Stock Code: 8436

Handbook for the 2025 Annual Shareholders' Meeting

Meeting time: June 26, 2025 (Thursday), 9:00AM

Address: No. 12, Shennong Rd., Dehe Vil., Changzhi Township, Pingtung County 908

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I. Meeting Procedures

TCI Co., Ltd.
The 2025 Shareholders' Meeting

1. Call the Meeting to Order
2. Chairman Remarks
3. Management Presentation (Company Reports)
4. Matters for Ratification
5. Approval Items
6. Discussion Items
7. Election Matters
8. Other Matters
9. Extempore Motions
10. Adjournment

II. Meeting Agenda

TCI Co., Ltd.
The 2025 Shareholders' Meeting

Meeting time: June 26, 2025 (Thursday), 9:00AM

Place: No. 12, Shennong Rd., Dehe Vil., Changzhi Township, Pingtung County 908, Taiwan (R.O.C.)

Chairperson: Yung-Hsiang Lin

Meeting Method: In-person Shareholder’ s Meeting

1. Call the Meeting to Order
2. Chairman Remarks
3. Management Presentation (Company Reports)
   (1) 2024 Business Report
   (2) 2024 Audit Committee’s Review Report
   (3) 2024 Director’s Compensation and Employee Profit Sharing Plans
   (4) Report on the 2024 Earnings Distribution Proposal and Cash Distribution from Capital Surplus
4. Matters for Ratification
   (1) Adoption of the 2024 Business Report and Financial Statements
   (2) Adoption of the Proposal for Distribution of 2024 Profits
5. Discussion Items
   (1) Proposal to Amend the Articles of Incorporation
   (2) Amendment to the 'Procedures for Acquiring or Disposing of Assets'
6. Election Matters
   (1) Proposal to fill a vacant board member seat
7. Other Matters
   (1) Proposal for the Removal of Restrictions on New Directors and their Representatives from Engaging in Competitive Activities
8. Extempore Motions
9. Adjournment

III. Management Presentation (Company Reports)

Report No.1

2024 Business Report

Explanation: The 2024 Business Report is attached as pp. 9-10, Attachment 1.

Report No.2

2024 Audit Committee's Review Report

Explanation: The 2024 Audit Committee's Review Report is attached as p. 11, Attachment 2.

Report No.3

2024 Director's Compensation and Employee Profit Sharing Plans

Explanation:

(1) In accordance with Article 18 of the Articles of Incorporation of TCI Co., Ltd., after TCI Co., Ltd. offsets its losses in previous years, TCI Co., Ltd. shall set aside not more than 3% of its annual profits as compensation to its directors, and not less than5% and not more than 15% as profit sharing bonuses to its employees. The annual profits are defined as its annual profit before tax.

(2) The Directors' Compensation and Employee Profit Sharing Plans have been approved at the meeting of the Board of Directors on February 26, 2025. The amount of 2024 directors' compensation is NT$4,100,000, and the amount of 2024 employees' profit-sharing bonus is NT$83,119,104. The compensation and the profit-sharing bonus will be distributed by cash and shall be distributed through one or several payments.

Report No.4

Report on the 2024 Earnings Distribution Proposal and Cash Distribution from Capital Surplus

Explanation:

(1) Pursuant to Article 18 of the Company's Articles of Incorporation, the Board of Directors is authorized to distribute dividends and bonuses, or the statutory surplus reserve and capital reserve as stipulated in Article 241 of the Company Act, in whole or in part, in the form of cash, upon a resolution adopted by more than two-thirds of the directors present at a meeting attended by at least two-thirds of all directors. The distribution shall be reported to the shareholders' meeting.

(2) For the current earnings distribution and cash dividend proposal, based on the total number of outstanding shares, which is 117,728,830 shares (i.e., 118,260,830 issued shares minus 532,000 treasury shares), a cash dividend of NT$7.1 per share will be distributed, totaling

NT$835,874,693. Additionally, in accordance with Article 241 of the Company Act, NT$341,413,607 will be distributed from the capital reserve derived from share premium (NT$2.9 per share). The proposal for cash dividend distribution from earnings and capital reserve has been approved by the Board of Directors on February 26, 2025.

(3) The cash dividend distribution from earnings and capital reserve will be rounded down to the nearest whole dollar, with amounts less than one dollar per shareholder disregarded. The total of such fractional amounts will be adjusted in descending order based on the decimal digits to ensure the total amount distributed matches the approved cash dividend amount. In case of changes in the Company's share capital that affect the number of outstanding shares and consequently alter the dividend rate per share, the Chairman is authorized to make necessary adjustments and to determine the ex-dividend date and other related distribution matters.

IV. Matters for Ratification

1. Proposed by the Board

Proposal: Adoption of the 2024 Business Report and Financial Statements

Explanation:

(1) TCI Co., Ltd.'s 2024 Financial Statements, including Consolidated Financial Statements, and Business Report, were audited by independent auditors, Ping-Chun Chih and Lai, Chung-Hsi of PwC Taiwan. Also, Financial Statements and Consolidated Financial Statements have been approved by the Boards of Directors and examined by the Audit Committee on February 26, 2025.

(2) The 2024 Business Report, Independent Auditors' Report, Financial Statements, and Consolidated Financial Statements are attached as pp. 9-10, Attachment 1, and pp. 11-36, Attachment 3.

(3) Please resolve.

Resolution:

2. Proposed by the Board

Proposal: Adoption of the Proposal for Distribution of 2024 Profits

Explanation:

(1) The Company's 2024 Earnings Distribution Table was approved by the Board of Directors on February 26, 2025. Please refer to p. 37 of the Meeting Handbook Attachment 4 for details.

(2) Please resolve.

Resolution:

V. Discussion Items

(Proposed by the Board of Directors.)

Item 1: Proposal to Amend the Articles of Incorporation

Explanation:

(1) In order to comply with the regulations of the competent authority, it is proposed to amend certain provisions of the company's Articles of Incorporation. Please refer to the comparison table of the amended provisions in this Meeting Handbook on pp. 38 to 39, Attachment 5.

(2) Respectfully submitted for discussion.

Resolution:

(Proposed by the Board of Directors.)

Item 2: Proposal to Amend the Procedures for Acquiring or Disposing of Assets

Explanation:

(1) In order to meet the operational needs of the company and enhance operational efficiency, it is proposed to amend certain provisions of the company's Procedures for Acquiring or Disposing of Assets. Please refer to the comparison table of the amended provisions in this Meeting Handbook on pp. 40 to 48, Attachment 6.

(2) Respectfully submitted for discussion.

Resolution:

VI. Election Matters

1. Proposed by the Board

Proposal: Proposal for By-election of One Independent Director – For Election

Explanation:

(1) Mr. Shih-Ming Lee, an independent director of the Company, resigned on December 13, 2024, due to personal reasons. The Company will hold a by-election for one independent director at the Annual General Shareholders' Meeting on June 26, 2025. The term of office for the elected director will be from June 26, 2025 to June 26, 2026.

(2) Pursuant to Article 13 of the Company's Articles of Incorporation, the election of directors shall adopt a candidate nomination system, whereby the shareholders shall elect directors from the list of nominated candidates. The list of candidates for the by-election of one independent director in the current term is as follows:

List of Candidates for Directors

Candidate Category	Candidate Name	Educational Background and Work Experience	Current Occupation
Independent Director	Yun-Peng Chang	(1) Department of Business Administration, National Taiwan University (2) Chairman, Hua Nan Financial Holdings Co., Ltd. (3) Chairman, Hua Nan Commercial Bank, Ltd. (4) Chairman, Bank of Kaohsiung (5) Chairman, National Credit Card Center of R.O.C. (6) Executive Director, Bankers Association of the Republic of China	Director, Taishin International Bank Co., Ltd.

(3) Please elect.

Resolution:

VII. Other Matters

1. Proposed by the Board

Proposal: Proposal for the Removal of Restrictions on New Directors and their Representatives from Engaging in Competitive Activities.

Explanation:

(1) In accordance with Article 209 of the Company Act, "A director who performs an act for himself/herself or another person that falls within the scope of the Company's business shall explain the material content of Conduct act to the shareholders' meeting and obtain permission."

(2) In view of the fact that the new Directors after the re-election of the 2025 Annual Shareholders' Meeting of TCI may happen to concurrently serve as directors of companies with the same or similar business scope as TCI, it is proposed, according to Article 209 of Company Act, that the non-competition restrictions for new directors shall be removed on the premise that TCI's interests will not be jeopardized. Please refer to p. 49, Attachment 7 of this Handbook.

(3) Please discuss.

Resolution:

VIII. Extempore Motions

IX. Adjournment

Attachment 1

Business Report

Dear Shareholders,

In 2024, we will systematically and comprehensively assess the supply and demand situation and trade structure in various regions, coupled with flexible policies and strategies, to carry out a global layout. In 2025, we will continue to strengthen the overall momentum of the group and accelerate our progress.

The operational guidelines for 2025 will be as follows:

1. Science as the Core, Driving Success for Dajiang and Our Customers

Since its establishment, Dajiang's significant growth has been built on our strong emphasis on the spirit of science. We systematically explore, verify, and reason through scientific evidence-based methods, and propose solutions and empirical claims for products based on evidence. In the future, we will continue to promote the spirit of science across all departments and units of the company, uncovering genuine market demands. By leveraging big data analysis, combined with repeated practice and verification, we aim to ensure that as the company globalizes and embraces AI, we remain grounded in science as our core foundation, propelling the company forward into a new era.

2. Developing International Major Clients and Managing Long-term Strategic Partnerships

In the past, as the mainland market gradually declined, Dajiang strategically began to enter the European and American markets, successfully developing seven major clients that contribute to long-term and stable profits. In 2024, we will further adjust our client base, refining our focus on global and potential major clients. Although developing such clients takes longer, it can yield long-term and stable profits, allowing us to enter more markets together with our clients, introduce more unique products, and establish long-term partnerships that fully showcase Dajiang's services and value. Therefore, we are even more confident and will actively move in this direction.

3. Expanding with a Light Asset Model and Global Production Line Layout

To provide faster, more precise, and more reliable services, in the future, Dajiang will adopt a light asset expansion model to plan and establish small to medium-sized factories in regions with significant development potential worldwide, allowing for quick response in production line layout. Initiatives are already underway in India, the United States, and Taiwan, utilizing a small-batch, diverse, and unmanned approach, combined with a strategy of air freight replacing sea freight. This light asset global expansion plan will accelerate the company's globalization efforts.

We look forward to 2025, where, under the full implementation of three new operational goals, we can create new opportunities for the company, write a new chapter, and continue to advance towards becoming the "world's strongest - global high-value customers, scientific research and development, leading manufacturing, high customer trust, and professional talent," bringing higher profits and returns to all shareholders.

2024Financial Performance

(1) Operational Results:

Unit: NT$ thousand

TCI Co., Ltd.				
Consolidated Income Statement				
Item	2024	2023	Difference	%
Net Revenue	7,240,266	8,015,649	(775,383)	-9.67%
Operating Costs	(4,062,460)	(4,799,114)	736,654	-15.35%
Gross Profit	3,177,806	3,216,535	(38,729)	-1.20%
Operating Expenses	(2,150,079)	(2,161,937)	11,858	-0.55%
Income from Operations	1,027,727	1,054,598	(26,871)	-2.55%
Other Operating Income and Expenses	106,736	120,097	(13,361)	-11.13%
Pre-tax Income	1,134,463	1,174,695	(40,232)	-3.42%
Income Tax Expense	(160,735)	(182,631)	21,896	-11.99%
Net Income	973,728	992,064	(18,336)	-1.85%
Net income attributable to parent company	851,499	896,258	(44,759)	-4.99%
Net income attributable to noncontrolling interests	122,229	95,806	26,423	27.58%

(2) Analysis of Financial Performance

1. In 2024, TCI's net revenue totaled NT$7.240266 billion, a decrease of 10 percent compared with the NT$8.015649 billion in 2023; the income from operations totaled NT$1,027,727 billion, a decrease of 3 percent compared with the NT$1.054598 billion in 2023; the net income totaled NT$0.973728 billion, a decrease of 2 percent compared with the NT$0. 992064 billion in 2022.
2. In 2024, the gross profit margin was 43.89%, up 3.76% compared with 40.13% in 2023; the operating income margin was 14.19%, up 1.03% compared with 13.16% in 2023; the profit margin was 13.45%, up 1.07% compared with 12.38% in 2023.
3. In 2024, the earnings per share was NT$ 7.60, down 1.68% compared with NT$7.73 in 2023.

Chairman: Yung-Hsiang Lin　　CEO: Yung-Hsiang Lin　　Accounting Manager: Chen-Chen Fu

Attachment 2

Audit Committee Report

The Board of Directors has prepared the Company's 2024 Financial Statements. The CPAs of PwC Taiwan, Ping-Chun Chih and Lai, Chung-Hsi, were retained to audit TCI's Financial Statements. The Business Report, Financial Statements, and earning allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of TCI Co., Ltd. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2025 Annual Shareholders' Meeting of TCI Co., Ltd.

TCI Co., Ltd.

Chairman of the Audit Committee:

Sung-Yuan Liao

February 26, 2025

Attachment 3

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TCI Co., Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of TCI Co., Ltd. (the "Company") as at December 31, 2024 and 2023, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of TCI Co., Ltd as at December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 parent company only financial statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a

basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2024 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2024 parent company only financial statements are stated as follows:

Existence and occurrence of top ten customers

Description

The Company's and its subsidiaries' (listed as investments accounted for under equity method) sales revenue arise mainly from manufacturing and sales of health foods and cosmetics. Customers are mostly direct marketing companies in Europe and Asia and cosmetic companies.

With the expansion of direct marketing companies in Europe and Asia, the sales revenue from top ten customers has increased significantly and became a significant portion of operating income to the parent company only financial statements. Because of the rapid development in the internet sales market, more time and resources were required in performing the audit procedures. Thus, we consider the existence and occurrence of top ten customers as a key audit matter.

Please refer to Note 4(27) for accounting policies on revenue recognition and Note 6(21) for details of sales revenue and Note 6(7) for details of investments accounted for under equity method.

How our audit addressed the matter

Our audit procedures in respect of the above key audit matter included:

- Understanding and testing the internal control procedures of the top ten customers and testing the effectiveness of internal control related to sales revenue.
- Selecting samples from sales transactions of the top ten customers and comparing against orders and delivery bills to confirm whether the sales transactions did occur.
- Examining sales returns and discounts from the top ten customers after the balance sheet date to confirm the existence of sales revenue.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

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

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

Auditors' responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. 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 parent company only financial statements.

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

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

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the parent company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period 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.

Chih, Ping-Chiun　　Lai, Chung-Hsi

For and on behalf of PricewaterhouseCoopers, Taiwan

February 26, 2025

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TCI CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 1,416,521	12	$ 1,024,426	9
1110	Financial assets at fair value through profit or loss - current	6(2)	31,014	-	79,330	1
1136	Current financial assets at amortised cost	6(4)	6,966	-	6,966	-
1150	Notes receivable, net	6(5)	17,752	-	10,887	-
1170	Accounts receivable, net	6(5)	323,247	3	330,298	3
1180	Accounts receivable - related parties	7	588,384	5	762,843	7
1200	Other receivables		14,441	-	18,896	-
1210	Other receivables - related parties	7	83,112	1	90,114	1
130X	Inventories	6(6)	515,174	5	552,080	5
1410	Prepayments		90,499	1	147,070	1
1470	Other current assets		44,574	-	40,959	-
11XX	**Total current assets**		3,131,684	27	3,063,869	27
	Non-current assets					
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	15,346	-	17,003	-
1550	Investments accounted for using equity method	6(7)	4,700,465	41	4,533,360	40
1600	Property, plant and equipment	6(8)	3,448,947	30	3,759,382	33
1755	Right-of-use assets	6(9)	103,985	1	1,059	-
1780	Intangible assets	6(10)	2,952	-	7,859	-
1840	Deferred income tax assets	6(28)	19,790	-	23,581	-
1900	Other non-current assets	6(11)	90,062	1	32,722	-
15XX	**Total non-current assets**		8,381,547	73	8,374,966	73
1XXX	**Total assets**		$ 11,513,231	100	$ 11,438,835	100

(Continued)

TCI CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current liabilities					
2100	Short-term borrowings	6(12)	$ 429,888	4	$ 350,000	3
2130	Current contract liabilities	6(21)	272,212	2	225,373	2
2150	Notes payable		743	-	52	-
2170	Accounts payable		418,400	4	506,651	4
2180	Accounts payable - related parties	7	185,529	2	89,802	1
2200	Other payables	6(13)	522,963	5	543,701	5
2220	Other payables - related parties	7	49,549	-	35,222	-
2230	Current income tax liabilities		149,300	1	422,051	4
2280	Current lease liabilities		4,580	-	1,103	-
2320	Long-term liabilities, current portion	6(14)	-	-	200,000	2
2399	Other current liabilities, others		92,097	1	65,829	-
21XX	**Total current liabilities**		2,125,261	19	2,439,784	21
	Non-current liabilities					
2540	Long-term borrowings	6(14)	1,168,998	10	746,929	7
2570	Deferred income tax liabilities	6(28)	7,113	-	-	-
2580	Non-current lease liabilities		100,218	1	-	-
2600	Other non-current liabilities	6(7)	15,543	-	29,065	-
25XX	**Total non-current liabilities**		1,291,872	11	775,994	7
2XXX	**Total liabilities**		3,417,133	30	3,215,778	28
	Equity					
	Share capital	6(17)				
3110	Share capital - common stock		1,182,608	10	1,182,608	10
	Capital surplus	6(18)				
3200	Capital surplus		2,893,400	25	2,900,420	25
	Retained earnings	6(19)				
3310	Legal reserve		1,060,208	9	970,582	8
3320	Special reserve		298,894	3	194,104	2
3350	Unappropriated retained earnings		3,324,916	29	3,491,839	31
	Other equity interest	6(20)				
3400	Other equity interest		(153,980)	(1)	(283,533)	(2)
3500	Treasury shares	6(17)	(509,948)	(5)	(232,963)	(2)
3XXX	**Total equity**		8,096,098	70	8,223,057	72
3X2X	**Total liabilities and equity**		$ 11,513,231	100	$ 11,438,835	100

The accompanying notes are an integral part of these parent company only financial statements.

TCI CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

			Year ended December 31			
			2024		2023	
	Items	Notes	AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(21) and 7	$ 4,531,804	100	$ 4,994,176	100
5000	Operating costs	6(6)(15)(26)(27) and 7	(2,743,806)	(61)	(3,155,777)	(63)
5900	Net operating margin		1,787,998	39	1,838,399	37
5910	Unrealized profit from sales	6(7)	(53,612)	(1)	(52,292)	(1)
5920	Realized profit on from sales	6(7)	52,292	1	72,945	1
5950	Net operating margin		1,786,678	39	1,859,052	37
	Operating expenses	6(15)(26)(27) and 7				
6100	Selling expenses		(268,663)	(6)	(258,657)	(5)
6200	General and administrative expenses		(421,544)	(9)	(426,070)	(9)
6300	Research and development expenses		(412,064)	(9)	(348,473)	(7)
6450	Impairment loss determined in accordance with IFRS 9	12(2)	(10,090)	-	(4,501)	-
6000	Total operating expenses		(1,112,361)	(24)	(1,037,701)	(21)
6900	Operating profit		674,317	15	821,351	16
	Non-operating income and expenses					
7100	Interest income	6(22)	12,505	-	11,008	-
7010	Other income	6(23) and 7	13,374	1	18,266	1
7020	Other gains and losses	6(24)	48,949	1	(13,174)	-
7050	Finance costs	6(25)	(35,562)	(1)	(39,000)	(1)
7070	Share of profit of associates and joint ventures accounted for using equity method, net	6(7)	238,187	5	250,837	5
7000	Total non-operating income and expenses		277,453	6	227,937	5
7900	**Profit before income tax**		951,770	21	1,049,288	21
7950	Income tax expense	6(28)	(100,271)	(2)	(153,030)	(3)
8200	**Profit for the year**		$ 851,499	19	$ 896,258	18
	Other comprehensive income (loss)					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8316	Unrealised losses from investments in equity instruments measured at fair value through other comprehensive income	6(3)(20)	($ 1,657)	-	($ 2,693)	-
8330	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(20)	2,164	-	5,743	-
	Other comprehensive (loss) income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(20)	129,142	3	(92,473)	(2)
8300	**Other comprehensive income (loss) for the year**		$ 129,649	3	($ 89,423)	(2)
8500	**Total comprehensive income for the year**		$ 981,148	22	$ 806,835	16
	Earnings per share (In dollars)	6(29)				
9750	Basic earnings per share		$ 7.60		$ 7.73	
9850	Diluted earnings per share	6(29)	$ 7.55		$ 7.68	

The accompanying notes are an integral part of these parent company only financial statements.

TCI CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

				Retained earnings			Other equity interest			
	Notes	Share capital - common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total equity
For the year ended December 31, 2023										
Balance at January 1, 2023		$1,182,608	$2,887,265	$ 899,210	$ 282,347	$3,170,008	($ 187,908)	($ 6,196)	($ 118,787)	$8,108,547
Profit for the year		-	-	-	-	896,258	-	-	-	896,258
Other comprehensive income (loss) for the year	6(20)	-	-	-	-	6	(92,473)	3,044	-	(89,423)
Total comprehensive income (loss)		-	-	-	-	896,264	(92,473)	3,044	-	806,835
Appropriations of 2022 earnings										
Legal reserve		-	-	71,372	-	(71,372)	-	-	-	-
Special reserve		-	-	-	(88,243)	88,243	-	-	-	-
Cash dividends	6(19)	-	-	-	-	(591,304)	-	-	-	(591,304)
Share-based payments	6(16)	-	5,017	-	-	-	-	-	-	5,017
Changes in equity of associates and joint ventures		-	8,138	-	-	-	-	-	-	8,138
Acquisition of parent company's share by subsidiaries recognized as treasury shares		-	-	-	-	-	-	-	(114,176)	(114,176)
Balance at December 31, 2023		$1,182,608	$2,900,420	$ 970,582	$ 194,104	$3,491,839	($ 280,381)	($ 3,152)	($ 232,963)	$8,223,057
For the year ended December 31, 2024										
Balance at January 1, 2024		$1,182,608	$2,900,420	$ 970,582	$ 194,104	$3,491,839	($ 280,381)	($ 3,152)	($ 232,963)	$8,223,057
Profit for the year		-	-	-	-	851,499	-	-	-	851,499
Other comprehensive income for the year	6(20)	-	-	-	-	96	129,142	411	-	129,649
Total comprehensive income		-	-	-	-	851,595	129,142	411	-	981,148
Appropriations of 2023 earnings										
Legal reserve		-	-	89,626	-	(89,626)	-	-	-	-
Special reserve		-	-	-	104,790	(104,790)	-	-	-	-
Cash dividends	6(19)	-	-	-	-	(824,102)	-	-	-	(824,102)
Share-based payments	6(16)	-	1,436	-	-	-	-	-	-	1,436
Changes in equity of associates and joint ventures		-	(8,456)	-	-	-	-	-	(15,515)	(23,971)
Acquisition of parent company's share by subsidiaries recognized as treasury shares		-	-	-	-	-	-	-	(261,470)	(261,470)
Balance at December 31, 2024		$1,182,608	$2,893,400	$1,060,208	$ 298,894	$3,324,916	($ 151,239)	($ 2,741)	($ 509,948)	$8,096,098

The accompanying notes are an integral part of these parent company only financial statements.

TCI CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	Year ended December 31 2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 951,770	$ 1,049,288
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(8)(9)(26)	351,933	383,193
Amortisation	6(10)(26)	5,157	7,310
Impairment loss determined in accordance with IFRS 9	12(2)	10,090	4,501
Net loss on financial assets at fair value through profit or loss	6(2)(24)	1,481	7,793
Interest expense	6(25)	35,562	39,000
Interest income	6(22)	(12,505)	(11,008)
Dividend income	6(23)	(1,348)	(4,558)
Compensation cost arising from employee stock options	6(16)(27)	1,925	6,501
Share of profit of subsidiaries accounted for under equity method	6(7)	(238,187)	(250,837)
Gain on disposal of property, plant and equipment	6(24)	(67)	(10,244)
Decrease in investments accounted for using equity method		1,187	4,349
Unrealized (realized) profit from sales	6(7)	1,320	(20,653)
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(6,865)	297
Accounts receivable		(3,039)	(125,391)
Accounts receivable - related parties		174,459	278,670
Other receivables		8,263	12,210
Other receivables - related parties		7,002	6,933
Inventories		36,906	86,532
Prepayments		56,571	(12,712)
Other current assets		(3,615)	(7,979)
Changes in operating liabilities			
Contract liabilities - current		46,839	7,416
Notes payable		691	52
Accounts payable		(88,251)	(58,410)
Accounts payable - related parties		95,727	(56,694)
Other payables		(19,099)	126,179
Other payables - related parties		14,327	4,228
Other current liabilities		26,268	29,348
Cash inflow generated from operations		1,454,502	1,495,314
Interest received		12,505	11,008
Dividends received		1,348	4,558
Interest paid		(33,779)	(38,923)
Income tax paid		(362,118)	(197,392)
Net cash flows from operating activities		1,072,458	1,274,565

(Continued)

TCI CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	Year ended December 31 2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Increase in investments accounted for under equity method	6(7)	($ 133,569)	($ 15,600)
Earnings distribution of investments accounted for using equity method	6(7)	31,376	31,862
Acquisition of property, plant and equipment	6(30)	(37,433)	(122,854)
Proceeds from disposal of property, plant and equipment		67	19,155
Acquisition of intangible assets	6(10)	(250)	-
Acquisition of financial assets at fair value through profit or loss		(2,710)	(38,510)
Proceeds from disposal of financial assets at fair value through profit or loss		48,359	131,844
Decrease in financial assets at amortised cost	6(4)	-	3,414
Increase in prepayments for purchase of equipment		(57,660)	(11,825)
Decrease in refundable deposits	6(11)	236	4,403
Net cash flows (used in) from investing activities		(151,584)	1,889
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from short-term borrowings		6,627,856	1,699,235
Repayments of short-term borrowings		(6,547,968)	(2,495,555)
Proceeds from long-term borrowings		1,101,650	197,802
Repayment of long-term borrowings		(879,581)	(218,383)
Lease liabilities paid		(6,634)	(6,634)
Cash dividends paid	6(19)	(824,102)	(591,304)
Net cash flows used in financing activities		(528,779)	(1,414,839)
Net increase (decrease) in cash and cash equivalents		392,095	(138,385)
Cash and cash equivalents at beginning of year	6(1)	1,024,426	1,162,811
Cash and cash equivalents at end of year	6(1)	$ 1,416,521	$ 1,024,426

The accompanying notes are an integral part of these parent company only financial statements.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TCI CO., LTD.

Introduction

We have audited the accompanying consolidated balance sheets of TCI Co., Ltd. and subsidiaries (the "Group") as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basic for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 Group 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. 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 Group's 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2024 consolidated financial statements are stated as follows:

Existence and occurrence of top ten customers

Description

The Group's sales revenue arises mainly from manufacturing and sales of health foods and cosmetics. Customers are mostly direct marketing companies in America, Europe and Asia and cosmetic companies.

With the expansion of direct marketing companies in America, Europe and Asia, the sales revenue arising from such transactions has become a major operating item of the Group. And the sales revenue from top ten customers represents a significant portion of operating income to the consolidated financial statements. Because of the rapid development in the internet sales market, more time and resources were required in performing the audit procedures. Thus, we consider the existence and occurrence of top ten customers as a key audit matter.

Please refer to Note 4(30) for accounting policies on revenue recognition and Note 6(23) for details of sales revenue.

How our audit addressed the matter

Our audit procedures in respect of the above key audit matter included:

1. Understanding and testing the internal control procedures of the top ten customers and testing the effectiveness of internal control related to sales revenue.
2. Selecting samples from sales transactions of the top ten customers and comparing against orders and delivery bills to confirm whether the sales transactions did occur.
3. Examining sales returns and discounts from the top ten customers after the balance sheet date to confirm the existence of sales revenue.

Other matter - Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only financial statements of TCI Co., Ltd. as at and for the years ended December 31, 2024 and 2023.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

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

alternative but to do so.

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

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 Standards on Auditing of the Republic of China, we exercise professional judgment and 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 Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 Group 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 appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period 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.

Chih, Ping-Chiun Lai, Chung-Hsi

For and on behalf of PricewaterhouseCoopers, Taiwan

February 26, 2025

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying

consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.
As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TCI CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 4,767,212	35	$ 5,363,426	38
1110	Financial assets at fair value through profit or loss - current	6(2)	31,014	-	79,330	1
1136	Current financial assets at amortised cost	6(4) and 8	865,166	6	212,066	1
1150	Notes receivable, net	6(5)	81,031	1	25,738	-
1170	Accounts receivable, net	6(5)	824,722	6	943,434	7
1180	Accounts receivable - related parties	7	522	-	107	-
1200	Other receivables		39,308	-	28,355	-
1210	Other receivables - related parties	7	104	-	68	-
130X	Inventories	6(6)	855,908	6	941,308	7
1410	Prepayments	6(7)	168,115	1	246,092	2
1470	Other current assets		48,834	1	45,488	-
11XX	**Total current assets**		7,681,936	56	7,885,412	56
	Non-current assets					
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	67,524	-	62,966	1
1550	Investments accounted for using equity method	6(8)	28,182	-	19,896	-
1600	Property, plant and equipment	6(9) and 8	4,814,920	35	4,940,470	35
1755	Right-of-use assets	6(10)	236,386	2	192,605	1
1780	Intangible assets	6(12)	643,021	5	691,149	5
1840	Deferred income tax assets	6(31)	24,799	-	31,950	-
1900	Other non-current assets	6(14)	217,977	2	277,055	2
15XX	**Total non-current assets**		6,032,809	44	6,216,091	44
1XXX	**Total assets**		$ 13,714,745	100	$ 14,101,503	100

(Continued)

TCI CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current liabilities					
2100	Short-term borrowings	6(15)	$ 429,888	3	$ 350,000	3
2130	Current contract liabilities	6(24)	552,566	4	496,528	4
2150	Notes payable		1,518	-	686	-
2170	Accounts payable		679,654	5	734,188	5
2180	Accounts payable - related parties	7	-	-	2,903	-
2200	Other payables	6(16)	706,381	5	764,932	5
2230	Current income tax liabilities		252,049	2	563,771	4
2280	Current lease liabilities		66,968	1	64,005	-
2320	Long-term liabilities, current portion	6(18)	-	-	200,000	1
2399	Other current liabilities, others		136,502	1	103,000	1
21XX	**Total current liabilities**		2,825,526	21	3,280,013	23
	Non-current liabilities					
2540	Long-term borrowings	6(18)	1,168,998	8	746,929	5
2570	Deferred income tax liabilities	6(31)	82,440	1	83,303	1
2580	Non-current lease liabilities		149,043	1	106,806	1
2600	Other non-current liabilities		562	-	6,510	-
25XX	**Total non-current liabilities**		1,401,043	10	943,548	7
2XXX	**Total liabilities**		4,226,569	31	4,223,561	30
	Equity attributable to owners of parent					
	Share capital	6(20)				
3110	Share capital - common stock		1,182,608	8	1,182,608	8
	Capital surplus	6(21)				
3200	Capital surplus		2,893,400	22	2,900,420	21
	Retained earnings	6(22)				
3310	Legal reserve		1,060,208	8	970,582	7
3320	Special reserve		298,894	2	194,104	1
3350	Unappropriated retained earnings		3,324,916	24	3,491,839	25
	Other equity interest	6(23)				
3400	Other equity interest		(153,980)	(1)	(283,533)	(2)
3500	Treasury shares	6(20)	(509,948)	(4)	(232,963)	(2)
31XX	**Equity attributable to owners of the parent**		8,096,098	59	8,223,057	58
36XX	Non-controlling interest		1,392,078	10	1,654,885	12
3XXX	**Total equity**		9,488,176	69	9,877,942	70
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	**Total liabilities and equity**		$ 13,714,745	100	$ 14,101,503	100

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

TCI CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

			Year ended December 31			
			2024		2023	
	Items	Notes	AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(24) and 7	$ 7,240,266	100	$ 8,015,649	100
5000	Operating costs	6(6)(17)(29)(30) and 7	(4,062,460)	(56)	(4,799,114)	(60)
5900	Net operating margin		3,177,806	44	3,216,535	40
	Operating expenses	6(9)(10)(11)(12)(29)(30)				
6100	Selling expenses		(739,809)	(10)	(780,423)	(10)
6200	General and administrative expenses		(765,941)	(11)	(803,715)	(10)
6300	Research and development expenses		(616,498)	(9)	(573,009)	(7)
6450	Expected credit impairment loss	12(2)	(27,831)	-	(4,790)	-
6000	Total operating expenses		(2,150,079)	(30)	(2,161,937)	(27)
6900	Operating loss		1,027,727	14	1,054,598	13
	Non-operating income and expenses					
7100	Interest income	6(25)	70,508	1	95,822	1
7010	Other income	6(26)	28,841	-	67,881	1
7020	Other gains and losses	6(27)	63,866	1	10,223	-
7050	Finance costs	6(28)	(45,289)	(1)	(46,350)	(1)
7060	Share of loss of associates and joint ventures accounted for using equity method	6(8)	(11,190)	-	(7,479)	-
7000	Total non-operating income and expenses		106,736	1	120,097	1
7900	**Profit before income tax**		1,134,463	15	1,174,695	14
7950	Income tax expense	6(31)	(160,735)	(2)	(182,631)	(2)
8200	**Profit for the year**		$ 973,728	13	$ 992,064	12
	Other comprehensive (loss) income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plans		$ 378	-	$ 28	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)(23)	3,239	-	10,987	-
	Other comprehensive (loss) income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(23)	128,002	2	(92,898)	(1)
8300	**Total other comprehensive (loss) income for the year**		$ 131,619	2	($ 81,883)	(1)
8500	**Total comprehensive income for the year**		$ 1,105,347	15	$ 910,181	11
	Profit attributable to:					
8610	Owners of the parent		$ 851,499	12	$ 896,258	11
8620	Non-controlling interest		122,229	1	95,806	1
			$ 973,728	13	$ 992,064	12
	Comprehensive income attributable to:					
8710	Owners of the parent		$ 981,148	13	$ 806,835	10
8720	Non-controlling interest		124,199	2	103,346	1
			$ 1,105,347	15	$ 910,181	11
	Basic earnings per share (In dollars)	6(32)				
9750	Basic earnings per share		$ 7.60		$ 7.73	
9850	Diluted earnings per share		$ 7.55		$ 7.68	

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

TCI CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
((Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent										
				Retained earnings			Other equity interest					
	Notes	Share capital - common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total	Non-controlling interest	Total equity
For the year ended December 31, 2023												
Balance at January 1, 2023		$ 1,182,608	$ 2,887,265	$ 899,210	$ 282,347	$ 3,170,008	($ 187,908)	($ 6,196)	($ 118,787)	$8,108,547	$ 1,970,477	$ 10,079,024
Profit for the year		-	-	-	-	896,258	-	-	-	896,258	95,806	992,064
Other comprehensive income (loss) for the year	6(23)	-	-	-	-	6	(92,473)	3,044	-	(89,423)	7,540	(81,883)
Total comprehensive income (loss)		-	-	-	-	896,264	(92,473)	3,044	-	806,835	103,346	910,181
Appropriations of 2022 earnings	6(22)											
Legal reserve		-	-	71,372	-	(71,372)	-	-	-	-	-	-
Special reserve		-	-	-	(88,243)	88,243	-	-	-	-	-	-
Cash dividends		-	-	-	-	(591,304)	-	-	-	(591,304)	-	(591,304)
Share-based payments		-	5,017	-	-	-	-	-	-	5,017	-	5,017
Changes in equity of associates and joint ventures		-	8,138	-	-	-	-	-	-	8,138	-	8,138
Acquisition of parent company's share by subsidiaries recognized as treasury shares		-	-	-	-	-	-	-	(114,176)	(114,176)	(385,908)	(500,084)
Adjustment to non-controlling interests		-	-	-	-	-	-	-	-	-	(33,030)	(33,030)
Balance at December 31, 2023		$ 1,182,608	$ 2,900,420	$ 970,582	$ 194,104	$ 3,491,839	($ 280,381)	($ 3,152)	($ 232,963)	$8,223,057	$ 1,654,885	$ 9,877,942
For the year ended December 31, 2023												
Balance at January 1, 2024		$ 1,182,608	$ 2,900,420	$ 970,582	$ 194,104	$ 3,491,839	($ 280,381)	($ 3,152)	($ 232,963)	$8,223,057	$ 1,654,885	$ 9,877,942
Profit for the year		-	-	-	-	851,499	-	-	-	851,499	122,229	973,728
Other comprehensive income for the year	6(23)	-	-	-	-	96	129,142	411	-	129,649	1,970	131,619
Total comprehensive income		-	-	-	-	851,595	129,142	411	-	981,148	124,199	1,105,347
Appropriations of 2023 earnings	6(22)											
Legal reserve		-	-	89,626	-	(89,626)	-	-	-	-	-	-
Special reserve		-	-	-	104,790	(104,790)	-	-	-	-	-	-
Cash dividends		-	-	-	-	(824,102)	-	-	-	(824,102)	-	(824,102)
Share-based payments		-	1,436	-	-	-	-	-	-	1,436	-	1,436
Changes in equity of associates and joint ventures		-	(81,058)	-	-	-	-	-	(15,515)	(96,573)	15,515	(81,058)
Transactions with non-controlling interests		-	72,602	-	-	-	-	-	-	72,602	(72,602)	-
Acquisition of parent company's share by subsidiaries recognized as treasury shares		-	-	-	-	-	-	-	(261,470)	(261,470)	(361,968)	(623,438)
Adjustment to non-controlling interests		-	-	-	-	-	-	-	-	-	32,049	32,049
Balance at December 31, 2024		$ 1,182,608	$ 2,893,400	$ 1,060,208	$ 298,894	$ 3,324,916	($ 151,239)	($ 2,741)	($ 509,948)	$8,096,098	$ 1,392,078	$ 9,488,176

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

TCI CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
((Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	Year ended December 31 2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 1,134,463	$ 1,174,695
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(9)(10)(11)(29)	551,452	590,798
Amortisation	6(12)(29)	48,627	51,314
Expected credit impairment loss	12(2)	27,831	4,790
Net loss on financial assets at fair value through profit or loss	6(2)(27)	1,481	7,793
Loss (gain) on disposal of property, plant and equipment	6(27)	(1,492)	(10,731)
Gain on disposal of investment property	6(27)	-	535
Gain on disposal of investments	6(27)	1,167	4,349
Interest income	6(25)	(70,508)	(95,822)
Dividend income	6(26)	(3,210)	(14,368)
Interest expense	6(28)	45,289	46,350
Compensation cost arising from employee stock options	6(19)(30)	8,613	14,194
Gains arising from lease modifications	6(10)(27)	(382)	(149)
Share of profit of associates and joint ventures accounted for under the equity method	6(8)	11,190	7,479
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(55,293)	17,040
Accounts receivable		93,013	26,421
Accounts receivable - related parties		(415)	161
Other receivables		(10,953)	19,261
Other receivables - related parties		(36)	(23)
Inventories		85,400	227,891
Prepayments		77,977	(65,082)
Other current assets		(3,346)	(3,136)
Changes in operating liabilities			
Contract liabilities - current		56,038	42,421
Notes payable		832	91
Accounts payable		(54,534)	4,322
Accounts payable - related parties		(2,903)	2,008
Other payables		(62,199)	67,645
Other payables - related parties		-	(1)
Other current liabilities		33,502	(32,226)
Cash inflow generated from operations		1,911,604	2,088,020
Interest received		70,508	95,822
Interest paid		(39,454)	(40,422)
Dividends received		3,210	14,368
Income tax paid		(465,306)	(252,562)
Net cash flows from operating activities		1,480,562	1,905,226

(Continued)

TCI CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
((Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	Year ended December 31 2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of property, plant and equipment	6(33)	($ 209,067)	($ 153,210)
Proceeds from disposal of property, plant and equipment		11,238	21,032
Proceeds from disposal of investment property	6(11)	-	22,590
Decrease in refundable deposits	6(14)	3,805	3,664
Acquisition of intangible assets		(428)	(964)
Decrease in other non-current assets		5,616	5,011
Acquisition of financial assets at fair value through profit or loss		(2,710)	(38,510)
Proceeds from disposal of financial assets at fair value through profit or loss		48,359	131,844
Increase in financial assets at amortised cost	6(4)	(653,100)	(186,370)
Increase in prepayments for purchase of equipment		2,246	(183,046)
Increase in investment accounted for using equity method	6(8)	(16,470)	-
Net cash flows used in investing activities		(810,511)	(377,959)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from short-term borrowings		6,627,856	1,699,235
Repayments of short-term borrowings		(6,547,968)	(2,495,555)
Proceeds from long-term borrowings		1,101,650	197,802
Redemption of long-term borrowings		(879,581)	(218,383)
Lease liabilities paid		(76,137)	(76,098)
Decrease in guarantee deposits		(6,510)	(4,915)
Cash dividends paid		(824,102)	(591,304)
Increase in other non-current liabilities		562	-
Proceeds from capital increase of non-controlling interests		-	15,600
Acquisition of the Company's share by subsidiaries recognized as treasury shares		(623,438)	(500,084)
Net cash flows used in financing activities		(1,227,668)	(1,973,702)
Effects due to changes in exchange rate		(38,597)	(122,933)
Net decrease in cash and cash equivalents		(596,214)	(569,368)
Cash and cash equivalents at beginning of year	6(1)	5,363,426	5,932,794
Cash and cash equivalents at end of year	6(1)	$ 4,767,212	$ 5,363,426

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

Attachment 4

TCI Co., Ltd.
Profit Distribution Proposal
Year 2024

Unit: NT$ thousand

Item	Amount
Beginning retained earnings	2,473,320,399
Plus: Net Income of 2024	851,499,497
Plus: Adjustment to Retained Earnings of 2024	96,146
Less: Special reserve for reversal of surplus	68,951,098
Less: 10% Legal Reserve	(85,159,564)
Earnings Available for Distribution	3,308,707,576
Distribution Item:	
Cash Dividends to Common Shareholders (NT$7.1/share)	(835,874,693)
Unappropriated Retained Earnings	2,472,832,883

Chairman: Yung-Hsiang Lin　　CEO: Yung-Hsiang Lin　　Accounting Manager: Chen-Chen Fu

Attachment 5

TCI Co., Ltd.

Comparison Table of Amendments to the Articles of Incorporation

After amendment	Before amendment	Reason for amendment
Article 9: Shareholder's meetings are of two types: regular meetings and extraordinary meetings. Regular meetings are held annually, within six months of the end of each fiscal year, convened by the board of directors in accordance with the law. Extraordinary meetings are convened as necessary, in accordance with the law. Shareholder's meetings may be held by video conference or other methods announced by the central regulatory authority.	Article 9: Shareholder's meetings are of two types: regular meetings and extraordinary meetings. Regular meetings are held annually, within six months of the end of each fiscal year, convened by the board of directors in accordance with the law.	Adjustments made according to the Company's actual needs.
Article 18: If a company has a profit in a given year (profit refers to the pre-tax profit before deducting employee and director compensation), 5% to 15% of this profit shall be allocated as employee compensation (at least 25% of this compensation amount should be distributed to base-level employees), and no more than 3% shall be allocated as director compensation. However, if the company still has accumulated losses (including adjusted retained earnings), a reserve to cover those losses must be set aside. The employee compensation mentioned above may be in the form of stock or cash, and may include employees of subsidiary companies that meet conditions set by the board of directors. Director compensation, however, must be in cash. Both of these must be decided by a special resolution of the board of directors and reported to the shareholders' meeting.	Article 18: If a company has a profit in a given year (profit refers to the pre-tax profit before deducting employee and director compensation), 5% to 15% of this profit shall be allocated as employee compensation, and no more than 3% shall be allocated as director compensation. However, if the company still has accumulated losses (including adjusted retained earnings), a reserve to cover those losses must be set aside. The employee compensation mentioned above may be in the form of stock or cash, and may include employees of subsidiary companies that meet conditions set by the board of directors. Director compensation, however, must be in cash. Both of these must be decided by a special resolution of the board of directors and reported to the shareholders' meeting.	Pursuant to Financial Supervisory Commission document number 1130385442 and actual company needs.
Article 20: These Articles of Incorporation were constituted on August 8, 1980. The first amendment on August 16, 1981; The second amendment on April 20, 1983; The third amendment on April 24, 1989; The fourth amendment on October 6, 1989; The fifth amendment on March 13, 1990; The sixth amendment on May 1, 1991; The seventh amendment on May 10, 1993; The eighth amendment on November 21, 1993; The ninth amendment on May 27, 1997; The tenth amendment on November 6, 1997; The eleventh amendment on June 14, 2001;	Article 20: These Articles of Incorporation were constituted on August 8, 1980. The first amendment on August 16, 1981; The second amendment on April 20, 1983; The third amendment on April 24, 1989; The fourth amendment on October 6, 1989; The fifth amendment on March 13, 1990; The sixth amendment on May 1, 1991; The seventh amendment on May 10, 1993; The eighth amendment on November 21, 1993; The ninth amendment on May 27, 1997; The tenth amendment on November 6, 1997; The eleventh amendment on June 14, 2001;	Number of amendments and dates of amendments

After amendment	Before amendment	Reason for amendment
The twelfth amendment on November 1, 2002; The thirteenth amendment on March 19, 2004; The fourteenth amendment on April 13, 2005; The fifteenth amendment on July 25, 2006; The sixteenth amendment on May 10, 2010; The seventeenth amendment on May 14, 2010; The eighteenth amendment on June 17, 2011; The nineteenth amendment on March 16, 2012; The twentieth amendment on June 29, 2012; The twenty-first amendment on May 30, 2014; The twenty-second amendment on October 6, 2014; The twenty-third amendment on May 29, 2015; The twenty-fourth amendment on June 6, 2016; The twenty-fifth amendment on May 19, 2017; The twenty-sixth amendment on May 18, 2018; The twenty-seventh amendment on June 18, 2020; The twenty-eighth amendment on July 7, 2021. The twenty-ninth amendment on June 29, 2022. The thirtieth amendment June 27, 2023. The thirtieth-first amendment June 26, 2025.	The twelfth amendment on November 1, 2002; The thirteenth amendment on March 19, 2004; The fourteenth amendment on April 13, 2005; The fifteenth amendment on July 25, 2006; The sixteenth amendment on May 10, 2010; The seventeenth amendment on May 14, 2010; The eighteenth amendment on June 17, 2011; The nineteenth amendment on March 16, 2012; The twentieth amendment on June 29, 2012; The twenty-first amendment on May 30, 2014; The twenty-second amendment on October 6, 2014; The twenty-third amendment on May 29, 2015; The twenty-fourth amendment on June 6, 2016; The twenty-fifth amendment on May 19, 2017; The twenty-sixth amendment on May 18, 2018; The twenty-seventh amendment on June 18, 2020; The twenty-eighth amendment on July 7, 2021. The twenty-ninth amendment on June 29, 2022. The thirtieth amendment June 27, 2023.	

Attachment 6

TCI Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquiring or Disposing of Assets

After amendment	Before amendment	Reason for amendment
Article 5 Appraisal and Operating Procedures for Acquisition or Disposal of Real Estate, Equipment, or Right to Use Assets 1. Evaluation and Operating Procedures The Company acquires or disposes of real estate and other fixed assets in accordance with the "Fixed Asset Cycle" procedures of the Company's internal control system. 2. Procedures for Determining Transaction Conditions and Authorization Amounts (1) When acquiring or disposing of real estate, the Company shall make reference to the announced current value, assessed value, and actual transaction price of neighboring real estate to determine the transaction terms and transaction price, and prepare an analysis report, and shall act in accordance with the provisions of the Authorization Act. The Board of Directors shall authorize the Chairman of the Board of Directors to handle such transactions. (2) Acquisition or disposal of other fixed assets shall be conducted by selecting one of the methods of inquiry, comparison, negotiation, or bidding, and shall be conducted in accordance with the provisions of the Authorization Method.	Article 5 Appraisal and Operating Procedures for Acquisition or Disposal of Real Estate, Equipment, or Right to Use Assets 1. Evaluation and Operating Procedures The Company acquires or disposes of real estate and other fixed assets in accordance with the "Fixed Asset Cycle" procedures of the Company's internal control system. 2. Procedures for Determining Transaction Terms and Authorization Limits (1) When acquiring or disposing of real estate, the Company shall make reference to the announced present value, assessed value, and actual transaction price of neighboring real estate to determine the transaction terms and transaction price, and prepare an analysis report, and shall act in accordance with the provisions of the Authorization Act. For transactions of up to and including NT$60 million, the Board of Directors shall authorize the Chairman of the Board to handle the transaction with full discretion, and then report to the Board of Directors for follow-up approval; and for transactions of over NT$60 million, the Chairman of the Board of Directors shall be requested to approve and submit the transaction to the Board of Directors for approval. For transactions with an amount of NT$60 million or more, the Chairman of the Board of Directors shall be requested to approve the transaction, and the transaction shall be submitted to the Board of Directors for approval before it can be effected. (2) Acquisition or disposal of other fixed assets shall be conducted by selecting one of the methods of inquiry, comparison, negotiation, or bidding, and shall be conducted in accordance with the provisions of the Authorization Method.	Adjust according to the actual needs of the company.

After amendment	Before amendment	Reason for amendment
For transactions valued at NT$60 million or less, the Chairman of the Board of Directors shall be authorized by the Board of Directors to handle the matter in its sole discretion; for transactions valued at NT$60 million or more, the transaction shall be submitted to the Chairman of the Board of Directors for approval, and shall be approved by the Board of Directors before the transaction is approved by the Board of Directors.	For transactions valued at less than NT$60,000,000 (inclusive), the Board of Directors shall authorize the Chairman of the Board to handle the transaction with full authority, and shall subsequently submit the transaction to the Board of Directors for subsequent approval; for transactions valued at NT$60,000,000 (inclusive) or more, the Chairman of the Board shall be requested to approve such transaction and it shall be subject to approval by the Board of Directors before the transaction is carried out.	
(3) For the appraisal of real estate or other fixed assets, each responsible unit shall prepare an appraisal report on the reasons for the proposed acquisition or disposal, the counterparty, the transaction price, the terms of payment and receipt, the appraisal results, etc., and submit the report to the Board of Directors for approval before entering into a sale and purchase agreement.	(3) For the appraisal of real estate or other fixed assets, each responsible unit shall prepare an appraisal report on the reasons for the proposed acquisition or disposal, the counterparty, the transaction price, the terms of payment and receipt, the appraisal results, etc., and submit the report to the Board of Directors for approval before entering into a sale and purchase agreement.	
(4) If the Company acquires or disposes of assets that should be approved by the Board of Directors in accordance with the procedures set forth in the Procedures or other legal requirements, and if a director expresses dissent, and the dissenting opinion is documented or declared in writing, the Company shall send the dissenting opinion information to the Audit Committee. If the Company has established independent directors, the Company shall take into full consideration the opinions of the independent directors when submitting the acquisition or disposal of assets to the Board of Directors for discussion in accordance with the regulations, and any objections or reservations expressed by the independent directors shall be recorded in the minutes of the Board of Directors' meeting. If the Company has established an audit committee, material asset or derivative transactions shall be approved by at least one-half of all Audit Committee members and submitted to the Board of Directors for resolution. If the	(4) If the Company acquires or disposes of assets that should be approved by the Board of Directors in accordance with the procedures set forth in the Procedures or other legal requirements, and if a director expresses dissent, and the dissenting opinion is documented or declared in writing, the Company shall send the dissenting opinion information to the Audit Committee. If the Company has established independent directors, the Company shall take into full consideration the opinions of the independent directors when submitting the acquisition or disposal of assets to the Board of Directors for discussion in accordance with the regulations, and any objections or reservations expressed by the independent directors shall be recorded in the minutes of the Board of Directors' meeting. If the Company has established an audit committee, material asset or derivative transactions shall be approved by at least one-half of all Audit Committee members and submitted to the Board of Directors for resolution. If the	

After amendment	Before amendment	Reason for amendment
approval of at least one-half of all Audit Committee members is not obtained, such transactions shall be approved by at least two-thirds of all directors, and the resolution of the Audit Committee shall be set forth in the minutes of the Board of Directors' meeting. The above references to all members of the Audit Committee and all directors are based on the actual number of directors in office. The following is omitted	approval of at least one-half of all Audit Committee members is not obtained, such transactions shall be approved by at least two-thirds of all directors, and the resolution of the Audit Committee shall be set forth in the minutes of the Board of Directors' meeting. The above references to all members of the Audit Committee and all directors are based on the actual number of directors in office. The following is omitted	
Article 6 Procedures for Acquisition or Disposal of Securities Investments 1. Evaluation and Operational Procedures The purchase and sale of the Company's securities shall be conducted in accordance with the Company's internal control system "Investment Cycle". 2. Transaction conditions and authorization limit determination procedures. (1) Securities trading in a centralized trading market or over-the-counter securities dealers shall be determined by the responsible unit based on market conditions. For transactions with a value of NT$60 million or less, the board of directors shall authorize the chairman to handle the transaction with full authority. For transactions with a value exceeding NT$60 million, the transaction shall be reported to the board of directors for approval. Derivative products shall be handled in accordance with Article 8 of these procedures. (2) Securities transactions not conducted on a centralized trading market or at a securities firm's business premises, except for original subscriptions (including establishment subscriptions and cash capital increase subscriptions for newly established companies), shall first be based on the most recent financial statements of the target company that have been audited or reviewed by a certified public accountant as a reference for evaluating the transaction price,	Article 6 Procedures for Acquisition or Disposal of Securities Investments 1. Evaluation and Operational Procedures The purchase and sale of the Company's securities shall be conducted in accordance with the Company's internal control system "Investment Cycle". 2. Transaction conditions and authorization limit determination procedures. (1) Securities trading in a centralized trading market or over-the-counter securities dealers shall be determined by the responsible unit based on market conditions. For each transaction amount of NT$60 million or less, the board of directors shall authorize the chairman to handle the transaction with full authority, and the transaction shall be reported to the board of directors for ratification. For transactions exceeding NT$60 million, the transaction shall be reported to the board of directors for approval. Derivative products shall be handled in accordance with Article 8 of these procedures. (2) Securities transactions not conducted on a centralized trading market or over-the-counter securities firm, except for original subscriptions (including establishment subscriptions and cash capital increase subscriptions for newly established companies), shall first be based on the most recent financial statements of the target company audited or reviewed by a certified public accountant as a reference for evaluating the transaction price, taking into account its net asset value per share,	Adjust according to the actual needs of the company.

After amendment	Before amendment	Reason for amendment
taking into account its net asset value per share, profitability, and future development potential. For transactions with an amount of less than NT$300 million, the board of directors shall authorize the chairman to handle the transaction with full authority; for transactions with an amount of NT$300 million or more, the transaction shall be submitted to the board of directors for approval.	profitability, and future development potential. For transactions less than NT$300 million, the board of directors shall authorize the chairman to handle the transaction with full authority, and the transaction shall be reported to the board of directors for ratification. For transactions of NT$300 million or more, the transaction shall be reported to the board of directors for approval.	
(3) The Company shall not waive its future capital increase in Taiwan First Pharmaceutical Co., Ltd. (hereinafter referred to as First Pharmaceutical), Bio-Tech (Shanghai) Co., Ltd., Dajiang Gene Medicine Co., Ltd. and TCI HK LIMITED (hereinafter referred to as TCI HK); First Pharmaceutical shall not waive its future capital increase in Bio-Tech International Trading (Shanghai) Co., Ltd. (hereinafter referred to as Bio-Tech International Trading); Bio-Tech International Trading shall not waive its future capital increase in Bio-Tech (Shanghai) Co., Ltd. and Bio-Tech Cosmetics (Shanghai) Co., Ltd.; and TCI HK shall not waive its future capital increase in Genext HK LIMITED. If the Company waives the capital increase in the above-mentioned companies or disposes of the above-mentioned companies in the future, it shall be subject to the approval of a special resolution of the Board of Directors of the Company.	(3) The Company shall not waive its future capital increase in Taiwan First Pharmaceutical Co., Ltd. (hereinafter referred to as First Pharmaceutical), Bio-Tech (Shanghai) Co., Ltd., Dajiang Gene Medicine Co., Ltd. and TCI HK LIMITED (hereinafter referred to as TCI HK); First Pharmaceutical shall not waive its future capital increase in Bio-Tech International Trading (Shanghai) Co., Ltd. (hereinafter referred to as Bio-Tech International Trading); Bio-Tech International Trading shall not waive its future capital increase in Bio-Tech (Shanghai) Co., Ltd. and Bio-Tech Cosmetics (Shanghai) Co., Ltd.; and TCI HK shall not waive its future capital increase in Genext HK LIMITED. If the Company waives the capital increase in the above-mentioned companies or disposes of the above-mentioned companies in the future, it shall be subject to the approval of a special resolution of the Board of Directors of the Company.	
(4) For the evaluation of various investments, each responsible unit shall prepare an evaluation report on the reasons for the proposed acquisition or disposal, the transaction object, the transaction price, the payment terms, the appraisal results, etc. and submit it for approval before a sales contract can be concluded.	(4) For the evaluation of various investments, each responsible unit shall prepare an evaluation report on the reasons for the proposed acquisition or disposal, the transaction object, the transaction price, the payment terms, the appraisal results, etc. and submit it for approval before a sales contract can be concluded.	
(5) Where the acquisition or disposal of assets by the Company is subject to approval by the Board of Directors in accordance with established procedures or other legal provisions, if any director expresses objection and such objection is	(5) Where the acquisition or disposal of assets by the Company is subject to approval by the Board of Directors in accordance with established procedures or other legal provisions, if any director expresses objection and such objection is	

After amendment	Before amendment	Reason for amendment
recorded or stated in writing, the Company shall also submit the director's objection information to the Audit Committee. The Company has appointed independent directors. When submitting asset acquisition or disposal transactions to the board of directors for discussion in accordance with regulations, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, such opinions shall be recorded in the minutes of the board of directors meeting. If the Company has established an Audit Committee, any major asset or derivative transaction shall be subject to the approval of more than half of all members of the Audit Committee and a resolution of the Board of Directors, and the provisions of Article 5, Paragraph 2, Subparagraph 4 shall apply mutatis mutandis. The following is omitted.	recorded or stated in writing, the Company shall also submit the director's objection materials to the Audit Committee. The Company has appointed independent directors. When submitting asset acquisition or disposal transactions to the board of directors for discussion in accordance with regulations, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, such opinions shall be recorded in the minutes of the board of directors meeting. If the Company has established an Audit Committee, any major asset or derivative transaction shall be subject to the approval of more than half of all members of the Audit Committee and a resolution of the Board of Directors, and the provisions of Article 5, Paragraph 2, Subparagraph 4 shall apply mutatis mutandis. The following is omitted.	
Article 7 Procedures for handling related party transactions 1. In addition to carrying out relevant resolution procedures and evaluating the reasonableness of transaction conditions in accordance with Articles 5, 6, 6-1, and 6-2, when the Corporation acquires or disposes of assets from related parties, it shall also carry out relevant resolution procedures and evaluate the reasonableness of transaction conditions in accordance with the following provisions. If the transaction amount is 10% or more of the Corporation's total assets, it shall also obtain a valuation report issued by a professional appraiser or an opinion of a certified public accountant in accordance with Articles 5, 6, 6-1, and 6-2. In addition, when determining whether a transaction partner is a related person, in addition to paying attention to its legal form, the substantive relationship should also be considered. 2. Evaluation and Operational Procedures (1) When this Corporation acquires or disposes of real estate or its right-to-use assets from a related party, or acquires or	Article 7 Procedures for handling related party transactions 1. In addition to carrying out relevant resolution procedures and evaluating the reasonableness of transaction conditions in accordance with Articles 5, 6, 6-1, and 6-2, when the Corporation acquires or disposes of assets from related parties, it shall also carry out relevant resolution procedures and evaluate the reasonableness of transaction conditions in accordance with the following provisions. If the transaction amount is 10% or more of the Corporation's total assets, it shall also obtain a valuation report issued by a professional appraiser or an opinion of a certified public accountant in accordance with Articles 5, 6, 6-1, and 6-2. In addition, when determining whether a transaction partner is a related person, in addition to paying attention to its legal form, the substantive relationship should also be considered. 2. Evaluation and Operational Procedures (1) Where this Corporation acquires or disposes of real estate or its right-to-use assets from a related party, or acquires or	Adjust according to the actual needs of the company.

After amendment	Before amendment	Reason for amendment
disposes of other assets other than real estate or its right-to-use assets with a related party, and the transaction amount reaches 20% of this Corporation's paid-in capital, 10% of its total assets, or NT$300 million or more, except for the purchase and sale of domestic government bonds, bonds with call or sell-back conditions, and the subscription or buy-back of money market funds issued by domestic securities investment trust enterprises, the following information shall be submitted to the Audit Committee and the Board of Directors for approval before the transaction contract may be signed and the payment may be made: i. The purpose, necessity and expected benefits of acquiring or disposing of assets. ii. The reason for selecting the related party as the transaction partner. iii. Documents related to the evaluation of the rationality of the proposed transaction conditions for acquiring real estate or its right to use assets from related parties in accordance with Items 1 to 4 of Paragraph 3 of this Article. iv. The original acquisition date and price of the related party, the transaction partner, and its relationship with the company and the related party. v. A forecast of cash receipts and payments for each month of the next year starting from the month of contract signing, and an assessment of the necessity of the transaction and the rationality of the use of funds. vi. The valuation report issued by a professional appraiser or the opinion of a certified public accountant obtained pursuant to Paragraph 1 of this Article. vii. Restrictions and other important agreed matters of this transaction. (2) The calculation of the transaction amount in Paragraph 1 of this Article shall be handled in accordance with the provisions	disposes of other assets other than real estate or its right-to-use assets with a related party, and the transaction amount reaches 20% of this Corporation's paid-in capital, 10% of its total assets, or NT$300 million or more, except for the purchase and sale of domestic government bonds, bonds with call or sell-back conditions, and the subscription or buy-back of money market funds issued by domestic securities investment trust enterprises, the following information shall be submitted to the Audit Committee and the Board of Directors for approval before the transaction contract may be signed and payment may be made: i. The purpose, necessity and expected benefits of acquiring or disposing of assets. ii. The reason for selecting the related party as the transaction partner. iii. Documents related to the evaluation of the rationality of the proposed transaction conditions for acquiring real estate or its right to use assets from related parties in accordance with Items 1 to 4 of Paragraph 3 of this Article. iv. The original acquisition date and price of the related party, the transaction partner, and its relationship with the company and the related party. v. A forecast of cash receipts and payments for each month of the next year starting from the month of contract signing, and an assessment of the necessity of the transaction and the rationality of the use of funds. vi. The valuation report issued by a professional appraiser or the opinion of a certified public accountant obtained pursuant to Paragraph 1 of this Article. vii. Restrictions and other important agreed matters of this transaction. (2) The calculation of the transaction amount in Paragraph 1 of this Article shall be handled in accordance with the provisions	

After amendment	Before amendment	Reason for amendment
of Subparagraph 5 of Paragraph 1 of Article 10, and the so-called one year is based on the date on which the current transaction occurred, and is calculated back one year. The portion that has been submitted to the board of directors for approval and recognized by the supervisors in accordance with the provisions of this procedure shall not be included. (3) In the event that the Company engages in the following transactions with its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital, the Board of Directors may authorize the Chairman of the Board to make a decision in advance in accordance with the second item of the second paragraph of Article 5, with a transaction amount of RMB 60 million or less, and then submit the decision to the most recent Board of Directors for ratification: i. Acquisition or disposal of equipment used for business purposes or the assets of the right to use the equipment. ii. Acquisition or disposal of real estate use rights assets for business purposes. (4) Where independent directors have been appointed in accordance with the provisions of this Act, the opinions of the independent directors shall be fully considered when submitting the proposal to the board of directors for discussion in accordance with the provisions of the first paragraph. If the independent directors have objections or reservations, such opinions shall be recorded in the minutes of the board of directors meeting. (5) Where an audit committee has been established, matters that require approval by the supervisors pursuant to the provisions of Paragraph 1 shall be subject to the consent of more than half of all members of the audit committee and a resolution of the board of directors, and the provisions of Article 5, Paragraph 2, Subparagraph 4 shall apply mutatis mutandis.	of Subparagraph 5 of Paragraph 1 of Article 10, and the so-called one year is based on the date on which the current transaction occurred, and is calculated back one year. The portion that has been submitted to the board of directors for approval and recognized by the supervisors in accordance with the provisions of this procedure shall not be included. (3) The following transactions between the Company and its parent company, subsidiaries, or between subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital are conducted, the Board of Directors may authorize the Chairman of the Board to make a preliminary decision within a certain limit in accordance with Article 5, Paragraph 2, Subparagraph 2, and then submit the decision to the most recent Board of Directors for ratification: i. Acquisition or disposal of equipment used for business purposes or the assets of the right to use the equipment. ii. Acquisition or disposal of real estate use rights assets for business purposes. (4) Where independent directors have been appointed in accordance with the provisions of this Act, the opinions of the independent directors shall be fully considered when submitting the proposal to the board of directors for discussion in accordance with the provisions of the first paragraph. If the independent directors have objections or reservations, such opinions shall be recorded in the minutes of the board of directors meeting. (5) Where an audit committee has been established, matters that require approval by the supervisors pursuant to the provisions of Paragraph 1 shall be subject to the consent of more than half of all members of the audit committee and a resolution of the board of directors, and the provisions of Article 5, Paragraph 2, Subparagraph 4 shall apply mutatis mutandis.	

After amendment	Before amendment	Reason for amendment
(6) The requirement of "10 percent of total assets" shall be calculated based on the total assets amount in the most recent individual or separate financial report as specified in the financial reporting standards of securities issuers. Where a public company or its subsidiary that is not a domestic public company engages in a transaction as provided for in paragraph 1 and the transaction amount reaches 10% or more of the total assets of the public company, the public company shall submit the information listed in paragraph 1 to the shareholders' meeting for approval before signing the transaction contract and making payments. However, this restriction does not apply to transactions between a public company and its parent company, subsidiaries, or between its subsidiaries. The calculation of the transaction amount in the first and preceding paragraphs shall be handled in accordance with the provisions of Article 10, paragraph 2, and the so-called one year is based on the date of the actual transaction, and is calculated back one year. The part that has been submitted to the shareholders' meeting, approved by the audit committee (approved by the supervisor for the subsidiary) and approved by the board of directors in accordance with the provisions of this handling procedure shall not be included. The following is omitted	(6) The requirement of "10% of total assets" shall be calculated based on the total assets amount in the most recent individual or separate financial report as specified in the financial reporting standards of securities issuers. Where a public company or its subsidiary that is not a domestic public company engages in a transaction as provided for in paragraph 1 and the transaction amount reaches 10% or more of the total assets of the public company, the public company shall submit the information listed in paragraph 1 to the shareholders' meeting for approval before signing the transaction contract and making payments. However, this restriction does not apply to transactions between a public company and its parent company, subsidiaries, or between its subsidiaries. The calculation of the transaction amount in the first and preceding paragraphs shall be handled in accordance with the provisions of Article 10, Paragraph 2, and the so-called one year is based on the date of the actual transaction, and is calculated back one year. The portion that has been submitted to the shareholders' meeting, approved by the board of directors, and recognized by the supervisors in accordance with the provisions of these Standards shall not be included. The following is omitted	
Article 15 Implementation and Amendments to Procedures 1. The Operational Procedures for Acquisition or Disposal of Assets shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the Procedures may be implemented and shall be reported to a shareholders' meeting for an approval if approved by more than two-thirds of all directors. The amendment of the Operational Procedures for Acquisition or Disposal of Assets shall be subject to mutatis mutandis application of the preceding regulations. The	Article 15 Implementation and Amendments to Procedures 1. The Operational Procedures for Acquisition or Disposal of Assets shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the Procedures may be implemented and shall be reported to a shareholders' meeting for an approval if approved by more than two-thirds of all directors. The amendment of the Operational Procedures for Acquisition or Disposal of Assets shall be subject to mutatis mutandis application of the preceding regulations. The	New Articles Amendment Number and Date

After amendment	Before amendment	Reason for amendment
resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting. If a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee. 2. When the Procedures are submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration for each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. 3. This procedure was established on June 17, 2011. The first amendment was made on June 29, 2012. The second amendment was made on May 20, 2013. The third amendment was made on May 30, 2014. The fourth amendment was made on May 29, 2015. The fifth amendment was made on May 19, 2017. The sixth amendment was made on May 18, 2018. The seventh amendment was made on May 16, 2019. The eighth amendment was made on June 18, 2020. The ninth amendment was made on July 7, 2021. The tenth amendment was made on June 29, 2022. The eleventh revision was on June 26, 2025.	resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting. If a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee. 2. When the Procedures are submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration for each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. 3. This procedure was established on June 17, 2011. The first amendment was made on June 29, 2012. The second amendment was made on May 20, 2013. The third amendment was made on May 30, 2014. The fourth amendment was made on May 29, 2015. The fifth amendment was made on May 19, 2017. The sixth amendment was made on May 18, 2018. The seventh amendment was made on May 16, 2019. The eighth amendment was made on June 18, 2020. The ninth amendment was made on July 7, 2021. The tenth amendment was made on June 29, 2022.	

Attachment 7

Removal of Non-Competition Restrictions for Directors

Yun-Peng Chang

Company Name	Title
Taishin International Bank Co., Ltd.	Director

Appendix 1

TCI Co., Ltd.
Articles of Incorporation

Chapter I General Provisions

Article 1 : The Company shall be incorporated as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 大江生醫股份有限公司 in the Chinese language, and TCI Co., Ltd. in the English language.

Article 2 : The scope of business of the Company shall be as follows:

1. C104010 Sugar Confectionery and Bakery Product Manufacturing
2. C110010 Beverage Manufacturing
3. C199990 Other Food Manufacturing Not Elsewhere Classified
4. C307010 Apparel, Clothing Accessories and Other Textile Product Manufacturing
5. C802100 Cosmetics Manufacturing
6. CH01040 Toys Manufacturing
7. CN01010 Furniture and Fixtures Manufacturing
8. F102040 Wholesale of Nonalcoholic Beverages
9. F102170 Wholesale of Food and Grocery
10. F108040 Wholesale of Cosmetics
11. F203010 Retail sale of Food and Grocery
12. F208040 Retail Sale of Cosmetics
13. F401010 International Trade
14. F113010 Wholesale of Machinery
15. F213080 Retail Sale of Machinery and Equipment
16. F113990 Wholesale of Other Machinery and Equipment
17. F213990 Retail Sale of Other Machinery and Equipment
18. CE01990 Other Photographic and Optical Instruments Manufacturing
19. F113030 Wholesale of Precision Instruments
20. F213040 Retail Sale of Precision
21. CE01010 Precision Instruments Manufacturing
22. CF01011 Medical Materials and Equipment Manufacturing
23. F108031 Wholesale of Drugs, Medical Goods
24. F208031 Retail sale of Medical Equipments
25. A101030 Special Crops
26. A102050 Crops Cultivation
27. A102060 Grain Commerce
28. C201010 Prepared Animal Feeds Manufacturing
29. C201020 Pet Food Processing
30. C801110 Fertilizer Manufacturing
31. F101050 Wholesale of Aquatic Products
32. F101990 Wholesale of Other Agricultural, Husbandry and Aquatic Products
33. F103010 Wholesale of Animal Feeds
34. F106060 Wholesale of Pet Food and Appliances
35. F107050 Wholesale of Manure

36. F201010 Retail Sale of Agricultural Products
37. F201030 Retail Sale of Aquatic Products
38. F201990 Retail Sale of Other Agricultural, Husbandry and Aquatic Products
39. F202010 Retail Sale of Animal Feeds
40. F206050 Retail of Pet Food and Appliances
41. F207050 Retail Sale of Manure
42. J101020 Pathogen Controlling Services
43. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1 : For the needs in business operation, the Company may provide endorsement and guarantee under TCI's Guideline Governing Loaning of Funds and Making of Endorsements/Guarantees.

Article 2-2 : The total amount of the Company's reinvestment shall not be subject to the restriction of not more than forty percent of the Company's paid-up capital as provided in Article 13 of the Company Act.

Article 3 : The headquarters of the Company is set in Taipei and may set a branches, offices, or factories domestically or overseas if necessary by resolution of the Board of Directors.

Article 4 : The Company's announcement method shall follow Article 28 of the Company Act.

Chapter II Shares

Article 5 : Deleted.

Article 6 : The total capital stock shall be in the amount of NT$3,000,000,000 and is divided into 300,000,000 shares at par value of NT$10.00 per share. The Board of Directors is authorized to issue those undistributed share in installments. Within the total registered capital, in the amount of NT$100,000,000, divided into10,000,000 shares at par value of NT$10.00 per share, is reserved to be used in issuing employee stock options, and the reserved capital may be issued in installments according to the resolution of Board of Directors.
Within the aforementioned capital amount, NT$100 million will be reserved, divided into 10 million shares with a par value of NT$10 per share. This reserve is designated for issuing employee stock warrants, which may be issued in installments upon resolution of the Board of Directors.

Article 6-1 : In case the Company plans to issue employee stock options at price lower than market price of the net worth per share shown in the latest CPA audited or reviewed financial statements, according to Article 56-1 of the Regulation Governing the Offering and Issuance of Securities by Securities Issuer, the Company shall obtain consent of two-thirds voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares, and may be registered and issued in installments within one year from the day of such shareholders' meeting resolution.

Article 6-2 : If allowed under the applicable laws the Company may repurchase the issued shares of the Company, the Board of Directors is authorized to handle it in accordance with "Guidelines Governing Share Repurchase."

According to Article 10-1 of "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" and Article 13 of "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies", there shall have consent of two-thirds of voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares. The shares shall be transferred to employee at the price lower than the average repurchased price.

Article 6-3 : The Company may issue new share of restricted stock awards pursuant to paragraph 8, Article 267 of Company Act and according to Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the issuance shall obtain consent of more than half of voting rights represented at a shareholders' meeting attended by shareholders representing more than 2/3 of the total issued shares; in case the total shares of the attending shareholders is less than the above specified, it may be agreed by more than 2/3 of voting rights of attending shareholder of a shareholders' meeting attended by shareholders representing a majority of the total issued shares and shall be filed to execute such issuance within one year after the date of the said shareholder resolution.

Article 6-4 : The subjects of the Company's issuance of new shares with restricted employee rights shall include employees of affiliated companies who meet certain conditions.

Article 7 : The Company may be exempted from printing physical stocks. When the company prints its share certificate, it shall comply with the provisions of the Company Act of the Republic of China and other relevant laws and regulations.

Article 8 : Except otherwise provided under applicable laws or regulations, any the record of Shareholders Register shall cease within 60 days before convening of an annual shareholders' meeting, or within 30 days before convening a special shareholders' meeting or within 5 days before the reference day of the Company deciding distribution of share interests, dividend or other benefit.

Article 8-1 : Except as otherwise provided by applicable laws or regulations, the handling of shareholders services shall comply with the Regulations Governing the Administration of Shareholders Services of Public Company.

Chapter III Shareholders' Meeting

Article 9 : Shareholders' meetings of the Company are of two types, namely: (1) annual shareholders' meetings and (2) special shareholders' meetings. Annual meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.

Article 9-1 : Except as otherwise provided by Company Act, the shareholders' meetings shall be presided over by the Chairman of the Board of Directors of the Company. In his absence, either the Vice Chairman of the Board of Directors or one of the Directors shall preside in accordance with Article 208 of the Company Act.

Article 9-2 : Notices shall be sent to all shareholders at their latest places of residence as registered with the Company for the convening of shareholders' meetings, at least

thirty (30) days in advance, in case of regular meetings; and at least fifteen (15) days in advance, in case of special meetings. The notice and announcement shall state the reason for the convening. The notice shall be given electronically with the consent of the relative parties. Notices shall be written in Chinese, and English when necessary.

Article 9-3 : Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The distribution of minutes may be made in public announcement. Minutes shall be made in Chinese and, English translation may be provided when it is necessary.

Article 10 : Shareholders unable to attend shareholders' meetings may provide a Shareholder Proxy Form printed by the Company, stating the scope of authorization, signed or affixed with seal and delegated person to attend.
The rules for delegating an agent to attend shareholders' meetings other than complying with the regulations under Article 177 of Company Act, shall be pursuant to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 11 : Each share of stock shall be entitled to one vote, but this shall not apply in the situation of no voting right under Article 179 of the Company Act.
According to regulatory requirements, shareholders may also vote via an electronic voting system, and those doing so shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Article 12 : Except as otherwise provided by Company Act, Resolution of Shareholders' Meeting shall have attendance of shareholders representing more than half of total issued shares and shall have consent of more than half of voting rights of attending shareholders.
If the number of shareholders present is less than the aforementioned quotas, but more than one-third of the total number of issued shares are represented by shareholders present, the Company shall comply with the provisions of Article 175 of the Company Act.

Article 12-1 : After the Company going into public, any revocation of public issuing, shall firstly be approved by the Board of Directors, and then be approved by the shareholders' meeting.

Chapter IV Directors and Audit Committee

Article 13 : The Company shall have five to nine directors with tenure of 3 years. The directors shall be elected from competent shareholders. The directors may be re-elected.
When tenure of a director is expired but without new one elected, the tenure shall be extended to the time a new director is elected.
Election of directors of the Company shall follow the provision under Article 192-1 of the Company Act, in candidate nomination system and provision under Article

26-3 of the Securities Exchange Act. Independent Directors and Non-Independent Directors shall be elected together; provided, however, the number of Independent Directors and Non-Independent Directors elected shall be calculated separately.

Pursuant to paragraph 3, Article 27 of Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies the Company has installed a Nomination Committee. The Nomination Committee reviews a Suggested Candidates of Independent and Non-Independent Directors List for approval of the Board of Directors to be the List of Candidates for election of shareholders' meeting.

The total shareholdings of all Directors of the Company shall be in accordance with the regulations of the competent securities authorities.

Article 13-1 : The number of independent director among the directors mentioned above shall not be less than two and shall not be less than one-fifth of entire board member. The professional qualification, shareholding, restriction on side line work, manner of nomination and election manner and other items to be complied shall following related provisions of securities competent agency.

Article 13-2 : In compliance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Act and other relevant regulations. The number, tenure, duties and meeting regulations of Audit Committee shall be established separately per Audit Committee Organization Charter.

The Board of Directors of the Company may set up other functional committees and the organization and its charter shall be established by the Board of Directors.

Article 14 : The Board of Directors shall be organized with directors and shall be elected by and among directors in a board meeting attended by more the two-third of directors and with consent of more than one-two of attending directors (Vice Chairman shall be elected in the aforementioned method if such election shall be deemed necessary). Chairman of the Board shall be representing the Company externally and internally and shall be the Chairman of Shareholders' Meeting and Board Meeting.

The Board Meeting shall be convened by Chairman of the Board. In the event Chairman of the Board is unable to attend, the Board Meeting shall be convened by Vice Chairman or one of the directors on behalf pursuant to Article 208 of the Company Act. The first Board meeting of every term of the newly elected Board of Directors shall be convened by the Director who has received the largest number of votes after such new election.

The Board of Directors shall be convened by the Chairman of the Board of Directors, upon written notice mailed to all the other Directors, at least seven days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the date and place of the meeting and its agenda. With the consent of the directors, the board meeting notice may be made electronically.

A director having individual interest in the item discussed in a board meeting, the director shall explain material content of the individual interest.

Directors shall attend each board meeting in person; in case a director is unable to attend in person, it shall be handled pursuant to Article 205 of the Company Act. Minutes of Board Meeting shall be affixed with signature or seal of Chairman of the meeting and shall be distributed to each director within 20 days after the meeting.

Article 15 : In case of the Chairman's personal leave or other causes preventing him/her from performing its duty, the deputy shall be arranged pursuant to Article 208 of the Company Act.

Article 15-1 : 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 accordance with Article 201 of the Company Act. In such case, the new Directors shall serve the remaining term of the predecessors.

Article 15-2 : The Company shall pay the salary to each director no matter the Company's status of profit or loss. The Board of Directors is authorized to determine the salary for the Chairman, Vice Chairman and Directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry.

Article 15-3 : The Company may subscribe to Directors and Officers Liability Insurance to cover the liability of compensation within the scope of business performed by the directors within their tenure.

Chapter V Management of the Company

Article 16 : The Company may appoint managers, and the appointment, removal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 17 : The Company shall compile and prepare at the end of each fiscal year and 30 days before convening of an annual shareholders' meeting by the Board of Directors: (1) Business Report, (2) Financial Statements and (3) Proposal Concerning Appropriation of Earnings or Covering of Losses and submit to Shareholders' Meeting as required under law and request for recognition.

Article 18 : If there is any profit for a specific fiscal year (profits are defined as the income before income tax excluding employees' compensation and remuneration to Directors), the Company shall allocate no less than 5% (and no more than 15%) of the profit as employees' compensation and shall allocate at a maximum of 3% of the profit as remuneration to Directors, provided that the Company's accumulated losses (including the amount for re-allocating unappropriated retained earnings of previous years) shall have been covered in advance. Employee's compensation may be distributed in the form of shares or in cash, and employees qualified to receive such compensation may include employees from affiliates companies who meet certain qualification. The Board of Directors is authorized to determine the qualification of such employees. The remuneration to Directors shall be paid in cash.

Before the execution of the procedures mentioned in the preceding two paragraphs, the Company has to obtain the special resolution of the Board of Directors and submit it to the upcoming shareholder's meeting.

Article 18-1 : When allocating the earnings for each fiscal year if there is earnings after the annual final accounts, the Company shall first offset its losses in previous years and set aside relevant taxes a legal capital reserve at 10% of the earnings left over, until the accumulated legal capital reserve has equaled the total capital of the Company; If there is still balance of earning, together with the undistributed earnings (including adjusted undistributed earnings) to calculate earnings distributable and the Board of Directors shall prepare Earnings Distribution Proposal for resolution of Shareholders' Meeting and distribute it after the Resolution of Shareholders' Meeting.

In accordance with Article 240 of the Company Act, the Company may authorize the distributable dividends and bonuses, or legal reserve and capital reserve, as stipulated in Article 241 of the Company Act, in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition, thereto a report of such distribution shall be submitted to the shareholders' meeting. The provisions of the preceding paragraph that shall be resolved by the shareholders' meeting are not applicable.

Article 18-2 : The industry the Company is engaged is at its growth stage and the competition is keener day by day. To maintain sustainable operation, growth of operation, capital needs and long-term financial planning as well as taking consideration of shareholders interest, 30% to 80% of distributable earning each year will be provided for distribution as shareholders dividend. Dividends for shareholders of the Company may be in stock dividend or in cash or combination of them. Cash dividend for shareholders shall basically be no less than 10% of total dividend for shareholders; however, when the Company has higher earnings or capital funds are sufficient, cash dividend ratio for shareholders may be increased. It depends on the earnings of the year.

Chapter VII Supplementary Provisions

Article 19 : All matters not specifically provided for herein shall be dealt with in accordance with the regulations of the Company Act.

Article 20 : These Articles of Incorporation were constituted on August 8, 1980.
The first amendment on August 16, 1981;
The second amendment on April 20, 1983;
The third amendment on April 24, 1989;
The fourth amendment on October 6, 1989;
The fifth amendment on March 13, 1990;
The sixth amendment on May 1, 1991;
The seventh amendment on May 10, 1993;
The eighth amendment on November 21, 1993;
The ninth amendment on May 27, 1997;

The tenth amendment on November 6, 1997;
The eleventh amendment on June 14, 2001;
The twelfth amendment on November 1, 2002;
The thirteenth amendment on March 19, 2004;
The fourteenth amendment on April 13, 2005;
The fifteenth amendment on July 25, 2006;
The sixteenth amendment on May 10, 2010;
The seventeenth amendment on May 14, 2010;
The eighteenth amendment on June 17, 2011;
The nineteenth amendment on March 16, 2012;
The twentieth amendment on June 29, 2012;
The twenty-first amendment on May 30, 2014;
The twenty-second amendment on October 6, 2014;
The twenty-third amendment on May 29, 2015;
The twenty-fourth amendment on June 6, 2016;
The twenty-fifth amendment on May 19, 2017;
The twenty-sixth amendment on May 18, 2018;
The twenty-seventh amendment on June 18, 2020;
The twenty-eighth amendment on June 29, 2021.
The twenty-ninth amendment on June 29, 2022.
The thirtieth amendment June 27, 2023.

TCI Co., Ltd.

Responsible Person: Yung-Hsiang Lin

Appendix 2

TCI Co., Ltd.

Procedures for Acquiring or Disposing of Assets

Article 1 The Procedures are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act and the Regulations Governing the Acquisition and Disposal of Assets by Public Companies established by the Financial Supervisory Commission, Executive Yuan, R.O.C. (Taiwan).

Article 2 The term "assets" as used in these Procedures includes the following:

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

Article 3 Terms used in these Procedures are defined as follows:

1. Derivatives: Forward contracts, option contracts, futures contracts, leveraged margin contracts, exchange contracts derived from prices, commodity prices, exchange rates, price or rate indexes, credit ratings or credit indexes, or other variables, the combination of above-mentioned contracts, or combination contracts or structured products that contain embedded derivatives, etc. The so-called forward contracts do not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sales) contracts.
2. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or another person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other dates that can confirm the counterpart and monetary amount of the transaction,

whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.

6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. "Within the preceding year" refers to the year preceding the date of occurrence of the current acquisition or disposal of assets. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.
8. “Latest Financial Statements” used herein should mean the financial statements of the Company audited or examined by certified public accountants which have been published in accordance with applicable regulation before the subject acquisition or disposal of assets.

Article 3-1 The appraisal report obtained by the Company or the opinion of an accountant, attorney or securities underwriter, such professional appraiser and its appraisers, accountants, attorneys or securities underwriters shall meet the following requirements:

1. Has not been sentenced to more than one year of imprisonment for violation of this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Accounting Act, or for fraud, breach of trust, embezzlement, forgery, or for criminal acts in business. However, except for those who have served their sentences for three years or more after the completion of execution, probation or pardon.
2. The parties to the transaction shall not be related parties or have a material relationship with each other.
3. If the Company shall obtain appraisal reports from more than two professional appraisers, the different professional appraisers or appraisers shall not be related to each other or in a situation where they are substantially related to each other.

When issuing appraisal reports or opinions, the aforementioned personnel shall follow the self-regulatory rules of their respective trade associations and the following matters:

1. Before undertaking a case, they shall carefully assess their professional competence, practical experience and independence.
2. When executing a case, the appropriate operational procedures shall be properly planned and executed to form a conclusion and issue a report or opinion based on it; and the executed procedures, collected information and conclusion shall be recorded in detail in the working draft of the case.
3. The appropriateness and reasonableness of the data sources, parameters and information used shall be evaluated on a case-by-case basis in order to form the basis for the issuance of the appraisal report or opinion.
4. The declaration shall include that the relevant personnel are professional and independent, that the information used has been evaluated as appropriate and reasonable, and that the relevant laws and regulations have been followed.

Article 4 Limits of Amounts on the acquisition of real estate and securities by the Company (or each subsidiary of the Company) for non-operating purpose:

1. The total amount of the investment in real property by the Company for non-operating purpose should not exceed 50% of the Company's net worth (based on the latest Financial Statements).
2. The total amount of the investment in securities should not exceed the net value of the company's latest financial statements audited, attested and verified by public certified accountants.
3. The amount of the investment in each respective security should not exceed the net value of the company's latest financial statements audited, attested and verified by public certified accountants.
4. The limits of amounts on the investment in each respective security shall not apply where the investment is a strategic investment.

Article 5 Appraisal and Procedures for the Acquisition or Disposal of Real Estate, Equipment or Assets with Right to Use

1. Appraisal Procedures and Operating Procedures
   The Company's acquisition or disposal of real property or other fixed assets should be made in accordance with the Procedures for Fixed Asset Cycle, the regulations established by the Company.
2. The determination procedures for the transaction terms and the degree of authority delegated are as follows:
   (1) The Company's acquisition or disposal of assets shall be subject to the Regulation for Authority of Delegation and be evaluated with several conditions including publicly announced current value, evaluated value, the actual transaction price of nearby real property, the final transaction terms, and the transaction price to make an evaluation report. If the transaction price is less than NT$60 million (NT$60 million included), the chairman of the Company will be delegated by the Board of Directors to make final decisions. The decisions shall be subsequently submitted to and ratified by the Board of Directors. If the transaction price is higher than NT$30 million, the proposal shall be approved by the chairman first, and then be subsequently submitted to the Board of Directors to make final decisions.
   (2) The Company's acquisition or disposal of other fixed assets shall be subject to the Regulation for Authority of Delegation and be evaluated via one kind of the following procedures: price inquiry, price competition, price negotiation, or tendering procedures. If the transaction price is less than NT$60 million (NT$60 million included), the chairman of the Company will be delegated by the Board of Directors to make final decisions. The decisions shall be subsequently submitted to and ratified by the Board of Directors. If the transaction price is higher than NT$60 million, the proposal shall be approved by the chairman first, and then be subsequently submitted to the Board of Directors to make final decisions.
   (3) About appraisal procedures for acquiring/disposing of real property or other fixed assets, the responsible departments shall prepare the reason(s) for acquisition or disposal, the counterpart of the transaction, the transaction price, the payment terms, and the appraisal reports for approval first, and then the responsible departments are permitted to prepare the relevant trading contracts.

(4) With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee. The position of independent director has been created in accordance with the provisions of the Securities and Exchange Act. When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of Directors pursuant to the Securities and Exchange Act, the Board of Directors shall take into full consideration for each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. Where an audit committee has been established in accordance with the provisions of the Securities and Exchange Act, any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting. The terms "all audit committee members" and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

3. Responsible departments

The Company's acquisition or disposal of real property or other fixed assets should be approved by the persons with the decision-making authority defined in the preceding paragraph, and the departments which are supposed to use the property and the responsible units should be responsible for the execution.

4. Valuation report of real estate, equipment or its right-to-use assets

(1) In acquiring or disposing of real property, equipment, or its right-of-use assets, where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more, the Company, except for transacting with a domestic government agency, engaging others to build on Company's own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

i. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.

ii. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.

iii. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless the appraisal results for the assets to be acquired are higher than the transaction amount, or the appraisal results for the assets to be disposed of are lower than the transaction amount,

a certified public accountant shall render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:

A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.

B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

iv. No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided however, that where the publicly announced current value of the real property for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.

(2) Where the Company acquires or disposes assets through the court auction procedures, the evidentiary documentation issued by the court may be used to substitute appraisal report or CPA opinion.

Article 6 Operating Procedures for Acquisition or Disposal of Securities

1. Appraisal Procedures and Operating Procedures

The Company's buying and selling of securities should be made in accordance with the Procedures for Investment Cycle, the regulations established by the Company.

2. The determination procedures for the transaction terms and the degree of authority delegated are as follows;

(1) The trading of securities on a centralized exchange market or an over-the-counter market shall be determined by the individual organization responsible for the acquisition or disposal market in accordance with the value of securities. If the transaction price is less than NT$300 million, the chairman of the Company will be delegated by the Board of Directors to make final decisions. The decisions shall be subsequently submitted to and ratified by the Board of Directors. If the transaction price is equal to or greater than NT$300 million, the proposal shall be approved by the chairman first, and then be subsequently submitted to the Board of Directors to make final decisions. The acquisition or disposal of derivatives shall be subject to Article 8 in this Operational Procedures for Acquisition or Disposal of Assets.

(2) To examine the trading of securities which are not on a centralized market or an over-the-count market (the original subscription of a registered stock which includes subscription of stocks to incorporate a company and subscription of new capitalization shares of a start-up company by cash exlcuded), the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. The net asset value of each share, the earning power, and the future potential shall be taken as considerations. If the transaction price is less than NT$300 million, the chairman of the Company will be delegated by the Board of Directors to make final decisions. The decisions shall be subsequently submitted to and ratified by the Board of Directors. If the transaction price is higher than equal to or greater than NT$300 million, the proposal shall be approved by the chairman first, and then be subsequently submitted to the Board of Directors to make final decisions.

(3) The Company shall not abandon future capital increases in TCI Firstek Corp., BioFunction, Shanghai BioTech Group, TCI Gene Inc., and TCI HK LIMITED (hereinafter "TCI HK"). TCI Firstek Corp. shall not abandon future capital increases in BioTrade, Shanghai BioTech Group. BioTrade, Shanghai BioTech Group shall not abandon future capital increases in BioScience, Shanghai BioTech Group and BioCosme, Shanghai BioTech Group. TCI HK shall not abandon future capital increases in Genext HK LIMITED. If The Company intends to abandon capital increases or dispose the companies mentioned in preceding sentences, the Company has to obtain the special resolution of the Board of Directors first.

(4) About appraisal procedures for investments, the responsible departments shall prepare the reason(s) for acquisition or disposal, the counterpart of the transaction, the transaction price, the payment terms, and the appraisal reports for approval first, and then the responsible departments are permitted tprepare the relevant trading contracts.

(5) With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee. The position of independent director has been created in accordance with the provisions of the Securities and Exchange Act. When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of Directors pursuant to the Securities and Exchange Act, the Board of Directors shall take into full consideration for each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. Where an audit committee has been established in accordance with the provisions of the Securities and Exchange Act, any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution, and shall be subject to mutatis mutandis application of subparagraph 4 of paragraph 2, of Article 5.

3. Responsible departments

The Company's investment in securities should be approved by the persons with the decision-making authority defined in the preceding paragraph, and the departments responsible therefor should be Financial Department or other related department.

4. Evidence from Expert

The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the

transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC). If the securities meet any of the following requirements, Article 10 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies shall not apply, and the Company shall engage a CPA to render a specific opinion:

(1) Securities acquired through cash contribution in incorporation by promotion or by public offering.
(2) Securities issued by an issuing company carrying out a cash capital increase in accordance with relevant laws and regulations, with the Company as a sponsor of the issue.
(3) Securities listed and traded on the Taiwan Stock Exchange (TWSE) or on the GreTai Securities Market (GTSM) and emerging stocks.
(4) Government bonds or bonds in repurchase or reverse purchase agreements.
(5) Domestic funds or overseas funds.
(6) TWSE or GTSM listed securities acquired or disposed of in accordance with the TWSE or GTSM rules governing the purchase of listed securities by reverse auction or rules governing the auction of listed securities.
(7) Securities acquired through the Company's sponsorship of a cash capital increase by a public company when the securities acquired are not privately placed.
(8) Subscription to fund shares before the establishment of a fund in accordance with Article 11, paragraph 1 of the Securities Investment Trust and Consulting Act and the Financial Supervisory Commission's 1 November 2004 Order No. Financial-Supervisory-Securities-IV-0930009249. The amount of the transaction reaches 20 percent or more of the Company's paidin capital, or NT$300 million or more.
(9) Subscription or redemption of domestic private placement funds, provided that the trust agreement for the fund specifies an investment strategy in which, aside from securities margin transactions and open positions held in securities-related products, the investment scope of the remaining portion is the same as that of a publicly offered fund.

5. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 6-1 Where the Company obtains or disposes of intangible assets or its right-of-use assets or membership transactions amounting to 20 percent or more of the Company's paid-in capital or NT $ 300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

Article 6-2 The calculation of the transaction amounts referred to in Article 5, Article 6, and Article 6-1 shall be done in accordance with subparagraph 5 of paragraph 1, of Article 10 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 7 Operating Procedures for Related Party Transactions

1. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in compliance with the provisions of Article 5, Article 6, Article 6-1, and Article 6-2, if the transaction amount reaches 10 percent or more of the Company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of Article 5, Article 6, Article 6-1, and Article 6-2. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.
2. The appraisal procedures and operating procedures:
   (1) When the Company intends to acquire or dispose of real property or its right-of use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or its right-of-use assets from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Board of Directors and recognized by the supervisors:
      i. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
      ii. The reason for choosing the related party as a trading counterparty.
      iii. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with subparagraph 1-4 of paragraph 3, of this Article.
      iv. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.
      v. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
      vi. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
      vii. Restrictive covenants and other important stipulations associated with the transaction.
   (2) The calculation of the transaction price referred to in paragraph 1 of this Article shall be made in accordance with subparagraph 5 of paragraph 1, of Article 10 herein, and "within the preceding year" refers to the year preceding the date of occurrence of the current transaction. Items which have been approved in accordance with these Procedures by the Board of Directors and recognized by the supervisors need not be counted toward the transaction amount.

(3) Where the following transactions are carried out between the Company and its parent company, subsidiaries, or its subsidiaries of which the Company directly or indirectly holds 100% of the issued shares or total capital, the Company's Board of Directors may pursuant to subparagraph 2 of paragraph 2, of Article 5 herein delegate the chairman of the Company to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

i. acquiring or disposing of equipment for business or its tight-of-use assets;

ii. acquiring or disposing of the right-of-use assets of real property.

(4) Where the position of independent director has been created in accordance with the provisions of the Securities and Exchange Act, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of Directors pursuant to paragraph 1 herein, the Board of Directors shall take into full consideration for each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.

(5) Where an audit committee has been established, the matters for which paragraph 1 requires recognition by the supervisors shall first be approved by more than half of all audit committee members and then submitted to the Board of Directors for a resolution and shall be subject to mutatis mutandis application of subparagraph 4 of paragraph 2, of Article 5 herein.

(6) For the calculation of 10 percent of total assets under these Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

If a public company or a subsidiary of a public company that is not a domestic public company enters into the first transaction and the transaction amount reaches 10% or more of the total assets of the public company, the public company shall submit the information listed in the first paragraph to the shareholders' meeting for approval before signing the transaction contract and making the payment. However, transactions between the public company and its parent company, its subsidiaries, or its subsidiaries with each other are not subject to this limitation.

The calculation of the amount of the first and preceding transactions shall be in accordance with the provisions of Article 10, paragraph 2, and the reference to within one year is based on the date of occurrence of the transaction and extrapolated forward one year, and the part that has been submitted to the shareholders' meeting, the board of directors' meeting for approval and the supervisors' acknowledgement in accordance with the provisions of this Standard shall be exempted from further calculation.

3. To evaluate the reasonableness of the transaction costs:

(1) The Company that acquires real property from a related party shall evaluate the reasonableness of the transaction costs by the following means:

i. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than

the maximum non-financial industry lending rate announced by the Ministry of Finance.

ii. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.

(2) Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

(3) The Company that acquires real property from a related party and appraises the cost of the real property in accordance with subparagraph 1 and subparagraph 2 of paragraph 3, of this Article shall also engage a CPA to check the appraisal and render a specific opinion.

(4) When the results of the Company's appraisal conducted in accordance with subparagraph 1 and subparagraph 2 of paragraph 3, of this Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 17. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

i. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

A. Where undeveloped land is appraised in accordance with the means in subparagraph 1-3 of paragraph 3, of this Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

ii. Where a public company acquiring real property or leasing right-of-use assets of real property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of similar size by unrelated parties within the preceding year. Completed transactions for

neighboring or closely valued parcels of land in the preceding sentences in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.

(5) Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with subparagraph 1-4 of paragraph 3, of this Article are uniformly lower than the transaction price, the following steps shall be taken:

i. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in the Company, then the special reserve called for under Article 41, paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the Company.

ii. The Audit Committee shall comply with Article 218 of the Company Act.

iii. Actions taken pursuant to item 1 and item 2 of subparagraph 5 of paragraph 3, of this Article shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company and a public company which uses the equity method to account for its investment in the Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the lease has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

(6) Where the Company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with paragraph 2 of this Article and subparagraph 1-3 of paragraph 3, of this Article do not apply:

i. The related party acquired the real property or its right-of-use assets through inheritance or as a gift.

ii. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or its right-of-use assets to the signing date for the current transaction.

iii. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.

iv. A public company acquires from its parent company or subsidiaries the right-of-use assets of real property for business.

Article 8 Operating Procedures for Acquisition or Disposal of Derivatives

1. Trading Principles and Strategies

(1) Categories of transaction

The term "derivatives" as used herein which include forward contracts, options contracts, and compound contracts combining the above products refer to the derivatives duly authorized by law to be engaged in an investment the Company involved. If the Company intends to invest other derivatives, those derivatives are required to be carefully evaluated and are subject to the approval of the Board of Directors before the investments.

(2) Operating and hedging strategies

Financial derivatives are mainly used for hedging foreign currency risks involved in terms of the Company's operation to limit the Company's net exposure after internal netting of income against expense, and asset against liability in terms of timing, amount and currency type. Credit risks are hedged by restricting the counterparties that the Company deals with to those who have banking relationship with the Company. Transactions involving financial derivatives need to be assured as for hedging purpose or non-hedging purpose in order to be the basis of accounting procedures.

(3) Purposes of transaction

i. Transactions for hedging purpose

Financial derivatives are mainly used for hedging exchange rate risks or interest rate risks involved in terms of the Company's own business, assets, or liabilities. The relevant transactions of the above financial derivatives are subject to this category.

ii. Transactions for non-hedging purpose

Financial derivatives are not used for the above hedging purposes. The purpose of transactions is earning profits from price differences.

(4) Segregation of duties

Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.

i. Personnel responsible for transaction

A. The personnel are in charge of the preparation of trading strategies for all transactions of financial derivatives.

B. The personnel are in charge of establishing position, collecting relevant market information, understanding relevant rules and regulations to determine trends and risk and prepare the operational strategies as the resource for making transactions.

ii. Personnel responsible for settlement

A. The personnel are in charge of the settlement of transactions for financial derivatives. The personnel shall also be in charge of monitoring cash flows periodically to ensure that the transactions will be settled as scheduled.

B. The personnel are in charge of the execution of the appraisal procedures for financial derivatives.

iii. Personnel responsible for confirmation

A. The personnel are in charge of evaluating whether the transactions of derivatives are consistent with established operational strategies and authorization.

B. The personnel are in charge of accounting management and evaluations on transactions. The personnel shall record the overall profit or loss with respect to the transactions and the relevant information in the financial statements correctly and accurately and publicly disclose the information in compliance with the relevant regulations and laws announced by the Securities and Futures Bureau under the Financial Supervisory Commission, R.O.C. (Taiwan). Periodically the personnel shall evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's permitted scope of tolerance.

(5) Performance evaluation

The responsible personnel shall record the detailed information (including the amounts, the exchange rates, the banks, and the maturity date) in the transaction statements to control the overall status of profit/loss made by the transactions. The responsible personnel shall provide the exchange rate profit/loss per month, per quarter, per 6 months, and per year.

(6) Limits and levels of authorization

i. Derivative transactions shall be subject to approval by the Chairman.

The Chairman may, according to the total amount of each derivative contract, authorize the designated senior executives to conduct the transaction, but the authorize amount for the total amount of each contract shall not exceed US$2 million.

ii. Limits and levels of authorization for non-hedging purpose

Financial derivatives are not used for the above hedging purposes. The relevant transactions shall be submitted to the Board of Directors for approval first before the execution.

iii. The limits and levels of authorization for non-hedging purpose is same as the limits and levels of authorization for hedging purpose.

(7) Total amounts of derivatives contracts and the maximum loss limit

i. The quota on the transactions for hedging purpose

The cumulative balance of the total outstanding amount of all the Company's derivative contracts, at any point in time, shall not exceed 50% of the company's net value at the time.

ii. The maximum loss limit

For derivative transactions, the maximum loss limits are as follows:

(1) Each transaction: 15% of the contract amount.

(2) All transactions: 15% of the total contract amount is taken as theupper limit.

2. Measures of Risk Management

(1) Credit Risk Management

Owing to the vulnerability of operating financial derivatives caused by the changes of market factors, the credit risk management shall be in compliance with the following principles:

i. Transaction counterparties: The transaction counterparties shall be confined to renowned foreign/domestic financial institutions. The responsible personnel shall monitor each counterparty's credit status to prevent the transactions from being concentrated on one specific counterparty.

ii. Transaction items: The transaction items shall be confined to the items provided by renowned foreign/domestic financial institutions.

(2) Market Risk Management.

i. The operation shall be confined to public foreign exchange transactions provided by banks.

ii. The responsible personnel shall properly evaluate possible losses or possibilities of having a loss and prepare appropriate measures.

(3) Liquidity Risk Management

In consideration of liquidity, the derivative commodities transacted by the Company shall be selected from among those with high liquidity, and the responsible personnel shall monitor the market size and the liquidity of each derivative commodity. The financial institution entrusted to conduct the transaction must be able to get hold of the relevant information and is able to conduct transactions on any market at any time.

(4) Cash Flow Risk Management

In consideration of stable working capital, the Company shall basically conduct derivatives transactions by using self-owned fund and take into account the capital calls forecast for the next three months when deciding the amount to be applied to conduct derivatives transactions.

(5) Operational Risk Management

i. The transactions shall be conducted within the relevant authorized amount in full compliance with the procedure for operation and put under internal control.

ii. The personnel conducting derivatives must not act concurrently as the personnel responsible for making the relevant verification and delivery and vice versa.

iii. The personnel responsible for weighing, monitoring and controlling the risks and the personnel provided in item 2 of this subparagraph must be serving in different departments of the Company and they must report to a high-ranking managerial officer who is authorized by the Board of Directors.

iv. The positions taken by derivatives transaction shall be evaluated at least once a week except hedging transactions which have been conducted to meet business needs and which shall be evaluated twice a month. The evaluation report shall be submitted to the relevant high-ranking managerial officer authorized to do so by the Board of Directors.

(6) Legal Risk Management

i. The responsible personnel shall ensure each transaction counterparty has acquired the authorization and the legality of operating financial derivatives.

ii. Documents to be entered into by and between the Company and financial institutions must be examined in advance by the legal compliance personnel.

3. Internal Audit Systems

(1) The internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adhere to these Operational Procedures. The internal audit personnel shall also analyze the transaction cycles and prepare a report accordingly. If any material violation is discovered, all members of the Audit Committee shall be notified by written notification.

(2) The internal audit personnel shall submit the audit report in conjunction with the annual internal audit performance report to the Securities and Futures Bureau. The performance of corrective action in response to the irregularities shall also be submitted and declared to the Securities and Futures Bureau no later than last day of May of the ensuing year.

4. Methods for Periodical Evaluation

(1) The Financial Department shall ask the financial institutions who have banking relationship with the Company to provide the evaluation reports and the itemized information of each financial commodity which has not become due.

(2) The positions taken by derivatives transactions shall be evaluated at least once a week except for hedging transactions which have been conducted to meet business needs and which shall be evaluated twice a month. The evaluation report shall be submitted to the relevant high-ranking managerial officer authorized by the Board of Directors.

(3) The Board of Directors shall authorize high-ranking managerial officers to supervise and manage the acceptability limits on risks at any time. The officers shall evaluate whether the recent measures of risk management are appropriate and whether the operation is in compliance with the relevant laws and regulations by the competent authority and these Operational Procedures. The officers shall report to the Board of Directors upon finding of any irregularity in the status of transactions and the profit and loss status and take proper measures in response.

(4) The Financial Department shall report to the Board of Directors about the performance of the operation of trading financial derivatives in the previous quarter per quarter. This information is for the Board of Directors who shall evaluate that the performance is in compliance with the existing management/hedging strategies and whether the risk is undertaken is within the company's permitted scope of tolerance.

(5) The responsible personnel shall provide the exchange profit/loss in accordance with market prices per month, per quarter, per 6 months, and per year and record the above information in the financial statements.

5. Principles for Monitoring Derivatives Trading by the Board of Directors
   (1) The Board of Directors shall designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk. The principles for monitoring derivatives trading are shown as follows:
      i. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with these Regulations and the procedures for engaging in derivatives trading formulated by the company.
      ii. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors; where the Company has independent directors, an independent director shall be present at the meeting and express an opinion.
   (2) Periodically evaluate whether derivatives trading performance is consistent with established operational and hedging strategies and whether the risk undertaken is within the company's permitted scope of tolerance.
6. The Company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivates trading in accordance with its Procedures for Engaging in Derivatives Trading.
7. The Company engaging in derivatives trading shall establish the Log Book for Derivatives in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated under subparagraph 2 of paragraph 4, item 1 of subparagraph 1 of paragraph 5, and subparagraph 2 of paragraph 5, of this Article shall be recorded in detail in the LogBook for Derivatives.

Article 9 Operating Procedures for Mergers, Split off, Acquisitions, and Transfer of Shares

1. Appraisal Procedures and Operating Procedures
   (1) The Company that conducts a merger, demerger, acquisition, or transfer of shares shall engage a CPA, attorney, or securities underwriter to discuss the proposed schedule and establish the Task Force which shall take the responsibility for execution in compliance with the provisions of relevant regulations and laws. Prior to convening the Board of Directors to resolve on the matter, the Company shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.
   (2) The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, acquisition, or transfer of shares prior to the shareholders' meeting and include it along with the expert opinion referred to in subparagraph 1 of paragraph 1, of this Article when

sending shareholders notification of the shareholders' meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders' meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Additionally, where the shareholders' meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders' meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders' meeting.

2. Other Items to Note

(1) Convening the meeting of the Board of Directors and the date of shareholders' meetings

i. A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders' meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

ii. A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

iii. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:

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

B. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a Board of Directors meeting.

C. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board of Directors meetings.

iv. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subitem A and B of the preceding item to the FSC for recordation.

v. Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two subparagraphs.

(2) Confidentiality Agreements

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

(3) Principles for determing or changing share exchange ratio and acquisition price

i. Prior to convening the Board of Directors (both companies involved in a merger, demerger, acquisition, or transfer of shares) to resolve on the matter, the involved companies shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the shareholders' meetings.

ii. The share exchange ratio or acquisition price shall not be arbitrarily altered unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

(1) Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities.

(2) An action, such as disposal of major assets, that affects the company's financial operations.

(3) An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.

(4) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.

(5) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.

(6) Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

(4) Necessary content shall be recorded in the contracts

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

i. Handling of breach of contract.

ii. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.

iii. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.

iv. The manner of handling changes in the number of participating entities or companies.

v. Preliminary progress schedule for plan execution, and anticipated completion date.

vi. Scheduled date for convening the legally mandated shareholders' meeting if the plan exceeds the deadline without completion, and relevant procedures.

(5) The number of participating companies is altered

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders' meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders' meeting to resolve on the matter anew.

(6) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non -public company whereby the latter is required to abide by the provisions of subparagraph 1, 2, and 5 of paragraph 2, of this Article.

Article 10 Disclosure Procedures for Public Disclosure of Information

1. The items and standards required to be publicly announced:

(1) Acquisition or disposal of real property or its right-of-use assets from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

(2) Merger, demerger, acquisition, or transfer of shares.

(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.

(4) Where the type of asset acquired or disposed is equipment for business use, the trading counterparty is not a related party, and the transaction amount meets any of the following criteria:

i. For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more.

ii. For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more.

iii. Acquisition or disposal by a public company in the construction business of real property or its right-of-use assets for construction use, where the trading counterparty is not a related party, and the transaction amount reaches NT$500million; or disposal of self-built real property on completed projects by a public company in the construction business with a paid-in capital of NT$10 billion or more than NT$10 billion, where the trading counterparty is not a related party and the transaction amount reaches NT$ 1 billion.

iv. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches NT$500 million.

v. Where an asset transaction other than any of those referred to in the preceding four subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances:

A. Trading of domestic government bonds or foreign bonds with credit ratings not lower than the sovereign rating of our country.

B. Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription by investment professionals of foreign bonds or ordinary corporate bonds or of general bank debentures without equity characteristics (excluding subordinated debts) that are offered and issued in the domestic primary market, or any declaration or repurchase of securities investment trust or futures trust, or any declaration or selling back of ETNs, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.

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

(5) The amount of transactions above shall be calculated as follows:

i. The amount of any individual transaction.

ii. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.

iii. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or its right-of-user assets within the same development project within the preceding year.

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

v. Within the preceding year" refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount

2. The time limits on public announcements and reports:
The Company acquiring or disposing of assets shall publicly announce and report the relevant information where the assets comply with one of the conditions listed in paragraph 1 of this Article and the transaction amount reaches the standard of public announcement within 2 days counting inclusively from the date of occurrence of the event.

3. The procedures for public announcement and report of relevant information:

(1) The Company acquiring or disposing of assets shall publicly announce and report the relevant information on the website designated by the Securities and Futures Bureau, Financial Supervisory Commission R.O.C. (Taiwan).

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

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

(4) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the Securities and Futures Bureau within 2 days counting inclusively from the date of occurrence of the event:

i. Change, termination, or rescission of a contract signed in regard to the original transaction.

ii. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.

iii. Change to the originally publicly announced and reported information.

(5) Information required to be publicly announced and reported in accordance with the provisions of this Article on acquisitions and disposals of assets by a subsidiary of the Company that is not itself a public company in Taiwan shall be reported by the Company. The paid-in capital or total assets of the Company shall be the standard for which is subject to subparagraph 5 of paragraph 1, of this Article requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.

(6) The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company's headquarters, where they shall be retained for 5 years except where another act provides otherwise.

Article 11 The acquisition or disposal of assets by the Company's subsidiaries should be subject to the provisions as follows:

1. The Company's subsidiaries shall duly enact the Operational Procedures for Acquisition or Disposal of Assets in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies which shall come into effect after being approved by the Board of Directors of the subsidiaries and being reported to a shareholders' meeting. The amendment of the Operational Procedures for Acquisition or Disposal of Assets shall be subject to mutatis mutandis application of the preceding regulations.
2. The Company's subsidiaries shall acquire and dispose of assets in accordance with the Procedures.
3. If the acquisition or disposal of assets by the Company's subsidiary reaches the reporting standard specified in Chapter 3 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and such subsidiary is not a domestic public company, this Company should publish and report for such subsidiary.
4. Where a subsidiary is required to make a public announcement and declaration, the 20% of paid-in capital or 10% of total assets used in the public announcement and declaration shall refer to the Company's paid-in capital or total assets.

Article 12 Punishment

Any employee violates the Regulations Governing the Acquisition and Disposal of Assets by Public Companies or these Operational Procedures shall be punished properly in Hanbook in accordance with the severity of the circumstances.

Article 13 Other Items to Note

1. The Company acquiring or disposing of assets reaching the standard required to place a public announcement and report to the competent authority where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more and its trading counterparties are actual related parties, it shall disclose in the notes section of financial statements the contests of the public announcement, and report to the shareholders' meeting.
2. If the opinions from the appraisal institutions or the certified public accountants contain false and concealed items, the company which shall place a public announcement in accordance with the provisions of the Securities and Exchange Act, the appraisal institutions and the certified public accountants will assume the legal liability.

Article 14 Any matters not set forth herein shall be governed by the applicable laws and regulations.

Article 15 Implementation and Amendments to Procedures

1. The Operational Procedures for Acquisition or Disposal of Assets shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all audit committee

members as required in the preceding paragraph is not obtained, the Procedures may be implemented and shall be reported to a shareholders' meeting for an approval if approved by more than two-thirds of all directors. The amendment of the Operational Procedures for Acquisition or Disposal of Assets shall be subject to mutatis mutandis application of the preceding regulations. The resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting. If a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee.

2. When the Procedures are submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration for each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.
3. This procedure was established on June 17, 2011.
   The first amendment was made on June 29, 2012.
   The second amendment was made on May 20, 2013.
   The third amendment was made on May 30, 2014.
   The fourth amendment was made on May 29, 2015.
   The fifth amendment was made on May 19, 2017.
   The sixth amendment was made on May 18, 2018.
   The seventh amendment was made on May 16, 2019.
   The eighth amendment was made on June 18, 2020.
   The ninth amendment was made on July 7, 2021.
   The tenth amendment was made on June 29, 2022.

Appendix 3

TCI Co., Ltd.
Rules of Procedure of the Shareholders' Meeting

Article 1 Basis of Provision

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2 The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3 Convening Shareholders' Meetings, Meeting Notices, and Proposals

1. Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.
2. Any change in the manner of holding a shareholders' meeting shall be resolved by the Board of Directors and shall be made at the latest before the mailing of the notice of the shareholders' meeting.
3. The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting However, if the Company's paid-in capital reached NT$10 billion or more as of the end of the most recent fiscal year, or if the total percentage of foreign-invested and Republic of China-invested shares recorded in the shareholders register at the most recent annual general shareholders' meeting reached 30% or more, the Company shall complete the transmission of the electronic record before the shareholders' meeting 30 days prior to the meeting. 15 days before the date of the shareholders the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:
   (1) For physical shareholders' meetings, to be distributed on-site at the meeting.
   (2) For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
   (3) For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

4. The notice and announcement shall state the reason for the convening. The notice shall be given electronically with the consent of the relative parties.
5. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extempore motion.
6. A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders' meeting. However, each motion shall be limited to one motion, and any motion with more than one proposal shall not be included. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.
7. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.
8. Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.
9. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.
10. Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 Proxy for Annual Shareholders' Meeting(s)

1. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
2. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company 5 days

before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

Article 5 Time and Place of a Shareholders' Meeting

The venue for a shareholders' meeting shall be the premises of the Company, factory, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. When the Company holds a virtual shareholders' meeting, the Company shall not be restricted from holding the aforementioned meeting.

Article 6 Setting of Documents such as the Attendance Book

1. The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies will be accepted, the place to register for attendance, and other matters for attention.
2. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.
3. Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
4. The Company shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
5. The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

6. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
7. In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.
8. In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1 Convening Virtual Shareholders' Meetings and Particulars to be Included in Shareholders' Meeting Notice

The Company shall convene a virtual shareholders' meeting of the shareholders' general meeting, and the shareholders' meeting notice hall include the following matters:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
   (1) If the previously mentioned obstacles persist and cannot be resolved, leading to the need to postpone or continue the meeting, the time for such postponement or continuation, as well as the date for the postponed or continued meeting, shall be determined.
   (2) Shareholders who have not registered to participate by virtual in the original meeting are not permitted to participate in the adjourned or renewed meeting.
   (3) When holding a shareholders' meeting with virtual conferencing assistance, if the virtual conference cannot continue, the meeting shall proceed if the total number of shares represented, excluding those participating via virtual conferencing, meets the legal quorum for the shareholders' meeting. The shares of those who participated via virtual conference shall be counted towards the total number of shares represented at the meeting. However, they will be considered as abstaining from all proposals discussed at that meeting.
   (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7 Chairperson and Attendees of the Shareholder Meeting

1. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise the powers of the Chairman, the vice Chairman shall act in place of the Chairman; if there is no vice Chairman or the vice Chairman also is on leave or for any reason unable to exercise the powers of the vice Chairman,

the Chairman shall appoint one of the managing directors to act as chairperson, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chairperson.

2. When a managing director or a director serves as chairperson, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chairperson.
3. It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of the Board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.
4. If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairperson from among themselves.
5. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8 Documentation of a Shareholders' Meeting by Audio or Virtual

1. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and virtual recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.
2. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
3. Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and virtual record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and virtual recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and virtual recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.
4. In case of a virtual shareholders' meeting, the Company is advised to audio and virtual record the back-end operation interface of the virtual meeting platform.

Article 9 Calculation of Shares Represented and Conduct of the Shareholders' Meeting

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

2. The chairperson shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders' attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned. If the shareholders' meeting is held by virtual conference, the Company shall also announce the meeting on the virtual conference platform of the shareholders' meeting.
3. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. If a shareholders' meeting is held by virtual conference, shareholders who wish to attend by virtual shall re-register with the Company in accordance with Article 6.
4. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10 Discussion of Proposals

1. 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. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.
2. 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.
3. 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. If the chairperson declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
4. The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed.

Article 11 Shareholder Speech

1. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairperson.
2. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
3. Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may terminate the speech.
4. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairperson and the shareholder that has the floor; the chairperson shall stop any violation.
5. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.
6. After an attending shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chairperson declaring the meeting open until the chairperson declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12 Calculation of Voting Shares and Recusal

1. Voting at a shareholders' meeting shall be calculated based the number of shares.
2. 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.
3. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
4. The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
5. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued

shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 Voting on Motions, Monitoring and Counting

1. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.
2. When the Company holds a shareholders' meeting, the shareholders may exercise their voting rights in writing or electronically, and the method of exercising their voting rights in writing or electronically shall be set forth in the notice of the shareholders' meeting. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals. However, it shall be regarded as abstaining from voting on the extempore motion of the shareholders' meeting and the amendment of the original motion. It is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
3. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.
4. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.
5. Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.
6. In the resolution, if the chairperson of the meeting inquires and receives no objection, the motion is deemed passed, with equivalent force as a resolution by vote. If there is

any shareholder objecting to an agenda item, it shall be put to vote by a poll in compliance with the provisions mentioned in the preceding paragraph. If a shareholder attending a shareholders' meeting intends to propose an amendment or an alternative to a proposal not included in the meeting agenda, the proposal shall be seconded first and the proposer and seconder(s) shall collectively hold shares representing at least 1 percent of the total voting rights of issues shares of the Company.

7. When there is an amendment or an alternative to a proposal, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
8. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairperson, provided that all monitoring personnel shall be shareholders of the Company.
9. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
10. When the Company convenes a virtual shareholders' meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.
11. In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately.
12. When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.
13. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 Election

1. The election of directors at a shareholders' meeting shall be held in accordance with the Rules for the Election of Directors adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

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

Article 15 Resolutions

1. Matters relating to the resolutions of a shareholders' meeting shall be recorded in the Minutes for Shareholders' Meeting. The Minutes for Shareholders' Meeting shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The Minutes for Shareholders' Meeting may be produced and distributed in electronic form.
2. The Company may distribute the Minutes for Shareholders' Meeting of the preceding paragraph by means of a public announcement made through the MOPS.
3. The Minutes for Shareholders' Meeting shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.
4. The methods by which resolutions were adopted shall be a poll of the shareholders case by case. The Minutes for Shareholders' Meeting shall accurately record the statistical tallies of the numbers of votes, the percentage of the numbers of votes, and the voting means the exercised by the shareholders (on-site voting, correspondence, or electronic means).
5. Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chairperson's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.
6. When convening a virtual-only shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online

Article 16 Public Disclosure

1. On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting.
2. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

3. During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.
4. If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 Disclosure of Information at Virtual Meetings

In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairperson has announced the meeting adjourned.

Article 18 Location of the Chair and Secretary of Virtual-only Shareholders' Meeting

When the Company convenes a virtual-only shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

Article 19 Handling of Disconnection

1. In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.
2. In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.
3. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.
4. For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights, and number of election rights represented at the postponed or resumed session.
5. During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for

which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

6. When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.
7. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
8. When postponing or resuming a meeting according to the second paragraph, this Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
9. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 20 Handling of Digital Divide

When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 21 Maintaining Order at the Meeting Place

1. Personnel handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.
2. The chairperson may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
3. At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chairperson may prevent the shareholder from so doing.
4. When a shareholder violates the rules of procedure and defies the chairperson's correction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 22 Recess and Resumption

1. When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
2. If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.
3. A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 23 Supplementary Provisions

1. Any matters not set forth herein shall be governed by the applicable laws and regulations.
2. These Rules shall be effective upon adoption by the Board of Directors and shall be amended as well.

Article 24

Full articles promulgated on June 17, 2011.
The first amendment on October 24, 2018.
The second amendment on December 29, 2021.
The third amendment on May 29, 2015.
The fourth amendment on May 16, 2019.
The fifth amendment on June 29, 2022.

Appendix 4

TCI Co., Ltd.
Measures for Electing Directors

Article 1: These Measures are established to ensure a fair, just, and transparent election of directors and are in accordance with Articles 21 and 41 of the "Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies."

Article 2: The rules of procedures for this Company's Director election, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3: The election of the Company's directors shall consider the overall composition of the Board of Directors. The composition of the Board shall reflect diversity, and an appropriate diversity policy shall be formulated based on the Company's operations, business model, and development needs. This policy shall include, but is not limited to, the following two major aspects:

1. Basic conditions and values: sex, age, nationality, culture, and others.
2. Professional knowledge skills: professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.

The members of the Board shall generally possess the knowledge, skills and qualities necessary to carry out their duties. The overall capabilities of the Board shall include the following:

1. Operational judgment skills.
2. Accounting and financial analysis skills.
3. Operational management skills.
4. Crisis management skills.
5. Industry knowledge.
6. International market outlook.
7. Leadership skills.
8. Decision-making skills.

More than half of the board members must not have a spousal relationship or a familial relationship within the second degree of kinship with each other.

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

Article 4: The directors of the Company shall possess the following qualities:

1. Integrity and reliability.
2. Fair judgment.
3. Professional knowledge.
4. Extensive experience.
5. Ability to read financial statements.

In addition to the aforementioned qualifications, at least one director among the Board members must be a professional in accounting or finance.

The appointment of directors shall reference the regulations regarding the independence of independent directors for publicly listed companies, selecting appropriate directors to strengthen the Company's risk management and financial and operational control.

Among the directors, at least one must not have a spousal relationship or a familial relationship within the second degree of kinship with any other directors.

Directors must not concurrently serve as directors, managers, or other employees of the Company, and at least one director must have a residence within the country to promptly fulfill supervisory functions.

Article 5: The qualifications of the Company's independent directors must comply with Articles 2, 3, and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

The appointment of the Company's independent directors must comply with Articles 5, 6, 7, 8, and 9 of the same regulations and be conducted in accordance with Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies."

Article 6: The election of the Company's directors (including independent directors) shall be conducted in accordance with Article 13 of the Company's Articles of Association and Articles 192-1 of the Company Act and 26-3 of the Securities and Exchange Act. To review the qualifications, educational and professional backgrounds, and any circumstances listed in Article 30 of the Company Act of the director candidates, no additional qualification documents should be arbitrarily requested. The review results shall be provided to the shareholders for reference to select suitable directors. The procedure is as follows:

1. Before the suspension of stock transfers prior to the shareholders' meeting, the Company shall announce the period for accepting nominations of director candidates, the number of directors to be elected, the place of acceptance, and other necessary matters. The acceptance period shall not be less than ten days.
2. The Company may propose the list of director candidates in the following ways. After the nomination committee evaluates that the candidates meet the required qualifications, the list shall be submitted to the Board of Directors for approval and then elected by the shareholders' meeting:
   1. Shareholders holding more than 1% of the total number of issued shares may submit a list of director candidates to the company in writing. The number of nominees shall not exceed the number of directors to be elected.
   2. The Company's nomination committee may nominate a list of director candidates. The number of nominees shall not exceed the number of directors to be elected.
   3. Other methods as prescribed by the competent authority.
3. When providing the recommended list according to the previous item, shareholders and the nomination committee shall attach the nominee's name, education, experience, a letter of commitment to accept the position if elected as a director (or independent director), a declaration of no circumstances as specified in Article 30 of the Company Act, and other relevant documents.
4. The nomination committee shall review the nominated director candidates and include them in the list of director candidates unless any of the following circumstances apply:

1. The nominating shareholder submitted the nomination outside the announced acceptance period.
2. The nominating shareholder holds less than 1% of the shares when the Company suspends stock transfers under Article 165, Paragraph 2, or 3.
3. The number of nominees exceeds the number of directors to be elected.
4. Relevant documents specified in Item 3 are not attached.

Article 7: Delete

Article 8: The election of the Company's directors shall adopt a cumulative voting system. Each share has the same number of votes as the number of directors to be elected. These votes may be cast all for one candidate or distributed among several candidates.

Article 9: The Board of Directors shall prepare ballots equal to the number of directors to be elected, indicating the voting rights for each ballot. These ballots shall be distributed to the shareholders attending the shareholders' meeting. The voter's name can be substituted by printing the attendance certificate number on the ballot.

Article 10: The Company's directors shall be elected according to the number of seats specified in the Articles of Association, with the election rights calculated separately for independent directors and non-independent directors. The candidates who receive the most votes will be elected in order. If two or more candidates receive the same number of votes, exceeding the specified number of seats, a drawing will determine the winner among those with the same number of votes. The chairperson will draw on behalf of any absentee.

Article 11: Delete

Article 12: Before the election begins, the chairperson shall appoint a certain number of shareholders as scrutineers and vote counters to perform the relevant duties. The ballot box, prepared by the Board of Directors, shall be publicly inspected by the scrutineers before voting. After the voting, the scrutineers shall open the ballot box to count the votes.

Article 13: Delete

Article 14: A ballot shall be deemed invalid if any of the following conditions apply:

1. The ballot is not one prepared by the convener.
2. A blank ballot is cast.
3. The writing is illegible or altered.
4. The name on the ballot does not match any candidate on the list of director candidates.
5. Any text other than the allocation of voting rights is written on the ballot.

Article 15: Delete

Article 16: After the voting is completed, the ballots shall be counted on the spot under the supervision of the scrutineers. The results of the vote counting will be announced immediately by the chairperson, including the list of elected directors and the number of votes each received.

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

Article 17: The elected directors shall be issued an election notification by the Company's Board of Directors.

Article 18: If for any reason the number of directors is less than five, the Company shall hold a by-election at the most recent shareholders' meeting. However, if the number of directors' vacancies reaches one-third of the number of seats set forth in the Articles of Incorporation, the Company shall convene an interim meeting of shareholders to hold a by-election within 60 days from the date of occurrence of the fact.

Article 19: Delete

Article 20: If any elected director does not comply with Article 26-3 of the Securities and Exchange Act, the director with the lowest number of votes among those who do not comply shall be disqualified.

Article 21: The term of a director shall not exceed three years, but they may be re-elected for consecutive terms.

Article 22: If the term of a director expires and re-election is not yet completed, their duties shall be extended until the newly elected directors assume office. However, the competent authority may order the Company to hold re-elections within a specified period. If re-elections are not held by the end of the specified period, the directors will be automatically dismissed upon the expiration of the period.

Article 23: Matters not covered by these regulations shall be handled in accordance with the Company Act, the Securities and Exchange Act, the Company's Articles of Association, and other relevant laws and regulations.

Article 24: These Articles of Incorporation shall be effective upon adoption by the Board of Directors and resolution of the Shareholders' meeting and the same shall apply for amendment.

Article 25: These Rules were established on June 19, 2012.

The first amendment was made on May 30, 2014.

The second amendment was made on May 19, 2015.

The third amendment was made on June 29, 2022.

Appendix 5

TCI Co., Ltd.
Shareholding of Directors and the Minimum Shareholding Requirements

Title	Name	Date Elected	Term	Current Shareholding Till the Date for Suspension of Share Transfer (April 27, 2024)	%
Chairman	Yung Jiang Investment Co. Legal Director Representative Yung-Hsiang Lin	2023.06.27	3	6,789,248	5.74%
Director	Yang Guang Investment Co., Ltd.	2023.06.27	3	3,987,053	3.37%
Director	Maxigen Biotech Inc. Legal Director Representative Ching-Ting Chen	2023.06.27	3	2,531,000	2.14%
Independent Director	Sung-Yuan Liao	2023.06.27	3	0	0%
Independent Director	Chen-Yi Kao	2023.06.27	3	0	0%
Independent Director	Shu-Min He	2023.06.27	3	1,000	0%
Total				11,308,301	11.25

Notes:

1. According to Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," for companies with a paid-in capital exceeding NT$1 billion but less than NT$2 billion, the total shares held by all directors must be no less than 7.5%, and the total shares held by all supervisors must be no less than 0.75%. The shareholdings of independent directors elected by a public company shall not be counted in the total referred to in the preceding paragraph; if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent.
2. The amount of the total issued shares of the Company is NT$1,182,608,300, and the number of the total issued shares is 1,182,608,300 till April 28, 2025. The minimum number of shareholding requirements for directors shall be 8,000,000 in compliance with the relevant law and regulations mentioned in the preceding paragraph.
3. The number of the total shareholding of the Company's directors is 13,308,301 till the date for the suspension of share transfer, April 28, 2025. This number meets the shareholding requirements for directors in the relevant law and regulations.