-
Increase in other receivables - related parties	-	212,591
Acquisition of computer software	(19,549)	(7,219)
Increase in other financial assets	-	(63,468)
Decrease in other financial assets	94,787	-
Increase in other non-current assets	(18,170)	(8,316)
Dividends received from subsidiaries and affiliates	36,817	32,472
Net cash generated from (used in) financing activities	891,033	125,221
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	1,165,000	410,000
Decrease in short-term borrowings	(1,068,000)	(230,000)
Decrease in short-term bills payable	550,000	1,066,000
Repayments of long-term bank borrowings	(508,929)	(1,143,333)
Increase in refundable deposits	-	1,093
Decrease in refundable deposits	(3,245)	-
Repayment of principle of lease liabilities	(18,944)	($ 23,747)
Cash dividends paid	-	(50,965)
Acquisition of ownership interests in subsidiaries	-	(383,384)
Disposal of ownership interests in subsidiaries	(76,916)	-
Net cash used in financing activities	38,966	(354,336)
NET DECREASE IN CASH AND CASH EQUIVALENTS	410,270	(144,869)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	94,072	238,941
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 504,342	$ 94,072

(Concluded)

The accompanying notes are an integral part of the standalone financial statements.
(With Deloitte & Touche auditors' report dated March 23, 2026)

■ **Attachment IV**

Tongtai Machine & Tool Co., Ltd.
Comparison Table of Articles Before and After Amendment to the Company's Articles of Association

Revised Articles	Previous Articles	note
Article 2: The Company's business operations are as follows: 1. CB01010 Machinery and Equipment Manufacturing 2. CC01030 Electrical and Audio-Visual Electronic Products Manufacturing 3. CC01080 Electronic Components Manufacturing 4. CC01110 Computer and Peripheral Equipment Manufacturing (Limited to Production and Operation Outside the Zone) 5. CD01030 Automobile and Parts Manufacturing (Limited to Production and Operation Outside the Zone) 6. CD01040 Locomotive and Parts Manufacturing (Limited to Production and Operation Outside the Zone) 7. CD01060 Aircraft and Parts Manufacturing (Limited to Production and Operation Outside the Zone) 8. CP01010 Hand Tool Manufacturing (Limited to Production and Operation Outside the Zone) 9. CQ01010 Mold Manufacturing (Limited to Production and Operation Outside the Zone) 10. CE01030 Optical Instrument Manufacturing (Limited to Production and Operation Outside the Zone) 11. F401010 International Trade 12. Research, Design, Production and Sales of the following Products: (1) (1) Printed circuit board drilling and forming machines.	Article 2: The Company's business operations are as follows: 1. CB01010 Machinery and Equipment Manufacturing 2. CC01030 Electrical and Audio-Visual Electronic Products Manufacturing 3. CC01080 Electronic Components Manufacturing 4. CC01110 Computer and Peripheral Equipment Manufacturing (Limited to Production and Operation Outside the Zone) 5. CD01030 Automobile and Parts Manufacturing (Limited to Production and Operation Outside the Zone) 6. CD01040 Locomotive and Parts Manufacturing (Limited to Production and Operation Outside the Zone) 7. CD01060 Aircraft and Parts Manufacturing (Limited to Production and Operation Outside the Zone) 8. CP01010 Hand Tool Manufacturing (Limited to Production and Operation Outside the Zone) 9. CQ01010 Mold Manufacturing (Limited to Production and Operation Outside the Zone) 10. CE01030 Optical Instrument Manufacturing (Limited to Production and Operation Outside the Zone) 11. F401010 International Trade 12. Research, Design, Production and Sales of the following Products: (1) (1) Printed circuit board drilling and forming machines.	To support the company's operations and introduce new business projects.

<table>
<tr><td>(2) Linear motor machining centers.
(3) High-speed machining centers.
(4) CNC precision lathes.
(5) Flat panel display manufacturing equipment and related components.
(6) International trade in the aforementioned products.
<u>13. CA02990 Other metal products manufacturing</u>
<u>14. C805050 Industrial plastic products manufacturing</u>
<u>15. C805990 Other plastic products manufacturing</u>
<u>16. CF01011 Medical device manufacturing</u></td><td>(2) Linear motor machining centers.
(3) High-speed machining centers.
(4) CNC precision lathes.
(5) Flat panel display manufacturing equipment and related components.
(6) International trade in the aforementioned products.</td><td></td></tr>
<tr><td>Article 36 This charter was established on December 1, 1968, and first amended on May 25, 1969,
omitted.
<u>Forty-eighth amendment on June 17, 2026.</u></td><td>Article 36 This charter was established on December 1, 1968, and first amended on May 25, 1969,
omitted.</td><td>Add the date and number of this revision.</td></tr>
</table>

■ **Attachment V**

List of candidates for Directors

Type of Candidate	Name	Education	Experience	Shareholding
Director	Jui Hsiu Investment Co., Ltd. / Jui-Hsiung Yen	B.S. in Mechanical Engineering, National Chung Cheng University	Chairman, Tongtai Machine & Tool Co., Ltd. Chairman, Contrel Technology Co., Ltd.	8,118,693
Director	San Shin Co., Ltd. / Hwa-Chou Yen	B.S. in Civil Engineering, Chung Yuan Christian University	Chairman, San Shin Co., Ltd.	12,326,080
Director	San Shin Co., Ltd. / Cheng Yen	M.S. in Industrial Engineering, Columbia University	General Manager, San Shin Co., Ltd.	12,326,080
Director	Tsan Ying Investment Co., Ltd. / Lu Yen	M.S. in Integrated Marketing, Northwestern University	Vice President & Spokesperson, Tongtai Machine & Tool Co., Ltd.	5,582,530
Director	Hong Mai Co., Ltd. / Jun-Liang Kuo	The George Washington University, Computer Science M.S.	Chairman, Agein Media & Communications Ltd. Co.	4,308,622
Director	U-yuan Investment Ltd. / Eugene U Jake Chuang	M.S. in Financial Analysis from MIT Sloan School of Management	Director & General Manager, Logicom Inc.	1,233,120
Director	Wei Ling Investment Ltd / Weichung Ooi	Ph. D. Physics and Astronomy, University of California Los Angeles	Director, Contrel Technology Co., Ltd.	4,759,609

Type of Candidate	Name	Education	Experience	Shareholding	Served as an independent director for 3 consecutive terms
Independent Director	Shing-Yusn Tsai	PhD Mechanical Engineering, University of Wisconsin–Madison Campus	Chairman of Athena Innovation Investment and Service Company	-	No
Independent Director	Cheng-Hsin Chen	M.Sc., Department of Mechanical and Electromechanical Engineering from National Sun Yat-sen University	Chairman, Gallant Precision Machining Co., Ltd.	-	No
Independent Director	Mei Chin Chen	Bachelor of Business Administration, Sun Yat-sen University	Certificated public accountant, Wise Top CPA Firm	-	No
Independent Director	Jen Chih Liou	Bachelor of Marine Engineering, National Taiwan Ocean University	Chairman of Evergreen Avionics Precision Corp.	-	No

■ **Attachment VI**

Release of non-competition restrictions for nominated Directors and their representatives

Title	Name	Cosurrent Company and Title
Director	Jui Hsiu Investment Co., Ltd. Jui-Hsiung Yen	Chairman of Contrel Technology Co., Ltd.、Director of Honor Seiki Company Limited 、Chairman and General Manager of Asia Pacific Elite Corp.、Chairman of Quick-Tech Machinery Co., Ltd.、Chairman of TONGFONG AUTO TECH CO., LTD.、Chairman of TONG-YEH PRECISION INDUSTRY CO., LTD.、Director of Printin3d DigiTech Co., Ltd. 、Chairman of F.S.E CORPORATION、Chairman of EVER LUMIN INCORPORATION、Director of Hantop Intelligence Tech. Co., Ltd 、Director of YEOU SHENG MACHINE CO., LTD.、Supervisor of San Shin Co., Ltd.、Director of YEONG CHIN MACHINERY INDUSTRIES CO., LTD. 、Chairman of Suzhou Tongyu Machine Tool Co., Ltd (Suzhou)、Chairman of Tong-Yu Machine Tool Co., Ltd (Shanghai)、Director of Tong-Tai-Shin Trading Co., Ltd (Shanghai)、Director and Gerenal Manager of Hao-Tern-Shin Electronic Co., Ltd (Shenzhen)、Chairman of Great Pursuit Limited、Chairman of Tongtai Machine &Tool Japan Co, LTD、Director of TongTai Machinery Co., Ltd、Chairman of TongTai Seiki Vietnam Co.,Ltd、Director of Tongtai Machine Tool(MFG) Sdn Bhd、Director of Tongtai Europe B.V.、Director of Union Top Industrial (SAMOA) Limited、Chairman of TTGroup Technologies、Chairman of CERIMATEC、Chairman of PCI-SCEMM
Director	San Shin Co., Ltd. Hwa-Chou Yen	Chairman of San Shin Co., Ltd.、Chairman of SYSCO Machinery Corporation、Director of Contrel Technology Co., Ltd.、Director of Sheng Li Machine Industry Co., Ltd.、Supervisor of YEOU SHENG MACHINE CO., LTD.、Supervisor of LONG POWER MACHINERY CORPORATION
Director	San Shin Co., Ltd. Cheng Yen	Director of Contrel Technology Co., Ltd.、Supervisor of POTZU CO., LTD.、Director of LONG POWER MACHINERY CORPORATION 、Director of YUKEN HYDRAULICS(T.W.) CO. LTD.、Director and General Manager of San Shin Co., Ltd.、Supervisor of Quick-Tech Machinery Co., Ltd. 、Supervisor of SYSCO Machinery Corporation、Supervisor of IAMECH TECHNOLOGY INC.
Director	Tsan Ying Investment Co., Ltd. Lu Yen	Chairman of TTGroup France、Director of Tongtai Machine Tool(MFG) Sdn Bhd、Director of TONGTAI MEXICO, S.A. DE C.V.、Director of Tongtai Europe B.V.、Director of TONGAN GmbH 、Director of Mbi-group Beteiligung GmbH 、Director and CEO of Contrel Technology Co., Ltd.、Director of Asia Pacific Elite Corp.、Director of POTZU CO., LTD.、Director of Honor Seiki Company Limited、Director of RUEI YANG CORP.、Director of F.S.E CORPORATION(Representative)、Director of C SUN MFG. LTD.、Supervisor of Suzhou Tongyu Machine Tool Co., Ltd (Suzhou)、Supervisor of Tong-Yu Machine Tool Co., Ltd (Shanghai)
Director	Hong Mai Co., Ltd. Jun-Liang Kuo	Chairman of Agein Media & Communications Ltd. Co.、Chairman of Hong Mai Co. Ltd.、Director of Contrel Technology Co., Ltd.
Director	U-yuan Investment Ltd. Eugene U Jake Chuang	Director & General Manager of Logicom Inc.、Supervisor of FAR EAST MACHINERY CO., LTD.
Director	Wei Ling Investment Ltd. Weichung Ooi	Director of Contrel Technology Co., Ltd.、Supervisor of F.S.E CORPORATION 、Director of TTGroup America Inc.
Independent Director	Mei Chin Chen	Independent Director of CHC RESOURCES CORPORATION
Independent Director	Shing-Yusn Tsai	Chairman of Athena Innovation Investment and Service Company、 Independent Director of KINIK COMPANY。
Independent Director	Cheng-Hsin Chen	Chairman & CEO, Gallant Precision Machining Co., Ltd.、Chairman, APEX-I INTERNATIONAL、CEO, GALLANT PRECISION INDUSTRIES (SUZHOU) CO.,LTD、 Director, Shinyu Light CO., LTD

■ **Appendix I**

Tongtai Machine & Tool Co., Ltd.

Articles of Incorporation

Chapter I - General Principals

Article 1

The Company is called 東台精機股份有限公司 and is registered as a company limited by shares according to the ROC Company Act. The English name of the Company is Tongtai Machine & Tool Co., Ltd.

Article 2

The Company is engaged in the following businesses:

1. CB01010 Machinery and Equipment Manufacturing.
2. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
3. CC01080 Electronic Parts and Components Manufacturing
4. CC01110 Computers and Computing Peripheral Equipments Manufacturing (Operation outside Southern Taiwan Science Park only)
5. CD01030 Automobiles and Parts Manufacturing (Operation outside Southern Taiwan Science Park only)
6. CD01040 Motor Vehicles and Parts Manufacturing (Operation outside Southern Taiwan Science Park only)
7. CD01060 Aircraft and Parts Manufacturing (Operation outside Southern Taiwan Science Park only)
8. CP01010 Hand Tool Manufacturing (Operation outside Southern Taiwan Science Park only)
9. CQ01010 Die Manufacturing (Operation outside Southern Taiwan Science Park only)
10. CE01030 Photographic and Optical Equipment Manufacturing (Operation outside Southern Taiwan Science Park only)
11. F401010 International Trade
12. Researching , Developing Producing and Selling such Productions below:
    (1) Printed Circuit Board Drilling Machine and Moudling Machine.
    (2) Linear Motor Machining Center.
    (3) High Speed Machining Center.
    (4) Computer Numerical Control Precision Lathe.
    (5) Flat Panel Display Manufacturing Equipments and Components.
    (6) Concurrently with the Aforementioned Products Related to International Trade.

Article 3

The Company's headquarter is located in Southern Taiwan Science Park, Taiwan, ROC and may set up domestic or foreign branches as approved by the Board of Directors and government authorities in charge, if necessary.

Article 4

Public announcements of the Company shall be made in accordance with the Company Act and other relevant rules and regulations of the Republic of China.

Chapter II - Capital Stock

Article 5

The total capital stock of the Company shall be in the amount of NT$4,000,000,000, divided into 400,000,000 shares with a par value of NT$10 per share. The Board of Directors is authorized to issue the unissued shares in installments.

A total of 10,000,000 shares among the above total capital stock should be reserved for issuing employee stock options, preferred shares with warrants or corporate bond with warrants and shall be issued in installments. The Board of Directors is authorized to issue the unissued shares in installments.

Article 6

The shares of the Company share be name-bearing share certificates and shall be affixed with the signatures or personal seals of more than three directors. Shares shall then be issued upon certification by Ministry of Economic Affairs of the Republic of China (Hereinafter referred to as competent authorities) or issuance registration authorities approved thereby.

When the Company issue new shares, should print the total issuing shares, the central securities depository business agencies shall be contacted to record them.

For shares of the Company not physically printed, the central securities depository business agencies shall be contacted to record them, shall not apply to the two preceding paragraph.

The handling stock affairs of the Company is in accordance with Regulations Governing the Administration of Shareholder Services of Public Companies of the Republic of China.

Article 7

The register of share transfer shall not be made within sixty (60) days prior to each regular shareholders' meeting or within thirty (30) days prior to each special shareholders' meeting or within five (5) days prior to the record date for dividends, bonuses or other distributions as determined by the Company.

Article 7-1

The Board of Directors is authorized to determine qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive share bought by the Company, share subscription warrant, shares subscribed by employees when issuing new shares restricted stock.

Chapter III - Shareholders' Meeting

Article 8

Shareholders' meetings are of two types, namely: regular meetings and special meetings. The regular meeting of shareholders shall be convened within six months after close of each fiscal year, unless otherwise approved by the competent authority for good cause shown.

Article 9

A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. A notice to convene a special meeting of shareholders shall be given to each shareholder no later than 15 days prior to the scheduled meeting date. The notice of the shareholders meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement.

Article 10

Chairman of the Board shall preside at the shareholders' meeting. When Chairman of the Board is on leave or absent, he may designate a Director to act on his behalf, and if no proxy is designated, one Director shall be elected from among the Directors to preside the meeting.

When a shareholders' meeting is convened by any person who is not a member of Board of Directors but has the convening right, he/she shall act as the Chairman of that meeting; provided, however, that if there are two or more persons having the convening right, the Chairman of the meeting shall be elected from among themselves.

Article 11

A shareholders' meeting shall only be held when shareholders representing a majority of total number of outstanding shares are present. Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act of the Republic of China, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 12

Each shareholder of the Company shall have one vote per share, unless otherwise the vote is subject to restrictions or the voting power does not exist pursuant to Paragraph 2 of Article 179 of the Company Act of the Republic of China.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice.

Article 13

In case a shareholder is unable to attend the shareholders' meeting, he/she may delegate an agent to attend and to exercise all rights at the meeting for him/her by submitting a letter of consignor singed or sealed by the shareholder himself/herself. When a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her, should be calculated according to related regulations. In addition to Company Act of the Republic of China, shall be handled in accordance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the Republic of China issued by government authorities in charge.

Article 13-1

The company's shareholders' meeting can be held by video conference or other methods announced by the central competent authority. Relevant regulations such as the conditions, operating procedures, and other matters to be complied with for the implementation of the video-conferencing shareholders meeting shall be followed, unless otherwise stipulated by the competent securities authority.

Article 14

The resolution of the shareholders' meeting shall be recorded in the minutes, and shall be handled in accordance with Article 183 of the Company Act of the Republic of China.

Chapter IV - Directors and Audit Committee

Article 15

The Company shall have nine to fourteen Directors, who shall be nominated as candidates and elected by shareholders from a list of candidates. The term of office of a director shall not exceed three years; but he/she may be eligible for re-election.

According to Article 14-2 of Securities and Exchange Act of the Company Act of the Republic of China, the number of Independent Directors among the number of Directors in accordance with the preceding paragraph of this article shall be no less than three.

The shareholdings of all Directors should in accordance with Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies of the Republic of China.

Other matters not mentioned in Article shall be handled in accordance with relevant laws.

Article 15-1

The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act of the Republic of China. The audit committee shall be composed of the entire number of independent directors. One of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

Members of the audit committee, power exercise act and other matters for compliance shall be handled in accordance with relevant laws. The organization rules shall be set by Board of Directors.

The Company shall establish Compensation Committee or other Functional Committees in accordance with laws or for business needs.

Article 16

The Board of Directors is constituted by directors. Chairman of the board of directors shall internally preside the shareholders' meeting and the meeting of the board of directors; and shall externally represent the Company.

Article 17

Business operations of a company shall be executed pursuant to the resolutions to be adopted by the board of directors, except for the matters the execution of which shall be effected pursuant the resolutions of the shareholders' meeting as required by Company Act of the Republic of China.

Article 18

The Board of Directors is authorized to determine the compensation for the Chairman and Directors, taking into account the extent and value of the services provided for the management of the Company and the domestic and overseas standards of the industry.

Article 19

Chairman represents all business decisions of the Company. In case the Chairman of the board of directors is on leave or absent or cannot exercise his/her power and authority for any cause, the Chairman shall designate one of the directors to act on his/her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting Chairman of the board of directors.

Article 20

The powers and duties of The Board of Directors are as follows:

1. Reviewing material internal rules;
2. Preparing business plans;
3. Reviewing budgets and audited financial statements;
4. Preparing surplus distribution or loss off-setting proposals;
5. Preparing proposals to increase or decrease capital;
6. Establishing, reorganizing and dissolving branch offices; and

7. Other duties and powers granted by or in accordance with the Company Act of the Republic of China or shareholders' resolutions.

Except for where a meeting of the board of directors is called in accordance with Article 203 or Article 203-1, paragraph 3 of the Company Act of the Republic of China, the Chairman should call the meeting. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, the Chairman shall designate one of the directors to act on his/her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting Chairman.

Article 21

In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors, then the Board of Directors shall convene a shareholders' meeting to elect new Directors to fill such vacancies in 60 days, rules and regulations. The new Directors shall serve the remaining term of the predecessors.

Article 22

In case no election of new directors is elected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 23

Unless otherwise provided by the Company Act of the Republic of China, a meeting of the Board of Directors shall only be held when a majority of incumbent Directors present and a resolution shall be adopted upon consents by a majority of the Directors present. In case of absence, a Director may authorize another Director to attend a meeting of the Board of Directors by a letter of consignor, and to exercise his right to vote with respect to all matters submitted to the meeting, provided, however, each Director may not act as proxy for more than one other director.

Directors shall be notified of Board of Director meetings no later than seven days prior to the meetings. However, in case of any emergency, a Board of Directors meeting may be convened at any time.

Notifications of Board of Directors meetings may be in writing or via fax or email.

Article 24

The minutes of a board of directors meeting shall bear the signature or seal of the meeting chair; a copy of the minutes shall be distributed to each director within 20 days after the meeting.

Chapter V - Manager

Article 25

The Company shall have one general manager, and several managers. The appointment, discharge and remuneration of managerial personnel as enumerated in the preceding paragraph shall be pursuant to the Article 29 of the Company Act of the Republic of China.

Article 26

A managerial personnel of a company shall not concurrently act as a managerial personnel of another company, nor shall he/she operate, for the benefit of his/her own or others, any business which is the same as that of the Company employs him/her, unless the need of the Company business which agreed by majority of board of directors.

Chapter VI - Accounting

Article 27

Accounting personnel is working under the command of Board of Directors and the supervision of General Manager. In regards to appointing or discharging accounting personnel, must have a majority approval with at least a majority attendance.

The Company may take out liability insurance for directors with respect to liabilities resulting from exercising their duties during their terms of occupancy.

Article 28

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 29

After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance:

1. Business Report;
2. Financial Statements;
3. The surplus earning distribution or loss off-setting proposals.

Chapter VII - Appendix

Article 30

If there is any profit for a specific fiscal year, the Company should reserve for tax payments, offset accumulated losses in previous years. Legal reserve, which is 10% of leftover profits. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company's total capital stock. When there is profit after allocation or reverse of special reserves as required by law, the remaining net profits and the retained earnings from previous years will be allocated as shareholders' dividend. The Board of Directors will prepare a distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution.

In response to the overall economy and the characteristics of industry growth and in compliance with the Company's long-term financial plans for sustainable operations, stable development, and in consideration of stable dividend policy, will adopt appropriate dividend policy based on investment capital needs and the extend of diluted earnings per share. The distribution procedures are as follows:

1. The optimal capital budget is determined;
2. The amount of capital required to satisfy the capital budget in preceding paragraph is determined;
3. The amount of funding required for financing to be supported by the retained earnings is determined.
4. An appropriate amount of the remaining earnings shall be retained in accordance with operational requirements before distributing dividends to shareholders. The ratio for cash dividends shall be not less than 50% of the total dividends.

Article 30-1

The Company shall transfer shares to employees at less than the average actual share repurchase price, must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares, in accordance with Article 10-1 and Article 13 of the Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies of the Republic of China.

Article 30-2

The Company shall issue employee stock warrants at less than the market price (net value per share), must have approved by shareholders meeting and in accordance with Article 56-1 and Article 76 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers of the Republic of China.

Article 30-3

If the Company is profitable, no less than 1% of the profits shall be allocated as compensation to employees and no more than 5% of the profits should be allocated as compensation to directors. While the Company has accumulated losses, the profit shall be set aside to compensate losses before distribution. The profit mentioned above is the profit before tax and before deducting the compensation to employees and directors.

Of the aforementioned employee compensation amount, no less than 40% should be allocated to grassroots employees for compensation distribution.

The compensation being distributed to employees shall be approved by more than half of the directors at a board meeting at which two-thirds or more of the directors are present and report to the general shareholders' meeting. The Company distributes profit to employees in the form of shares or cash dividends include employees of controlling or subsidiary companies that meet certain conditions, which are to be prescribed by the Board of Directors.

Article 31

The Company shall not pay dividends or bonuses, if there is no surplus earnings according to Articles of Incorporation Article 30.

Article 32

The internal organization of the Company shall be determined by the Board of Directors.

Article 33

Any matter not covered by these Articles of Incorporation shall be subject to the Company Act and other related laws of the Republic of China.

Article 34

The Company could endorsements/guarantees for others based on business needs and principle of reciprocity in accordance of Procedures for Making Endorsements and Guarantees of the Company of the Republic of China.

Article 35

The Company could invest other companies domestic and overseas with the approval of the Board of directors. The total investment amount is not restricted pursuant to Article 13 of the Company Act of the Republic of China regarding the total amount of its investments in such other companies shall not exceed forty percent of the amount of its own paid-up capital.

Article 36

This Articles of Incorporation are agreed and signed on Dec. 1, 1968, firstly amended on May 25, 1969, secondly amended on Nov. 27, 1973, thirdly amended on Apr. 6, 1974, fourthly amended on Apr. 6, 1976, fifthly amended on Apr. 15, 1978, sixthly amended on Oct. 24, 1979, seventhly amended on Dec. 27, 1980, eighthly amended on Aug. 5, 1981, ninthly amended on Apr. 17, 1982, tenthly amended on Aug. 21, 1983, eleventh amended on Sep. 22, 1983, twelfth amended on Dec. 8, 1983, thirteenth amended on Mar. 23, 1985, fourteenth amended on Aug. 21, 1988, fifteenth amended on Sep. 25, 1988, sixteenth amended on Mar. 21, 1990, seventeenth amended on Apr. 25, 1990, eighteenth amended on Jun. 15, 1990, nineteenth amended on Jun. 18, 1991, twentieth amended on Jun. 18, 1992, twenty-firstly amended on May 23, 1993, twenty-secondly amended on Jun. 26, 1993, twenty-thirdly amended on Aug. 15, 1994, twenty-fourthly amended on May 10, 1996, twenty-fifthly amended on Apr. 30, 1997, twenty-sixthly amended on Jun. 21, 1997, twenty-seventhly amended on Apr. 26, 1998, twenty-eighthly amended on Jun. 6, 1999, twenty-ninthly amended on Mar. 26, 2000, thirtieth amended on Apr. 20, 2000, thirty-firstly amended on Jun. 14, 2002, thirty-secondly amended on Jun. 16, 2003, thirty-thirdly amended on

Jun. 14, 2005, thirty-fourthly amended on Jun. 11, 2006, thirty-fifthly amended on Jun. 14, 2007, thirty-sixthly amended on Jun. 13, 2008, thirty-seventhly amended on Jun. 16, 2009, thirty-eighthly amended on June 15, 2010, thirty-ninthly amended on June 5,2012 and fortieth amended on June 19, 2013, and forty-firstly amended on June 18, 2014, forty-secondly amended on June 17, 2015, forty-thirdly amended on June 7, 2016, forty-fourthly amended on June 20, 2017, forty-fifthly amended on June 6, 2019, forty-sixth amended on June 9, 2022. forty-seventhly amended on June 13, 2025.

■ **Appendix II**

Tongtai Machine & Tool Co., Ltd.

Rules of Procedures for Shareholders' Meeting

Article 1

Shareholders' Meeting (the "Meeting") of Tongtai Machine & Tool Co., Ltd. (the "Company") shall be conducted in accordance with the Rules of Procedure for Shareholders' Meeting (the "Rules"). Any matter not provided in the Rules shall be handled in accordance with relevant laws and regulations.

Article 2

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically. Attendance at shareholder's meetings shall be calculated based on numbers of shares.

Article 3

The Meeting shall be held at the head office of the Company or any place that is convenient to the shareholders and suitable for such meeting. The Meeting should not start earlier than 9:00 a.m. or later than 3:00 p.m.

Article 3-1

The company's shareholders' meeting can be held by video conference or other methods announced by the central competent authority. Relevant regulations such as the conditions, operating procedures, and other matters to be complied with for the implementation of the video-conferencing shareholders meeting shall be followed, unless otherwise stipulated by the competent securities authority.

Article 4

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

Article 5

The Company may appoint designated counsel, CPA or other related persons to attend the Meeting.

Persons handling affairs of the Meeting shall wear identification cards or badges.

Article 6

The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved for at least one year.

Article 7

At the scheduled time for a shareholders' meeting, the chairperson shall announce the commencement of the meeting. However, when the number of shares represented by the shareholders present at the meeting fails to exceed half of the total issued and outstanding shares of the Company (the "Quorum"), the chairperson may announce that the meeting is postponed. The postponements shall be limited to two times and the total time postponed shall not exceed one hour. If the number of shares represented by the shareholders present at the meeting fails to meet the Quorum but exceeds one third of the total number of issued and outstanding shares of the Company after the meeting has been postponed twice, a tentative resolution may be passed by a majority of those represented in accordance with Paragraph 1 of Article 175 of Taiwan Company Act. If the number of shares represented by the shareholders present at the meeting exceeds half of the total issued and outstanding shares of the Company before the end of the meeting, the tentative resolution may be re-proposed by the chairperson to be passed in the shareholders' meeting in accordance with Article 174 of Taiwan.

Article 8

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. When a meeting is in progress, the chairperson may announce a break based on time considerations.

Article 9

When a shareholder presents at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairperson. If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail. Unless otherwise permitted by the chairperson and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairperson shall stop such interruption.

Article 10

Unless otherwise permitted by the chairperson, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). In case the speech of any shareholder violates the above provision or exceeds the scope of the discussion item, the chairperson may stop the speech of such shareholder.

Article 11

If a juristic person is authorized to attend the Meeting on behalf of another shareholder, only one representative of such juristic person may attend the Meeting. If a juristic shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each proposal. After the speech of a shareholder, the chairperson may respond himself/herself or appoint an appropriate person to respond.

Article 12

When the chairperson is of the opinion that a proposal has been sufficiently discussed to be put to vote, the chairperson may announce the cease of discussion and bring the proposal to vote and schedule sufficient time for voting.

Article 13

The chairperson shall designate the persons supervising the casting of votes and the counting thereof for resolutions. The person supervising the casting of votes shall be a shareholder. The result of the resolution shall be reported on the spot and written into records.

Article 14

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

Article 15

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

Article 16

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 Taiwan Company Act.

Article 17

If there is an amendment to or a substitute for a proposal for resolution, the chairperson shall arrange the sequence for resolution along with the original proposals. If any one of them has been adopted, the remaining proposals shall be deemed rejected and no further resolution is needed.

Article 18

The chairperson may direct disciplinary personnel (or security personnel) to maintain the order of the meeting place. Such disciplinary personnel (or security personnel) shall wear a badge marked "Disciplinary Staff".

Article 19

For matters not provided in the Rules, Taiwan Company Act, applicable laws and regulations, and the Articles of Incorporation of the Company shall apply.

Article 20

The Rules and any revisions thereof shall take effect upon approval by shareholders at the shareholders' meeting.

Article 21

This Rules was agreed and signed on Apr. 26, 1998, first amended on Jun. 17, 2015, second amended on Jun. 7, 2016, third amended on Jun. 9, 2020, fourth amended on Jun. 10, 2021, fifth amended on Jun. 5, 2022.

■ **Appendix III**

Tongtai Machine & Tool Co., Ltd.
Director Election Method

Article 1
The election of directors of the company shall be handled in accordance with the provisions of these regulations, and matters not stipulated in these regulations shall be handled in accordance with the provisions of the Company Law and relevant laws and regulations.

Article 2
The election of the directors of the company adopts the cumulative voting method. Each share has the same number of voting rights as the number of directors to be elected, and one person can be elected centrally or the number of persons to be elected can be allocated.
When directors are elected, independent directors and non-independent directors shall be elected together, and the number of elected persons shall be calculated separately.

Article 3
The election of directors of the company shall adopt a candidate nomination system in accordance with Article 192-1 of the Company Law.
The directors shall be elected in turn by those who have obtained more voting rights. If two or more directors have the same number of voting rights and exceed the prescribed quota, they shall be determined by drawing lots. For those who are not present, the chairman will draw lots on his behalf.

Article 4
At the beginning of the election, the chairman shall designate a number of scrutineers and clerks to perform various related tasks. The scrutineers shall have the status of shareholders.

Article 5
The ballots are prepared by the company, and the number of the attendance certificate and the number of voting rights should be clearly listed, and the company's seal should be affixed.

Article 6
The elector must fill in the name of the electee in the electee column of the ballot paper, and add the shareholder account number, ID number and voting rights. However, when a legal person is the electee, the electee column of the ballot paper should fill in the full title account name of the legal person, or fill in the full title account name of the legal person and the name of its representative.

Article 7
Ballots are invalid under any of the following circumstances:

1. Ballot papers not prepared as stipulated in Article 5 of these Regulations.
2. Ballots that have not been put into the ballot box (box).
3. Those who put blank ballots into the voting cabinet (box).
4. The number of candidates filled in exceeds the prescribed quota.
5. Only fill in the name of the candidate without adding the shareholder account number and ID card number; or only fill in the shareholder account number and ID card number without adding the name of the candidate for identification.
6. The account name and shareholder account number of the candidate filled in do not match those listed in the shareholder register or the name and ID number do not match.
7. In addition to the name of the candidate, shareholder account number, ID card number and number of voting rights, other symbols, pictures and texts are inserted.
8. Any one of the filled-in candidate's name, shareholder account number, ID card number and number of voting rights has been altered.
9. Handwriting is illegible to the point of being illegible.
10. The total number of voting rights cast by an elector exceeds the total number of voting rights held by the elector.

Article 8
The voting cabinet (box) is prepared by the company and inspected by the scrutineers in public before voting.

Article 9
The election result shall be announced by the chairman on the spot.

Article 10
This method shall be implemented after being passed by the shareholders' meeting, and the same shall apply when it is amended.

Article 11
This regulation was enacted on April 26, 1998, revised for the first time on June 16, 2002, and revised for the second time on June 14, 2007. The third revision on June 17, 2015, the fourth revision on June 7, 2016.

■ **Appendix IV**

Tongtai Machine & Tool Co., Ltd.
Shareholdings of All Directors

1. The table below lists the shareholdings of all directors on the register of shareholders as of the book closure date (April 19, 2026) for the 2026 annual shareholders' meeting:

Title	Name	Current Holdings	
		Number of shares	Percentage of shares
Chairperson	Jui Hsiu Investment Co., Ltd. Representative: Jui-Hsiung Yen	8,118,693	3.19%
Director	Jui Hsiu Investment Co., Ltd. Representative: Shin Fann		
Director	San Shin Co., Ltd. Representative: Hwa-Chou Yen	12,326,080	4.84%
Director	San Shin Co., Ltd. Representative: Cheng Yen		
Director	Tsan Ying Investment Co., Ltd. Representative: Lu Yen	5,582,530	2.19%
Director	Hong Mai Co., Ltd. Representative: Jun-Liang Kuo	4,308,622	1.69%
Director	Yang-Kuang Tung	2,209,526	0.87%
Director	Wei Ling Investment Ltd. Representative：Weichung Ooi	4,759,609	1.87%
Director	U-yuan Investment Ltd. Representative: Eugene Chuang	1,233,120	0.48%
Independent Director	Po-Han Wang	0	0.00%
Independent Director	Shing-Yusn Tsai	0	0.00%
Independent Director	Cheng-Hsin Chen	0	0.00%
Total		38,595,180	38,538,180

2. The Company has issued 254,826,461 shares. Pursuant to Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", the percentage of issued shares held by all directors shall be at least 5% and no later than 15,000,000 shares. In addition, since the Company has more than two independent directors,

pursuant to the Paragraph 2 of the same Article, the shareholding ratio of all directors, excluding independent directors, shall be reduced to 80%. Therefore, the minimum shares held by all directors shall be at least 12,000,000 shares.

3. As of the book closure date (April 19, 2026) for the 2026 annual shareholders' meeting, a total of 38,595,180 shares were held by all directors, which meets the requirement of laws and regulations.
4. The Company has established an Audit Committee; therefore, there is no applicable information on the number of shares retained by supervisors.

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