Stock Code: 5314



Myson Century, Inc.

2024

General Meeting of Shareholders Handbook

Date of Meeting: May 29, 2024

(Wednesday) 9:00 a.m.

Location: 18F-7, No. 248, Yonghua Rd., Sec. 2, Anping Dist.,

Tainan City (The Company's Yonghua Conference

Room)

Method: Physical shareholders' meeting

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The Procedure for the 2024 General Meeting of Shareholders

- I. Call Meeting to Order
- II. Chairman's Message
- III. Matters to Be Reported
- IV. Ratifications
- V. Matters for Discussion
- VI. Election Matters
- VII. Other Proposals
- VIII. Provisional Motion
- IX. Adjournment

Agenda of 2024 General Meeting of Shareholders

Date of meeting: 9:00 am, May 29, 2024 (Wednesday)

Location: 18F-7, No. 248, Sec. 2, Yong Hua Road, An Ping District, Tainan City (The Company's Yonghua Conference Room)

- I. Report the number of shares represented and declare meetings convened.
- II. Chairman's opening remarks

III. Report Items:

- (I) Business status in 2023.
- (II) Audit Committee's review report on 2023 financial statements.
- (III) The motion for not to proceed with the private placement of common shares approved by the General Meeting of Shareholders in 2023.
- (IV) 2023 cash dividend distribution report.

IV. Ratification:

Motion 1: Motion for ratification on 2023 business report and financial statements.

Motion 2: Motion for ratification on earnings distribution in 2023.

V. Matters to be discussed:

Motion 1: Motion for amendments to the Company's Articles of Incorporation.

Motion 2: Motion for amendments to the Company's "Operational Procedures for Loaning Funds to Others".

- VI. **Election:** Election of all the directors (including independent directors).
- VII. **Other motions:** Release of non-compete restrictions on the newly elected directors and their representatives.

VIII.Extraordinary Motion

IX. Adjournment

Report Items

Cause: (I) Report on business status in 2023.

Explanation: Please refer to Pages 9~10 of the Handbook.

Cause: (II) Audit Committee's review report on 2023 financial statements.

Explanation: Please refer to Page 11 of the Handbook.

Cause: (III) The motion for not to proceed with the private placement of common shares approved by the General Meeting of Shareholders in 2023.

Explanation: 1. According to Article 43-6 of the Securities and Exchange Act, the Company's private placement of common shares for 2023, approved by the shareholders' meeting held on June 6, 2023, shall be carried out one year before the expiration of the date of the resolution of the shareholders' meeting.

2. Due to a slight growth in operations in 2023, the current company stock price is rising. Considering the investment interest of certain private placement applicants, the Company intends to switch from private placement to public offering. Therefore, the plan to issue common shares through private placement for the fiscal year 2023 will not be continued within the deadline.

Cause: (IV) 2023 cash dividend distribution report.

Explanation: The company distributed cash dividends from its earnings in 2012 totaling

NT\$26,460,000, distributing NT\$1.8 per share.

The odd amount of this cash dividend distribution less than NT\$1 will be included in the company's other income and shall be determined in accordance

with the company's articles of association.

The funds have been distributed through a special resolution of the board of directors, and all will be distributed with surplus.

Ratification

Motion 1: Motion for ratification on 2023 business report and financial statements.

(Proposed by the Board of Directors)

Explanation: 1. The Company's 2023 financial statements were audited by Vincent Hsu and David Chen, CPAs of KPMG Taiwan. The aforementioned financial statements, along with the business report, have been audited by the Audit Committee, with a written report issued.

2. Please refer to Pages 9~26 of the Handbook.

Resolution:

Motion 2: Motion for ratification on earnings distribution in 2023. (Proposed by the Board of Directors)

Explanation: 1.For the 2023 statement of earnings distribution, please refer to Page 27 of the Handbook.

2. The chairman is authorized to set another ex-dividend base date, payout date and other related matters. If subsequent changes in the company's share capital affect the number of outstanding shares and the shareholder dividend rate changes accordingly, the chairman is also authorized to adjust it with full authority.

Resolution:

Matters to be discussed:

Motion 1: Motion for amendments to the Company's Articles of Incorporation. (Proposed by the Board of Directors)

Explanation: 1. Amendments to the Company's Articles of Incorporation in line with the Company's future business plan.

2. For the "Comparison table before and after the amendments to the Articles of Incorporation", please refer to Pages 28~30 of the Handbook.

Resolution:

Motion 2: Motion for amendments to the Company's "Operational Procedures for Loaning Funds to Others".(Proposed by the Board of Directors)

Explanations: 1. Amended according to the needs of practical operation.

2. For the "Comparison Table Before and After the Amendments to the Operational Procedures for Loaning Funds to Others", please refer to Pages 31~32 of the Handbook.

Resolution:

Election matters

Cause: Election of all the directors (including independent directors). (Proposed by the Board of Directors)

Explanation: 1. The term of office of the directors of the Company expires on June 30, 2024. It is planned to re-elect all directors (including independent directors) in advance at the general meeting of shareholders on May 29, 2024.

- 2. In compliance with the Company's Articles of Incorporation, 7 directors (including 4 independent directors) are to be elected for the election. The new directors will assume office immediately after the shareholders' meeting for a term of three years from May 29, 2024 to May 28, 2027, and are eligible to be re-elected.
- 3. The election of directors (including independent directors) of the Company adopts the candidate nomination system, and the shareholders' meeting shall elect directors (including independent directors) from the list of candidates.
- 4. The qualifications for directors (including independent directors) have been reviewed and approved by the Board of Directors. For the list of director candidates, their education and experience, and the number of shares of the Company held, please refer to Page 33 of this Handbook.

Election result:

Other proposals

Cause: Release of non-compete restrictions for the Company's newly elected directors.

(Proposed by the Board of Directors)

Explanations: 1. In accordance with Article 209, Paragraph 1 of the Company Act, "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval".

2. It is proposed to request the shareholders' meeting to approve the release of non-compete restrictions on directors and their representatives newly elected by the shareholders' meeting this year, and to supplement the content of the competition on the spot before the discussion of this motion.

Resolution:

Extraordinary Motion

Meeting adjourned

Appendix

Business Report

I. The 2023 business results:

Parent Company Only: Unit: NTD thousand

Product Type	2023	2022	Increase (Decrease)	Variation Ratio
Operating Revenue	66,774	7,526	59,248	787.24
Operating Gross Profit	11,919	8,214	3,705	45.11
Net Operating Loss	(5,661)	(21,421)	15,760	(73.57)
Profit (loss) before tax	31,050	(2,671)	33,721	(1262.49)

Consolidated: Unit: NTD thousand

Product Type	2023	2022	Increase (Decrease)	Variation Ratio
Operating Revenue	85,353	18,432	66,921	363.07
Operating Gross Profit	16,441	16,791	(350)	(2.08)
Net Operating Loss	(7,062)	(13,281)	6,219	(46.83)
Profit (loss) before tax	30,890	(2,671)	33,561	(1256.50)

Unit: NTD thousand

Product Type	2023	Revenue	2022	Revenue
	Revenue	Proportion %	Revenue	Proportion %
Integrated Circuit Products	0	0	7,526	40.83
Digital surveillance system products	6,910	8.10	10,906	59.17
Catering revenue	11,669	13.67	-	-
Decoration engineering	64,216	75.24	-	-
Sale of building materials	2,558	2.99	-	-
Total	85,353	100.00	18,432	100.00

The business scope of the Company includes the design, production, and sales of integrated circuits and digital surveillance systems, etc. Catering revenue, decoration engineering, and sales of building materials were added to the list in 2023. The total consolidated net operating revenues of 2023 increased significantly by 363.07% compared to the previous year. Within the total consolidated revenue, the revenue from digital surveillance system products was NTD 6,910 thousand, accounting for 8.10% of the total revenue; the catering revenue was NTD 11,669 thousand, accounting for 13.67% of the total revenue; the revenue from decoration engineering was NTD 64,216 thousand, accounting for 75.24% of the total revenue; and the revenue from sales of building materials was NTD 2,558 thousand, accounting for 2.99% of the total revenue. The reason for the increase in revenue of its product lines compared to the previous year is the diversified operations in 2023.

The consolidated operating expenses for 2023 were NT\$23,503 thousand, a decrease of NT\$6,569 thousand from the previous year, mainly due to the organizational restructuring. The consolidated net non-operating income for 2023 were NT\$37,952 thousand, a increase of NT\$33,561 thousand from the net non-operating expenses of NT\$2,671 thousand in the previous year, mainly due to the gain from the disposal of plants. Based on the above, the net profit totaled NT\$30,890 thousand in 2023, with a net profit of NT\$31,050 thousand or an earnings per share of NT\$2.11 attributed to owners of the parent company.

II. Implementation of operating income and expense budget:

As the Company did not prepare financial forecasts for 2023, there is no need to disclose the implementation status.

III. Summary of the 2024 business plan

In 2024, the Company continued its organizational re-adjustment and diversified operations to increase operating revenues and reduce costs.

The Company's business goals 2024 are as follows:

- 1. Continue to carry out reorganization, operating cost reduction, thus decreasing losses.
- 2. Under the principle of prudence, we will continue to diversify our operations and explore new service items proactively in the hope that they will be a momentum for operation and can be developed into independent and profitable businesses, thus benefiting the growth of the Company's image.

Lastly, I would like to thank all the shareholders for their trust and support over the years. In the face of tough challenges, we will continue to work hard and look forward to your continued support.

Chairman: Chang Yu-Ming General Manager: Chang Shuo-Wen Chief Accounting Officer: Chu Li-Chuan









The Board of Directors prepared the Company's 2023 business report, motions for the parent company only financial statement and consolidated financial statement. Among them, the parent company only financial statement and consolidated financial statement were audited by CPAs Vincent Hsu and David Chen of KPMG Taiwan, with an audit report issued thereafter, together with the financial statements, and the statement of loss for 2023. The Audit Committee has reviewed the aforementioned financial statements and found no inconsistency. These reports have been prepared in accordance with Article 219 of the Company Act.

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Myson Century, Inc. 2024 General Meeting of Shareholders

Chairman of the Audit Committee: Hsu, Shou-Te

Independent Auditors' Report

To the Board of Directors of Myson Century, Inc.:

Opinion

We have audited the accompanying consolidated balance sheets of Myson Century, Inc. and its subsidiaries as of December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, parent company only statements of changes in equity, parent company only statements of cash flows as of January 1 to December 31, 2023 and 2022, and notes to the consolidated financial statements (including a summary of significant accounting policies).

In our opinion, based on our audit results and the audit reports of other public accountants, the above-mentioned parent company only financial statements present fairly, in all material aspects, the consolidated financial position of Myson Century and its subsidiaries as of December 31, 2023 and 2022, and its consolidated financial performance and consolidated cash flows as of January 1 to December 31, 2023 and 2022 in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers," IFRSs, IASs, IFRICs, SICs approved and issued into effect by the FSC.

Basis for Opinion

We are engaged to conduct our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and the auditing standards. Our responsibility under such standards will be further explained in the section titled "Independent accountant's responsibilities for the audit of the consolidate financial statements." Our staffs subject to the independence requirements are complied with the Codes of Professional Ethics for Certified Public Accountants, independent of Myson Century and its subsidiaries, and have fulfilled other ethical responsibilities in accordance with the Codes. 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 refer to those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of Myson Century and its subsidiaries for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters. Key audit matters for the Company's parent company only financial

statements for the year ended December 31, 2023 are stated as follows:

I. Revenue recognition

Please refer to Note 4(13) "Revenue recognition" of the consolidated financial statements for the accounting policy for the recognition of revenue, and Note 6(17) "Revenue from contracts with customers" of the consolidated financial statements for the relevant disclosure of revenue.

Description of Key Audit Matters:

Myson Century, Inc. and its subsidiaries are TPEx-listed companies involving in public interest, and shareholders are highly concerned about its operating performance. Therefore, revenue recognition is one of the key matters when conducting our audit.

Responsive audit procedures:

Our audit procedures for the above key audit matters primarily include the following: understanding the relevant internal controls on recognition of sales revenue; understanding the main revenue types, contract terms and transaction conditions to evaluate whether the accounting policies at the time of revenue recognition are appropriate; reviewing samples of sales contracts or orders, assessing the impact of the contract terms and transaction conditions on the revenue recognition, determining whether the accounting treatment is appropriate; and assessing whether the relevant information of revenue has been appropriately disclosed.

2. Recognition of gains and losses on disposal of assets

Please refer to Note 4(9) "Property, plant and equipment" of the consolidated financial statements for the accounting policies of property, plant and equipment, and Note 6(19) "Non-operating income and expenses" for the gains on disposal of property, plant and equipment.

Description of Key Audit Matters:

Myson Century, Inc. sold its property in 2023, with a disposal price of NTD 71,086 thousand and a gain on disposal of NTD 34,788 thousand. The impact of the transaction on the financial statements is material. If it is not calculated and recorded correctly, it may affect the amounts of property, plant and equipment and gains or losses on disposal. Therefore, it is determined as a key audit matter.

Responsive audit procedures:

Our audit procedures for key audit matters regarding the recognition of gains and losses on disposal of assets include the following: obtaining relevant minutes of board meetings and real estate transaction contracts, understanding the content of the disposal transaction, the counterparty, and the reasonableness of pricing; examining payment documents to confirm whether the payer aligns with the counterparty of the transaction; and recalculating the gains and losses on disposal of assets and verifying the accuracy of the timing for recognizing these gains and losses.

Other Matters

The 2022 consolidated financial statements of Myson Century, Inc. and its subsidiaries were audited by other auditors, who issued an unqualified opinion on February 24, 2023.

For your reference, Myson Century, Inc. has prepared its parent company only financial statements for the years 2023, and we have issued an unqualified audit report thereon.

Responsibilities of Management and Those Charged with Governance for the Consolidated 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", the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed and issued into effect by the FSC, and for such internal control as management determines is necessary to enable the preparation of the parent company only 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 ability of Myson Century, Inc. and its subsidiaries 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 Myson Century, Inc. and its subsidiaries or to cease operation, or has no realistic alternative but to do so.

Those charged with governance, including the Audit Committee, are responsible for overseeing the financial reporting process of Myson Century, Inc. and its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- 1. Identify and assess the risks of material misstatement of the financial report, 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 internal control of Myson Century, Inc. and its subsidiaries.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and the directors.
- 4. Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

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

- 5. Evaluate the overall presentation, structure and content of the financial report, 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 audit. We remain solely responsible for our audit opinion.

We communicate with the directors, 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 stated in the Codes of Professional Ethics for Certified Public Accountants, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine the key audit matters for the consolidated financial statements of Myson Century, Inc. and its subsdiaries for the year ended December 31, 2023. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

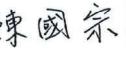
KPMG Taiwan

CPAs:

Reference number of Competent Authority's approval of attestation

February 27, 2024







Chin-Kuan-Cheng (VI)

No.0960069825
(89) Tai-Tsai-Cheng (VI)
No.62474

Unit: NTD thousand

		2023.12.3	1	2022.12.3	1			2	023.12.31		2022.12.3	1
	Assets	Amount	%	Amount	%		Liabilities and equity	An	nount	%	Amount	%
	Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 59,024	24	30,125	16	2130	Contract liabilities - current (Note 6(17) and 7)	\$	2,033	1	172	-
1136	Financial assets at amortized cost - current (Note 6(3))	3,723	2	5,850	3	2170	Accounts payable		42,084	18	-	-
1170	Accounts receivable, net (Note 6(4) and (17))	1,939	1	-	-	2200	Other payables		4,328	2	7,096	4
1180	Accounts receivable - related parties, net (Note 6(4), (17) and 7)	78,312	32	9,969	6	2220	Other payables - related parties (Note 7)		10,021	4	-	-
1200	Other receivables	1,197	' -	3	-	2280	Lease liabilities - current (Note 6(11), (23) and 7)		996	-	780	1
1220	Current tax assets for the period	ϵ	-	30	-	2320	Long-term liabilities due within one year or one operating cycle (Note 6(10),		-	-	2,085	1
130X	Inventory (Note 6(5))	66	-	-	-		(23) and 8)					
1410	Prepayments	5,265	2	1,507	1	2399	Other current liabilities -other		70	-	33	
1470	Other current assets	83	-	1			Total current liabilities		59,532	25	10,166	6
	Total current assets	149,615	61	47,485	26		Non-current liabilities:					
	Non-current assets:					2540	Long-term borrowings (Note 6(10), (23) and 8)		-	-	32,883	18
1517	Financial assets at fair value through other comprehensive income/loss -	84,901	35	85,997	47	2580	Lease liabilities - non-current (Note 6(11), (23) and 7)		2,683	1	9,671	5
	non-current (Note 6(2))					2645	Guarantee deposits received (Note 6(23))		_	-	9,044	5
1535	Financial assets at amortized cost - non-current (Note 6(3) and 8)	-	-	1,750	1		Total non-current liabilities		2,683	1	51,598	28
1600	Property, plant and equipment (Note 6(8) and 8)	6,309	3	38,063	20		Total liabilities		62,215	26	61,764	34
1755	Right-of-use assets (Note 6(8) and 7)	3,581	1	10,666	6		Equity attributable to owners of the parent company (Note 6(2), (6) and					
1780	Intangible assets (Note 6(9))	52	-	167	-		(15)):					
1920	Refundable deposits (Note 7)	728	-	97		3100	Share capital		147,000	60	147,000	80
	Total non-current assets	95,571	39	136,740	74	3200	Capital surplus		169	-	103	-
						3300	Retained earnings (deficit to be offset)		29,537	12	(4,386)	(3)
						3400	Other equity		3,391	1	(20,256)	(11)
							Subtotal of equity attributable to owners of the parent company		180,097	73	122,461	66
							Non-controlling interest:					
						36XX	Non-controlling interest		2,874	1	-	
	Total assets	<u>\$ 245,186</u>	100	184,225	100		Total equity		182,971	74	122,461	66
							Total liabilities and equity	<u>\$</u>	245,186	100	184,225	<u>100</u>

Chairman: Chang, Mu-Ming

Managerial Officer: Chang, Shuo-Wen ~16~

Chief Accounting Officer: Chu, Li-Chuan

Myson Century, Inc. and Subsidiaries

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

			2023		2022	
		Aı	nount	%	Amount	%
4000	Operating revenue (Note 6(17) and 7)	\$	85,353	100	18,432	100
5000	Operating costs (Note 6(5), (12), (13) and 12)		68,912	81	1,641	9
5900	Operating Gross Profit		16,441	19	16,791	91
	Operating expenses (Note 6(11), (12), (13), (18) and 12):					
6100	Selling expenses		5,135	6	822	4
6200	Administrative expenses		18,368	22	29,250	159
	Total operational expenses		23,503	28	30,072	163
6900	Operating losses		(7,062)	(9)	(13,281)	(72)
	Non-operating income and expenses (Note 6(2), (11), (19) and 7):					
7100	Interest revenue		425	-	116	1
7010	Other income		3,662	4	10,410	56
7020	Other gains and losses		34,566	40	752	4
7050	Finance cost		(701)	(1)	(668)	(4)
	Total non-operating income and expenses		37,952	43	10,610	57
7900	Profit (Loss) Before Tax		30,890	34	(2,671)	(15)
7950	Less: Income tax expenses (Note 6(14))		-	-	-	
8200	Net profit (loss) for the period		30,890	34	(2,671)	(15)
8300	Other comprehensive income/(loss):					
8310	Components not to be reclassified to profit or loss					
8316	Unrealized gains and losses on valuation of investment in equity					
	instruments measured at fair value through other					
	comprehensive income/loss (Note 6(15))		26,520	31	(39,144)	(212)
8349	Less: Income tax related to components of other comprehensive		_	_	-	_
	income that will not be reclassified to profit or loss (Note					•
	6(14))					
	0(17))		26,520	31	(39,144)	(212)
	Other comprehensive income/loss of the period		26,520	31	(39,144)	
8500	Total comprehensive income/loss for the period	\$	57,410	65	(41.815)	
0500	Net income (loss) attributable to:		07,110		(11,010)	\
8610	Owners of the parent	\$	31,050	34	(2,671)	(15)
8620	Non-controlling interest	Ψ	(160)	_	-	-
0020	Net profit (loss) for the period	\$	30,890	34	(2,671)	(15)
	Total comprehensive income/loss attributable to:		00,020		(2,0/1)	(10)
8710	Owners of the parent	\$	57,570	65	(41,815)	(227)
8720	Non-controlling interest	Ψ	(160)	-	-	-
0720	Total comprehensive income/loss for the period	\$	57,410	65	(41,815)	(227)
	Earnings (losses) per share (Note 6(16)):		2.,110		(.1,010)	,
9750	Basic earnings (losses) per share (Unit: NTD)	\$_		2.11		(0.18)
9850	Diluted earnings (losses) per share (Unit: NTD)	\$		2.11		(0.18)
7000	Zanton on mago (1000es) per sum e (canto 1112)	Ψ.		-,11		, v.10/

Chairman: Chang, Yu-Ming Managerial Officer: Chang, Shuo-Wen

Chief Accounting Officer: Chu, Li-Chuan

Myson Century, Inc. and Subsidiaries

Consolidated Statement of Changes in Equity

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

								CHIC. I	ib thousan
				table to owners of the	parent company				
	Share capital - common stock	Capital surplus	Retained Special reserve	Retained earnings (deficit to be offset)	Total	Other equity interest Unrealized gain or losses on financial assets at fair value through other comprehensive income/loss	Total equity attributable to owners of the parent company	Non-controlling interest	Total equity
Balance as of January 1, 2022	\$ 600,000	4,660	196	(457,753)	(457,557)	17,173	164,276	-	164,276
Net loss for the period	-	-	-	(2,671)	(2,671)	-	(2,671)	-	(2,671)
Other comprehensive income/loss of the									
period			-	-	-	(39,144)	(39,144)	-	(39,144)
Total comprehensive income/loss for the									
period		-	-	(2,671)	(2,671)	(39,144)	(41,815)	-	(41,815)
Appropriation and distribution of retained earnings:									
Special reserve to cover losses	-	-	(196)	196	-	-	-	-	-
Other changes in capital surplus:									
Capital surplus to cover losses	-	(4,557)	-	4,557	4,557	-	-	-	-
Capital reduction to cover losses	(453,000)	-	-	453,000	453,000	-	-	-	-
Disposal of financial instrument measured									
at fair value through other									
comprehensive income		-	-	(1,715)	(1,715)	1,715	-	-	-
Balance as of December 31, 2022	147,000	103	-	(4,386)	(4,386)	(20,256)	122,461	-	122,461
Net profit (loss) for the period	-	-	-	31,050	31,050	-	31,050	(160)	30,890
Other comprehensive income/loss of the									
period			-		<u>-</u> .	26,520	26,520	-	26,520
Total other comprehensive income/loss for									
the period		<u> </u>	-	31,050	31,050	26,520	57,570	(160)	57,410
Changes in ownership interest of									
subsidiaries	-	66	-	-	-	-	66	(66)	-
Changes in non-controlling interest	-	-	-	-	-	-	-	3,100	3,100
Disposal of financial instrument measured									
at fair value through other									
comprehensive income		<u> </u>	-	2,873	2,873	(2,873)	-	<u> </u>	<u> </u>
Balance as of December 31, 2023	\$ 147,000	169	-	29,537	29,537	3,391	180,097	2,874	182,971

Chairman: Chang, Yu-Min

Managerial Officer: Chang, Shuo-Wen $\sim 18 \sim$

Chief Accounting Officer: Chu, Li-Chuan

Myson Century, Inc. and Subsidiaries

Consolidated Statement of Cash Flow

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

		2023	2022
Cash flows from operating activities:		• • • • •	(2 (24)
Profit (Loss) Before Tax	<u>\$</u>	30,890	(2,671)
Adjustments:			
Profit/loss		2.027	2 (04
Depreciation expense		2,827	2,684
Amortization expense		115	222
Interest expense		701	668
Interest revenue		(425)	(116)
Dividend revenue		(142)	(5,067)
Gains on disposal of property, plant and equipment		(34,788)	- (2.70)
Unrealized foreign currency exchange gain		(67)	(358)
Lease modification losses (gains)		271	(548)
Total adjustments to reconcile profit (loss)		(31,508)	(2,515)
Changes in operating assets/liabilities:			
Changes in operating assets, net:		/	
(Increase) decrease in accounts receivable		(1,939)	555
Increase in accounts receivable - related parties		(68,343)	(9,969)
(Increase) decrease in other receivables		(125)	1
Increase in inventory		(66)	-
Increase in prepayments		(3,758)	(1,263)
Increase in other current assets		(82)	(137)
Total changes in operating assets, net		(74,313)	(10,813)
Changes in operating liabilities, net:			
Increase in contract liabilities		1,861	88
Increase (decrease) in accounts payable		42,084	(91)
(Decrease) increase in other payables		(2,714)	464
Increase (decrease) in other current liabilities		37	(7)
Total changes in operating liabilities, net		41,268	454
Total changes in operating assets and liabilities, net		(33,045)	(10,359)
Total adjustments		(64,553)	(12,874)
Cash flows generated from operation		(33,663)	(15,545)
Interest received		428	116
Dividends received		142	5,067
Interest paid		(565)	(668)
Income taxes refunded		24	140
Cash outflow generated from operating activities		(33,634)	(10,890)
Cash flows from investing activities:			
Acquisition of financial assets at fair value through other comprehensive income/loss		-	(87,319)
Disposal of financial assets at fair value through other comprehensive income		26,544	39,816
Disposal of financial assets measured at amortized cost		3,877	14,244
Acquisition of property, plant and equipment		(6,468)	-
Disposal of property, plant and equipment		71,086	-
Increase in refundable deposits		(631)	-
Net cash flows from (used in) investing activities		94,408	(33,259)
Cash flows from financing activities:			
Long-term borrowings		-	36,000
Repayment of long-term borrowings		(34,968)	(1,032)
Increase of guarantee deposits received		-	9,008
Decrease in guarantee deposits received		(9,044)	-
Increase in other receivables - related parties		10,000	_
Repayment of lease principal		(1,030)	(738)
Change in non-controlling interest		3,100	- (730)
Net cash flows (used in) from investing activities		(31,942)	43,238
Effect of exchange rate changes on cash and cash equivalents		67	358
Increase (decrease) in cash and cash equivalents for the period		28,899	(553)
Cash and cash equivalents, beginning of period		30,125	30,678
Cash and cash equivalents, end of period	•	59,024	30,125
Cash and Cash equivalents, the of period	<u> </u>	37,024	30,125

Independent Auditors' Report

To the Board of Directors of Myson Century, Inc.:

Opinion

We have audited the accompanying parent company only balance sheets of Myson Century, Inc. as of December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, parent company only statements of changes in equity, parent company only statements of cash flows as of January 1 to December 31, 2023 and 2022, and notes to the parent company only financial statements (including a summary of significant accounting policies).

In our opinion, based on our audit results and the audit reports of other public accountants, the above-mentioned parent company only financial statements present fairly, in all material aspects, the parent company only financial position of Myson Century, Inc. as of December 31, 2023 and 2022, and its parent company only financial performance and parent company only cash flows as of January 1 to December 31, 2023 and 2022 in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers."

Basis for Opinion

We are engaged to conduct our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and the auditing standards. Our responsibility under such standards will be further explained in the section titled Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements. Our staffs subject to the independence requirements are complied with the Codes of Professional Ethics for Certified Public Accountants, independent of Myson Century, Inc., and have fulfilled other ethical responsibilities in accordance with the Codes. 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 refer to those matters that, in our professional judgment, were of most significance in the audit of Myson Century, Inc. parent company only financial statements for the year ended December 31, 2023. 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 parent company only financial statements for the year ended December 31, 2023 are stated as follows:

I. Revenue recognition

Please refer to Note 4(13) "Revenue recognition" of the parent company only financial statements for the accounting policy for the recognition of revenue, and Note 6(18) "Revenue from contracts with customers" of the parent company only financial statements for the relevant disclosure of revenue. Description of Key Audit Matters:

Myson Century, Inc. is a TPEx-listed company involving in public interest, and shareholders are highly concerned about its operating performance. Therefore, revenue recognition is one of the key matters when conducting our audit.

Responsive audit procedures:

Our audit procedures for the above key audit matters primarily include the following: understanding the relevant internal controls on recognition of sales revenue; understanding the main revenue types, contract terms and transaction conditions to evaluate whether the accounting policies at the time of revenue recognition are appropriate; reviewing samples of sales contracts or orders, assessing the impact of the contract terms and transaction conditions on the revenue recognition, determining whether the accounting treatment is appropriate; and assessing whether the relevant information of revenue has been appropriately disclosed.

2. Recognition of gains and losses on disposal of assets

Please refer to Note 4(9) "Property, plant and equipment" of the parent company only financial statements for the accounting policies of property, plant and equipment, and Note 6(20) "Non-operating income and expenses" for the gains on disposal of property, plant and equipment.

Description of Key Audit Matters:

Myson Century, Inc. sold its property in 2023, with a disposal price of NTD 71,086 thousand and a gain on disposal of NTD 34,788 thousand. The impact of the transaction on the financial statements is material. If it is not calculated and recorded correctly, it may affect the amounts of property, plant and equipment and gains or losses on disposal. Therefore, it is determined as a key audit matter.

Responsive audit procedures:

Our audit procedures for key audit matters regarding the recognition of gains and losses on disposal of assets include the following: obtaining relevant minutes of board meetings and real estate transaction contracts, understanding the content of the disposal transaction, the counterparty, and the reasonableness of pricing; examining payment documents to confirm whether the payer aligns with the counterparty of the transaction; and recalculating the gains and losses on disposal of assets and verifying the accuracy of the timing for recognizing these gains and losses.

Other Matters

The Company's 2022 parent company only financial statements were audited by other auditors, who issued an unqualified opinion on February 24, 2023.

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 for such internal control as management determines is necessary to enable the preparation of the 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 Myson Century'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 Myson Century or to cease operation, or has no realistic alternative but to do so.

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

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

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

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

- 1. Identify and assess the risks of material misstatement of the financial report, 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 and the directors.
- 4. Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- 5. Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the parent company only financial statements represents the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient appropriate audit evidence regarding the financial information of the investment in other entities accounted for under the equity method to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with the directors, 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 stated in the Codes of Professional Ethics for Certified Public Accountants, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine the key audit matters for Myson Century's parent company only financial statements for the year ended December 31, 2023. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG Taiwan

CPAs:

Reference number of Competent Authority's approval of attestation

February 27, 2024

許 搬 隆

陳國宗

Chin-Kuan-Cheng (VI) No.0960069825 (89) Tai-Tsai-Cheng (VI)

No.62474

Unit: NTD thousand

	Assets		2023.12.31 Amount %		.12.31			Liabilities and equity		2023.12.31 nount	<u>%</u>	2022.12.3 Amount	<u>81</u> %
	Current assets:		<u> 70</u>		<u></u> _/	<u> </u>		Current liabilities:	- 2 111		<u>/U</u> _	Timount	
1100	Cash and cash equivalents (Note 6(1))	\$	30,725 13	3 21	,436	12	2130	Contract liabilities - current (Note 6(18) and 7)	\$	2,033	1	_	_
1136	Financial assets at amortized cost - current (Note 6(3))	•	1,811		,649	1	2170	Accounts payable	•	40,949	17	-	-
1180	Accounts receivable - related parties, net (Note 6(4), (18) and 7)		78,312 3		7,074	4	2200	Other payables		2,905	1	6,659	4
1200	Other receivables		1,197	1	3	_	2220	Other payables - related parties (Note 7)		10,021	5	-	-
1210	Other receivables - related parties (Note 7)		3,004	1 -		-	2280	Lease liabilities - current (Note 6(12), (24) and 7)		353	_	780	-
1220	Current tax assets for the period		6 -		30	-	2320	Long-term liabilities due within one year or one operating cycle (Note 6(11),		-	_	2,085	1
1410	Prepayments		5,151	2	165	-		(24) and 8)					
1470	Other current assets		83 -		136	<u>-</u>	2399	Other current liabilities -other		39	-	33	
	Total current assets		120,289 5	1 30),493	17		Total current liabilities		56,300	24	9,557	5
	Non-current assets:							Non-current liabilities:					
1517	Financial assets at fair value through other comprehensive income/loss -		84,901 30	6 85	5,997	47	2540	Long-term borrowings (Note 6(11), (24) and 8)		-	-	32,883	18
	non-current (Note 6(2))						2580	Lease liabilities - non-current (Note 6(12), (24) and 7)		545	-	9,671	5
1535	Financial assets at amortized cost - non-current (Note 6(3) and 8)			1	,750	1	2645	Guarantee deposits received (Note 6(24))		-	-	9,044	5
1550	Investments accounted for under the equity method (Note 6(6) and 7)		30,389 13	3 16	5,383	9		Total non-current liabilities		545	-	51,598	28
1600	Property, plant and equipment (Note 6(8) and 8)		341 -	38	3,063	20		Total liabilities		56,845	24	61,155	33
1755	Right-of-use assets (Note 6(9) and 7)		873 -	10),666	6		Equity attributable to owners of the parent company (Note 6(2), (7) and					
1780	Intangible assets (Note 6(10))		52 -		167	-		(16)):					
1920	Refundable deposits (Note 7)		97 -		97		3100	Share capital		147,000	62	147,000	80
	Total non-current assets		116,653 49	9 153	3,123	83	3200	Capital surplus		169	-	103	-
							3300	Retained earnings (deficit to be offset)		29,537	13	(4,386)	(2)
							3400	Other equity		3,391	1	(20,256)	(11)
	Total assets	<u>\$</u>	236,942 10	0 183	3,616 1	<u>100</u>		Total equity		180,097	76	122,461	67
								Total liabilities and equity	\$	236,942	100	183,616	100

Chairman: Chang, Yu-Ming

Managerial Officer: Chang, Shuo-Wen

Statement of Comprehensive Income

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

Mount Moun				2023		2022	
5000 Operating costs (Note 6(5) and 12) 54,855 82 (688) (9) 5900 Operating Gross Profit 11,919 18 8,214 100 6100 Operating expenses (Note 6(12), (14), (19) and 12): 29 - 694 9 6200 Administrative expenses 17,551 26 28,941 385 690 Operating losses (5,661) 48 20,243 394 690 Operating losses (5,661) 48 20,243 394 700 Operating income and expenses (Note 6(2), (12), (20) and 7): 1168 - 81 1 7100 Interest revenue 168 - 81 1 7010 Other income 3,580 5 10,398 138 7020 Other gains and losses 661 (1) 668 9 7030 Finance cost 36,711 55 18,755 24 7041 Total non-operating income and expenses 36,711 55 18,755 24 <th></th> <th></th> <th>A</th> <th>mount</th> <th>%</th> <th>Amount</th> <th>%</th>			A	mount	%	Amount	%
	4000	Operating revenue (Note 6(18) and 7)	\$	66,774	100	7,526	100
Selling expenses (Note 6(12), (14), (19) and 12): Selling expenses 29	5000	Operating costs (Note 6(5) and 12)		54,855	82	(688)	(9)
Selling expenses 29	5900	Operating Gross Profit		11,919	18	8,214	109
Administrative expenses 17,551 26 28,941 385 17,550 26 29,035 394 395 394 395		Operating expenses (Note 6(12), (14), (19) and 12):					
Total operational expenses 17,580 26 29,635 394	6100	Selling expenses		29	-	694	9
Non-operating losses Non-operating income and expenses (Note 6(2), (12), (20) and 7): Interest revenue	6200	Administrative expenses		17,551	26	28,941	385
Non-operating income and expenses (Note 6(2), (12), (20) and 7): Interest revenue		Total operational expenses				29,635	394
Interest revenue	6900	Operating losses		(5,661)	(8)	(21,421)	(285)
7010 Other income 3,580 5 10,398 138 7020 Other gains and losses 34,584 52 706 10 7050 Finance cost (661) (1) (668) (9) 7070 Shares of profit (loss) of subsidiaries, associates and joint ventures accounted for under the equity method (960) (1) 8,233 109 7900 Total non-operating income and expenses 36,711 55 18,750 249 7900 Profit (Loss) Before Tax 31,050 47 (2,671) (36) 7950 Less: Income tax expenses (Note 6(15)) - - - - - 8300 Other comprehensive income/(loss): 31,050 47 (2,671) (36) 8310 Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) 26,520 40 (39,144) (520) 8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note - - - - -							
7020 Other gains and losses 34,584 52 706 10 7050 Finance cost (661) (1) (668) (9) 7070 Shares of profit (loss) of subsidiaries, associates and joint ventures accounted for under the equity method (960) (1) 8,233 109 7900 Total non-operating income and expenses 36,711 55 18,750 249 7900 Profit (Loss) Before Tax 31,050 47 (2,671) (36) 7950 Less: Income tax expenses (Note 6(15)) - - - - - 8200 Net profit (loss) for the period 31,050 47 (2,671) (36) 8310 Other comprehensive income/(loss): Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other 26,520 40 (39,144) (520) 8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note - - - - - - - - -		Interest revenue			-		1
Finance cost (661) (1) (668) (9)				,		10,398	
Shares of profit (loss) of subsidiaries, associates and joint ventures accounted for under the equity method Total non-operating income and expenses Profit (Loss) Before Tax 109 Net profit (loss) for the period Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income tax related to profit or loss (Note 109 109 109 109 109 109 109 10				,			
accounted for under the equity method Total non-operating income and expenses Profit (Loss) Before Tax 131,050 47 (2,671) (36) Less: Income tax expenses (Note 6(15)) Net profit (loss) for the period Other comprehensive income/(loss): Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note							
Total non-operating income and expenses Profit (Loss) Before Tax 31,050 47 (2,671) (36) Less: Income tax expenses (Note 6(15)) Net profit (loss) for the period Other comprehensive income/(loss): Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note	7070			(960)	(1)	8,233	109
Profit (Loss) Before Tax 131,050 47 (2,671) (36) Less: Income tax expenses (Note 6(15)) Net profit (loss) for the period Other comprehensive income/(loss): Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note							
Net profit (loss) for the period 31,050 47 (2,671) (36) Net profit (loss) for the period 31,050 47 (2,671) (36) Other comprehensive income/(loss): Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) 26,520 40 (39,144) (520) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note							
Net profit (loss) for the period 31,050 47 (2,671) (36) 8300 Other comprehensive income/(loss): 8310 Components not to be reclassified to profit or loss 8316 Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) 26,520 40 (39,144) (520) 8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note				31,050	47	(2,671)	(36)
Other comprehensive income/(loss): Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note				-	-		
Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note				31,050	47	(2,671)	(36)
Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note							
instruments measured at fair value through other comprehensive income/loss (Note 6(16)) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note 26,520 40 (39,144) (520)		•					
comprehensive income/loss (Note 6(16)) 26,520 40 (39,144) (520) Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note	8316	Unrealized gains and losses on valuation of investment in equity					
Less: Income tax related to components of other comprehensive		instruments measured at fair value through other					
income that will not be reclassified to profit or loss (Note		comprehensive income/loss (Note 6(16))		26,520	40	(39,144)	(520)
income that will not be reclassified to profit or loss (Note	8349	Less: Income tax related to components of other comprehensive		_	-	_	_
i ·		<u>.</u>					
		• ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `					
Other comprehensive income/loss of the period 26,520 40 (39,144) (520)				26 520	40	(39 144)	(520)
8500 Total comprehensive income/loss for the period \$ 57,570 87 (41,815) (556)	8500		2				
Earnings (losses) per share (Note 6(17)):	3200			01,010	<u> </u>	(11,010)	,000
9750 Basic earnings (losses) per share (Unit: NTD) \$ 2.11 (0.18)	9750		\$		2.11		(0.18)
9850 Diluted earnings (losses) per share (Unit: NTD) \$ 2.11 (0.18)		9 \ / 1	\$				

Chairman: Chang Yu-Ming Managerial Officer: Chang, Shuo-Wen

Chief Accounting Officer: Chu, Li-Chuan

Statement of Changes in Equity

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

			Retained	earnings		Other equity interest	
						Unrealized gain or	
						losses on financial	
				Retained		assets at fair value	
				earnings		through other	
	Share capital -			(deficit to be		comprehensive	
	common stock	Capital surplus	Special reserve	offset)	Total	income/loss	Total equity
Balance as of January 1, 2022	\$ 600,000			(457,753)	(457,557)	17,173	164,276
Net loss for the period	-	-	-	(2,671)	(2,671)	-	(2,671)
Other comprehensive income/loss of the period	_	_	-	- (=,0,1)	- (=,0,1)	(39,144)	(39,144)
Total comprehensive income/loss for the period	_	-	-	(2,671)	(2,671)	(39,144)	(41,815)
Appropriation and distribution of retained earnings:				1 1 1 1	, , , , , , , , , , , , , , , , , , , ,	\-\frac{1}{2} \\ \frac{1}{2} \\ \fra	(1 /
Special reserve to cover losses	_	_	(196)	196	_	-	_
Other changes in capital surplus:			(-, -,				
Capital surplus to cover losses	-	(4,557)	-	4,557	4,557	-	-
Capital reduction to cover losses	(453,000)		-	453,000	453,000	-	-
Disposal of financial instrument measured at fair value through other				,	,		
comprehensive income	_	-	-	(1.715)	(1,715)	1,715	-
Balance as of December 31, 2022	147,000	103	_	(4,386)	(4,386)	(20,256)	122,461
Net profit for the period	-	-	-	31,050	31,050	-	31,050
Other comprehensive income/loss of the period	_	-	-	-	-	26,520	26,520
Total other comprehensive income/loss for the period	-	-	-	31,050	31,050	26,520	57,570
Changes in ownership interest of subsidiaries	-	66	-	-	-	-	66
Disposal of financial instrument measured at fair value through other							
comprehensive income	_	-	-	2,873	2,873	(2,873)	-
Balance as of December 31, 2023	\$ 147,000	169	-	29,537	29,537	3,391	180,097

Chairman: Chang, Yu-Ming

Managerial Officer: Chang, Shuo-Wen ~26~

Chief Accounting Officer: Chu, Li-Chuan

Statement of Cash Flows

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	2023	2022
Cash flows from operating activities:	ф. 21 0 7 0	(0 (51)
Profit (Loss) Before Tax	\$ 31,050	(2,671)
Adjustments:		
Profit/loss Depresentian symmetry	2.002	2 601
Depreciation expense	2,002	2,684 222
Amortization expense	115 661	668
Interest expense Interest revenue		
Dividend revenue	(168) (142)	(81) (5,067)
	960	
Shares of loss (profit) of subsidiaries, associates and joint ventures accounted for under the equity method	900	(8,233)
Gains on disposal of property, plant and equipment	(34,788)	
Unrealized foreign currency exchange gain	(67)	(158)
Lease modification losses (gains)	271	(548)
Total adjustments to reconcile profit (loss)	$\frac{271}{(31,156)}$	(10,513)
Changes in operating assets/liabilities:	(31,130)	(10,313)
Changes in operating assets, net:		
Decrease in accounts receivable		555
Increase in accounts receivable - related parties	(71,238)	(7,074)
Increase in other receivables	(125)	(7,074)
Increase in prepayments	(4,986)	(78)
Decrease (increase) in other current assets	53	(136)
Total changes in operating assets, net	(76,296)	(6,733)
Changes in operating liabilities, net:	(70,290)	(0,733)
Increase in contract liabilities	2,033	
Increase (decrease) in accounts payable	40,949	(91)
(Decrease) increase in other payables	(3,700)	267
Increase (decrease) in other current liabilities	(3,700)	(3)
Total changes in operating liabilities, net	39,288	173
Total changes in operating assets and liabilities, net	(37,008)	(6,560)
Total adjustments	(68,164)	(17,073)
Cash flows generated from operation	(37,114)	(19,744)
Interest received	167	81
Dividends received	142	5,067
Interest paid	(565)	(668)
Income taxes refunded	24	140
Cash outflow generated from operating activities	(37,346)	(15,124)
Cash flows from investing activities:	(37,340)	(13,124)
Acquisition of financial assets at fair value through other comprehensive income/loss	_	(87,319)
Disposal of financial assets at fair value through other comprehensive income	26,544	39,816
Disposal of financial assets measured at amortized cost	1,588	18,445
Acquisition of investments accounted for under the equity method	(14,900)	-
Disposal of property, plant and equipment	71,086	_
Increase in other receivables- related parties	(3,000)	_
Net cash flows from (used in) investing activities	81,318	(29,058)
Cash flows from financing activities:	01,310	(27,030)
Long-term borrowings	_	36,000
Repayment of long-term borrowings	(34,968)	(1,032)
Increase of guarantee deposits received	(34,700)	8,808
Decrease in guarantee deposits received	(9,044)	-
Increase in other receivables - related parties	10,000	_
Repayment of lease principal	(738)	(738)
Net cash flows (used in) from investing activities	(34,750)	43,038
Effect of exchange rate changes on cash and cash equivalents	(34,730)	158
Increase (decrease) in cash and cash equivalents for the period	9,289	(986)
Cash and cash equivalents, beginning of period	21,436	22,422
Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period	\$ 30,725	21,436
Cash and Cash equivalents, the of period	<u>50,725</u>	21,430



Chief Accounting Officer; Chu, Li-Chuan



Unit: NT\$

<u>Item</u>	Amount
Undistributed earnings at the beginning of the period	\$ (4,385,874)
Plus: Net profit after tax of the period	31,050,095
Disposal of financial instrument measured at fair value through other comprehensive income	2,873,268
Less: Legal reserve 10%	(2,953,749)
Distributable earnings	26,583,740
Distribution items:	
Common stock cash dividends (NTD 1.8 per share)	(26,460,000)
Undistributed earnings at the end of the period	<u>\$ 123,740</u>

Chairman: Chang Yu-Ming General Manager: Chang Shuo-Wen Chief Accounting Officer: Chu Li-Chuan







Comparison Table Before and After the Amendments to the Articles of Incorporation (2024 Shareholders' Meeting)

Number	Amendment	Current Provisions	Explanation of	
of Article			Amendment	
Article 2	The business scope of the Company	The business scope of the Company	Amendments	
1 11 11 10 10 2	is as follows:	is as follows:	made in	
	1. CC01080 Electronics	1. CC01080 Electronics	response to	
	Components Manufacturing.	Components Manufacturing.	the	
	2. I301010 Information Software	2. I301010 Information Software	Company's	
	Services.	Services.	future	
	3. I501010 Product Designing.	3. I501010 Product Designing.	operational	
	4. IZ99990 Other Industrial and	4. IZ99990 Other Industrial and	plan.	
	Commercial Services.	Commercial Services.		
	5. F401010 International Trade.	5. F401010 International Trade.		
	6. E801010 Indoor Decoration.	6. E801010 Indoor Decoration.		
	7. E801020 Doors and Windows	7. E801020 Doors and Windows		
	Installation Engineering.	Installation Engineering.		
	8. E801030 Indoor Light-gauge	8. E801030 Indoor Light-gauge		
	Steel Frame Engineering.	Steel Frame Engineering.		
	9. E801040 Glass Installation	9. E801040 Glass Installation		
	Engineering.	Engineering.		
	10. E801070 Kitchenware and	10. E801070 Kitchenware and		
	Sanitary Fixtures Installation	Sanitary Fixtures Installation		
	Engineering.	Engineering.		
	11. E901010 Painting	11. E901010 Painting Engineering.		
	Engineering.	12. E903010 Anti-Corrosion and		
	12. E903010 Anti-Corrosion and	Anti-Rust Engineering.		
	Anti-Rust Engineering.	13. EZ99990 Other Engineering.		
	13. EZ99990 Other Engineering.	14. F102170 Wholesale of Foods		
	14. F102170 Wholesale of Foods	and Groceries.		
	and Groceries.	15. F105050 Wholesale of		
	15. F105050 Wholesale of	Furniture, Bedding Kitchen		
	Furniture, Bedding Kitchen	Utensils and Fixtures.		
	Utensils and Fixtures.	16. F107030 Wholesale of		
	16. F107030 Wholesale of	Cleaning Supplies.		
	Cleaning Supplies.	17. F108040 Wholesale of Cosmetics.		
	17. F108040 Wholesale of Cosmetics.	18. F111090 Wholesale of		
	18. F111090 Wholesale of	Building Materials.		
	Building Materials.	19. F113050 Wholesale of		
	19. F113050 Wholesale of	Computers and Clerical		
	Computers and Clerical	Machinery Equipment.		
	Machinery Equipment.	20. F113070 Wholesale of		
	20. F113070 Wholesale of	Telecommunication Apparatus.		
	Telecommunication	21. F118010 Wholesale of		
	Apparatus.	Computer Software.		
	21. F118010 Wholesale of	22. F119010 Wholesale of		
	Computer Software.	Electronic Materials.		
	•			
	22. F119010 Wholesale of	23. F203010 Retail Sale of Food,		

Electronic Materials. 23. F203010 Retail Sale of Food, Grocery and Beverage. 24. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures. 25. F206020 Retail Sale of Daily Commodities. 26. F207030 Retail Sale of Cleaning Supplies. 27. F208040 Retail Sale of Cosmetics. 28. F211010 Retail Sale of Building Materials. 29. F213030 Retail Sale of Computers and Clerical Machinery Equipment. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development Building Building Development Building Development Building Building Building Building Buildin	of
23. F203010 Retail Sale of Food, Grocery and Beverage. 24. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures. 25. F206020 Retail Sale of Daily Commodities. 26. F207030 Retail Sale of Cleaning Supplies. 27. F208040 Retail Sale of Cosmetics. 28. F211010 Retail Sale of Building Materials. 29. F213030 Retail Sale of Computers and Clerical Machinery Equipment. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development and Building Development and 24. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures. 25. F206020 Retail Sale of Daily Commodities. 26. F207030 Retail Sale of Cleaning Supplies. 27. F208040 Retail Sale of Cleaning Supplies. 28. F211010 Retail Sale of Building Materials. 29. F213030 Retail Sale of Computers and Clerical Machinery Equipment. Storefront. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development and Rental. 34. H703090 Real Estate Business.	t
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Cosmetics. 28. F211010 Retail Sale of Building Materials. 29. F213030 Retail Sale of Computers and Clerical Machinery Equipment. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development and 34. H703090 Real Estate Business.	
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Building Materials. 29. F213030 Retail Sale of Computers and Clerical Machinery Equipment. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development and Building Development and Computers and Clerical Machinery Equipment. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Rental. 34. H703090 Real Estate Business.	
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Machinery Equipment. 30. F399040 Retail Sale No Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development and 34. H703090 Real Estate Business.	
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Storefront. 31. F501030 Beverage Shops. 32. F501060 Restaurants. 33. H701010 Housing and Building Development and Building Development and Building Development and Suilding Development and Building Development and State Business.	
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Building Development and 34. H703090 Real Estate Business.	
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Rental. 35. H703100 Real Estate Leasing.	
34. H703090 Real Estate 36. I103060 Management	
Business. Consulting. 35. H703100 Real Estate Leasing. 37. I301020 Data Processing	
36. I103060 Management Services.	
Consulting. 38. I301030 Electronic Information	
37. I301020 Data Processing Supply Services.	
Services. 39. I401010 General	
38. I301030 Electronic Advertisement Service.	
Information Supply Services. 40. I503010 Landscape and Interior Designing.	
Advertisement Service. 41. JE01010 Rental and Leasing.	
40. I503010 Landscape and 42. ZZ99999 All business activities	
Interior Designing. that are not prohibited or	
41. JE01010 Rental and Leasing. restricted by law, except those	
42. ZZ99999 All business that are subject to special	
activities that are not approval.	
prohibited or restricted by	
law, except those that are	
subject to special approval.	
43. I102010 Investment Consulting.	
44. F201010 Retail Sale of	
Agricultural Products.	
45. F201020 Retail Sale of	
Livestock Products	

Number	Amendment	Current Provisions	Explanation of	
of Article			Amendment	
	 46. F201030 Retail Sale of Fishery Products 47. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories. 48. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies. 49. F102030 Wholesale of Tobacco and Alcohol. 50. F203020 Retail Sale of Tobacco and Alcohol. 51. I301040 The Third Party Payment. 			
Article 28-1.1	The Company's earnings distribution or loss supplement can be made at the end of each semi-fiscal year. If there is earnings on a semi-annual fiscal year, the Company shall estimate and retain taxable contributions, make up for losses in accordance with the law, estimate and retain the remuneration to employees, and set aside 10% as legal reserves. paid in capital. However, this does not apply when the accumulated legal reserve has reached the Company's paid in capital. Earnings shall be appropriated or reversed as special reserve in accordance with the law or the regulations of the competent authority. Any remaining earnings shall be added to the accumulated earnings undistributed as dividends to the shareholders, with the distribution to be proposed by the Board of Directors. If earnings are distributed in the form of issuing new shares, a resolution shall be adopted at the shareholders' meeting; if earnings are distributed in the form of cash, a special resolution shall be adopted by the Board of Directors.	The Company's earnings distribution or loss supplement can be made at the end of each semi-fiscal year. If there is earnings on a semi-annual fiscal year, the Company shall estimate and retain taxable contributions, make up for losses in accordance with the law, estimate and retain the remuneration to employees, and set aside 10% as legal reserves. paid-in capital. However, this does not apply when the accumulated legal reserve has reached the Company's paid-in capital. Earnings shall be appropriated or reversed as special reserve in accordance with the law or the regulations of the competent authority. Any remaining earnings shall be added to the accumulated earnings undistributed as dividends to the shareholders, with the distribution to be proposed by the Board of Directors. If earnings are distributed in the form of issuing new shares, a resolution shall be adopted at the shareholders' meeting; if earnings are distributed in the form of cash, a special resolution shall be adopted by the Board of Directors.	Deleted "earnings distribution or loss supplement can be made at the end of each semi-fiscal year."Relevant provisions	

Number			Explanation of
of Article			Amendment
Article	3.1 (every half a fiscal year)	3.1 (every half a fiscal year)	Deleted
28-1	Percentage of cash and stock	Percentage of cash and stock	"earnings
3.1	dividends: The Company	dividends: The Company	distribution or
3.1	distributes dividends to	distributes dividends to	loss
	shareholders in cash	shareholders in cash	supplement
	dividends and stock	dividends and stock	can be made
	dividends every half a fiscal year. In	dividends every half a fiscal year. In	at the end of each
	consideration of	consideration of	semi-fiscal
	maintaining a balanced	maintaining a balanced	year."Relevant
	dividend policy, the	dividend policy, the	provisions
	Company appropriates at	Company appropriates at	provisions
	least 30% of the earnings	least 30% of the earnings	
	shareholders' dividends,	shareholders' dividends,	
	but when the surplus for	but when the surplus for	
	distribution is less than-	distribution is less than	
	10% of the paid-in-	10% of the paid-in capital,	
	capital, the Board of	the Board of Directors	
	Directors may decide not	may decide not to	
	to distribute the	distribute the dividends.	
	dividends. Dividends may	Dividends may be	
	be distributed in stock or cash, with cash dividends	distributed in stock or cash, with cash dividends	
	of not less than 10% of	of not less than 10% of the	
	the total dividends.	total dividends.	
Article 33	These Articles of Incorporation	These Articles of Incorporation were	Added the
	were established by the founders	established by the founders with the	amendment
	with the consent of all founders on	consent of all founders on July 12,	date.
	July 12, 1991, and took effect from	1991, and took effect from the date	
	the date they were submitted to the	they were submitted to the	
	competent authorities for	competent authorities for	
	registration.	registration.	
	The 1st amendment was made on	The 1st amendment was made on	
	December 28, 1992, the 2nd amendment was made on August	December 28, 1992, the 2nd	
	25, 1993, the 3rd amendment was	amendment was made on August 25,	
	made on March 12, 1994,	1993, the 3rd amendment was made	
	the 21st amendment was made on	on March 12, 1994, the	
	June 6, 2023, the 22nd amendment	21st amendment was made on June	
	was made on May 29, 2024.	6, 2023.	
		0, 2023.	

Myson Century, Inc. Comparison Table of the Regulations Governing Loaning of Funds to Others

Article number	Provisions after amendment		Original Article		Explanation
		I.	Evaluation standards for loans to others:	The limits on the total amount of	
		Where the Company engages in the loaning of funds between the Company and other companies or inter-firms due to business transactions, the Company shall comply with Subparagraphs (II), Paragraph 2 of this article; if the loaning of funds is necessary for short-term financing, it shall be limited to the following circumstances:		Where the Company engages in the loaning of funds between the Company and other companies or inter-firms due to business transactions, the Company shall comply with Subparagraphs (II), Paragraph 2 of this article; if the loaning of funds is necessary for short-term financing, it shall be limited to the following circumstances:	loans and individual borrower were amended to accommodate the Company's operational needs.
	(I)	A company in which the Company holds 20% or more of the shares and has a need for short-term financing due to business needs.	(I)	A company in which the Company holds 20% or more of the shares and has a need for short-term financing due to business needs.	
	(II)	A short-term financing facility is required by another company or inter-firm for the purchase of materials or operating capital.	(II)	A short-term financing facility is required by another company or inter-firm for the purchase of materials or operating capital.	
	II.	Individual and total maximum funding loan limits:	II.	Individual and total maximum funding loan limits:	
	(I)	Capital loaned to other	(I)	Capital loaned to other	

Article number	Provisions after amendment	Original Article	Explanation
number	parties should not exceed 50% of the Company's net worth, of which the sum loaned to an individual enterprise should not exceed 25% of the Company's net worth.		
	(II) Capital loaned to other entities with whom the Company engages in normal business transactions should not exceed 25% of the Company's net worth. The individual loan amount should not exceed the total business transaction amount conducted between the two parties in the most recent year. The so-called "business transaction amount" refers to the greater value of purchases or sales between the two parties.	exceed the total business transaction amount conducted between the two parties in the most recent year. The so-called "business transaction amount" refers to the	
	(III) Capital loaned to other entities for capital requirements should not exceed 40% of the Company's net worth.	(III) Capital loaned to other entities for capital requirements should not exceed 25% of the Company's net worth.	
	(IV) Inter-company loans of funds to the Company by overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares of the Company are not subject to the restrictions set out in the three subparagraphs referred to above. The total amount of loans to	(IV) Inter-company loans of funds to the Company by overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares of the Company are not subject to the restrictions set out in the three subparagraphs referred to above. The total amount	

Article number	Provisions after amendment	Original Article	Explanation
	the lending enterprise or the limit to each individual borrower is limited to the net value of the lending enterprise.	of loans to the lending enterprise or the limit to each individual borrower is limited to the net value of the lending enterprise.	
	III. Omitted	III. Omitted	
	IV. Omitted	IV. Omitted	
	V. Omitted	V. Omitted	
	VI. Omitted	VI. Omitted	
	VII. Omitted	VII. Omitted	
	VIII. Omitted	VIII. Omitted	
	IX. Omitted	IX. Omitted	

	Type of nomination	Name	Academic background	Experience	Current position	Number of shares
1	Director	Chin Hung Co., Ltd. Representative: Chang, Yu-Ming	MBA, National Taiwan University	Chairperson of the Company, U-BEST Innovative Technology Co., Ltd., Hsinli Chemical Industrial Corp., Feei Cherng Enterprise Co., Ltd., and Myson Century, Inc.	Same as the left	5,000
2	Director	Sun Yad Construction Co., Ltd.: Chang, Shuo-Wen	Master of Information Engineering at Shu-Te University	Person in charge of Boromi Optronics Co., Ltd./Representative of institutional director of Hsin-li Chemical Industrial Co., Ltd./Representative of institutional director of Feei Cherng Enterprise Co., Ltd./Person in charge of Shangyu Construction Co., Ltd. Chairman of City Family Co., Ltd.; Chairman of Taiwan Development Co., Ltd.	Same as the left	2,507,367
3	Director	Sun Yad Construction Co., Ltd.: Tseng, Peng-Kuang	Doctor of Architecture, National Cheng Kung University	Adjunct assistant professor of Chang Jung Christian University and Kun Shan University, and representative of institutional director of Myson Century, Inc. and Feei Cherng Enterprise Co., Ltd.	Same as the left	2,507,367
5	Independent director	Hsu, Shou-Te	Doctor in Financial Management at the University of Alabama, USA/professor and president of Takming University of Science and Technology	Member of the Company's remuneration committee and audit committee/Visiting professor of Takming University of Science and Technology/Independent director of Wah Lee Industrial Corp./Independent director of Soft-World International Corporation	Same as the left	0
6	Independent	Hsu, Chi-Jeng	Accounting	Member of the Company's audit	Same as the left	0

	director		major at Tainan	committee/professional associate of First		
	Unive		University of	Securities Inc./independent director of		
		Technology		Clean Air Technology		
				Limited/independent director of Hsin-li		
				Chemical Industrial Co.,		
				Ltd./Underwriting department manager of		
				MasterLink Securities Corporation, and		
				underwriting department associate of First		
				Securities Inc.		
7	Independent director	Lin, I-Chi	EMBA, National Sun Yat-sen University	Member of the Company's remuneration		
				committee and audit		
				committee/independent director of U-Best	Same as the left	0
				Innovative Technology Co., Ltd.	Same as the left	U
				Current general manager of Chun Feng		
				Human Resources Co., Ltd		
8	Independent director	Yang, Ru-Hui	PhD, Economics,	Institutional director of CTBC Financial	Institutional director of	
				Holding Co., Ltd. Investment	CTBC Financial Holding	
			University of	Trust/Associate Professor of CTBC	Co., Ltd. Investment	0
			Cambridge	Business School/Formerly worked for	Trust/Associate Professor of	
				Merrill Lynch and Citibank/	CTBC Business School	

Myson Century, Inc.

Rules of Procedure for Shareholders Meetings

June 6, 2023

Article 1

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/GTSM Listed Companies. Article 2

The rules of procedures for the 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

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

Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent. Thirty days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors and other matters on the shareholders' meeting agenda and upload them to the Market Observation Post System (MOPS). 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 or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. Fifteen days before the Company convenes a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplementary materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its professional shareholder service agency.

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

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

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of the removal of the non-compete clause for the directors, capitalization of earnings, capitalization of legal reserve, dissolution, merger, or demerger of the Company, or any matter in each subparagraph under Article 185, paragraph 1 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out and the essential contents explained in the notice of the shareholders' meeting. None of the above matters may be raised by an extempore motion. Where an election of all directors and their inauguration date shall be stated in the notice of the shareholders' meeting, after the completion of the election in said meeting, such inauguration date may not be altered by any extempore motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of the issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited only to one, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of 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.

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

Prior to the book closure date before an annual shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholders' proposals in writing or by electronic means and the location and time period for their submission; the period for acceptance of shareholders' proposals may not be fewer than 10 days. Each of such proposals is limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the annual general meeting of shareholders and take part in the discussion of the proposal.

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

Article 4

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

Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company at least five days before the date of the

shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form.

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

Article 5: (Principles for the venue and time of a shareholders' meeting)

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

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

Article 6: (Preparation of a sign-in book and other documents)

The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted. The time at which shareholders' sign-in begins, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The sign-in place shall be clearly marked and staffed with a sufficient number of suitable personnel. When the shareholders' meeting is convened by video conference, the sign-in process shall begin on the video conference platform 30 minutes before the meeting commences. Shareholders who have completed the sign-in shall be deemed to have attended the shareholders' meeting in person.

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

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

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

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

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

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

Article 6-1: (Convening of the shareholders' meeting by video conference and the matters to be included in the meeting notice)

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

- I. Methods of shareholders participating in the video conference and exercising their rights.
- II. The response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (III) When a physical shareholders' meeting is convened, along with a video conference, if the video conference cannot continue, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the shareholders' meeting.
- (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- III. When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

Article 7: (Chair of the shareholders' meeting and attendees in a non-voting capacity)

If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or unable to exercise the powers as the chair for any reason, the Vice Chairman shall chair the meeting on his behalf. Where there is no such a position as Vice Chairman or the Vice Chairman is on leave or unable to exercise the powers as the chair for any reason, the Chairman shall appoint one of the managing directors to act as the chair. Where there is no such a position as managing director, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the managing directors or directors shall select, from among themselves, one person to serve as the chair.

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

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

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

The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8: (Evidence of the audio or video recordings of the shareholders' meeting)

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

The audio and video recording in the preceding paragraph shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation. If a shareholders' meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, as well as voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.

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

Article 9

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

The chair shall call the meeting to order 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 chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If attending shareholders still represent less than one third of the total number of issued shares after two postponements, the chair shall declare the

meeting adjourned. If a shareholders' meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.

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

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

Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene other than the Board of Directors.

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

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

Article 11: (Speeches by shareholders)

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech is not in alignment with the subject on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes; if the shareholder's speech violates the rules or exceeds the scope of the motion, the chair may have the shareholder stop the speech.

Attending shareholders may not interfere with the speaking shareholders without the Chairman's consent and the speaking shareholders. The Chairman will have the violating shareholders stopped. When an institutional shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

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

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

Article 12 (Calculation of voting rights and recusal system)

Votes cast at shareholders' meetings shall be calculated based on numbers of shares.

With respect to resolutions by a shareholders' meeting, the number of shares held by a shareholder without voting rights shall not be calculated as part of the total number of outstanding shares.

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

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

With the exception of a trust enterprise or a stock affairs agency approved by the competent securities authority, when one person is concurrently appointed as a 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 the issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the counting.

Article 13

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

When the Company holds a shareholders' meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder's exercise of voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived their rights with respect to the extempore motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extempore motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company at least two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one

received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

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

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

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

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

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

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

If a shareholders' meeting is convened, along with a video conference held at the same time, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6, intend to attend the physical shareholders' meeting in person, shall rescind the registration in the same manner as the registration two days before the shareholders' meeting, otherwise they can only attend the shareholders' meeting by video conference.

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

rights for revised motions, except for extempore motions.

Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 15

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

Said distribution may be announced through the MOPS.

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

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

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

Article 16: (Public announcement)

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

When a shareholders' meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting. If any resolutions by the shareholders' meeting are material information as stipulated by laws and regulations or Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload the content to the MOPS prior to a deadline.

Article 17: (Maintenance of the order of the venue)

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

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification badge or an armband, reading "Proctor."

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

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

Article 18: (Recess and resumption of a shareholders' meeting)

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

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

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

Article 19: (Disclosure of information at video conferences)

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

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

Article 21: (Response to disconnection)

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair 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 chair 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.

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

For the meeting to be postponed or resumed under paragraph 1, shareholders who have registered to participate in the original shareholders' meeting by video conference and have completed the registration but fail to participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original shareholders' meeting shall be included in the total number of attending shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.

During a postponed or resumed session of a shareholders meeting held under paragraph 1, 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.

When the Company convenes a shareholder's meeting, supplemented by a video conference, if the video conference cannot continue as under paragraph 1, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. There is no need to postpone or resume the meeting in accordance with paragraph 1.

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

When the Company postpones or resumes the meeting in accordance with paragraph 1, it shall handle the relevant matters in accordance with the provisions set forth in Article 44-27 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and relevant preparations shall be made as per the date of the original shareholders' meeting and the provisions of this article.

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

Article 22: (Handling of digital divide)

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

Article 23

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

Myson Century, Inc. - Articles of Incorporation (2023.06.06)

Chapter I General Provision

- Article 1: The Company is incorporated in accordance with the Company Act and named Myson Century, Inc.
- Article 2: The business scope of the Company is as follows:
 - 1. CC01080 Electronics Components Manufacturing.
 - 2. I301010 Information Software Services.
 - 3. I501010 Product Designing.
 - 4. IZ99990 Other Industrial and Commercial Services.
 - 5. F401010 International Trade.
 - 6. E801010 Indoor Decoration.
 - 7. E801020 Doors and Windows Installation Engineering.
 - 8. E801030 Indoor Light-gauge Steel Frame Engineering.
 - 9. E801040 Glass Installation Engineering.
 - 10. E801070 Kitchenware and Sanitary Fixtures Installation Engineering.
 - 11. E901010 Painting Engineering.
 - 12. E903010 Anti-Corrosion and Anti-Rust Engineering.
 - 13. EZ99990 Other Engineering.
 - 14. F102170 Wholesale of Foods and Groceries.
 - 15. F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures.
 - 16. F107030 Wholesale of Cleaning Supplies.
 - 17 F108040 Wholesale of Cosmetics
 - 18. F111090 Wholesale of Building Materials.
 - 19. F113050 Wholesale of Computers and Clerical Machinery Equipment.
 - 20. F113070 Wholesale of Telecommunication Apparatus.
 - 21. F118010 Wholesale of Computer Software.
 - 22. F119010 Wholesale of Electronic Materials.
 - 23. F203010 Retail Sale of Food, Grocery and Beverage.
 - 24. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures.

- 25. F206020 Retail Sale of Daily Commodities.
- 26. F207030 Retail Sale of Cleaning Supplies.
- 27. F208040 Retail Sale of Cosmetics.
- 28. F211010 Retail Sale of Building Materials.
- 29. F213030 Retail Sale of Computers and Clerical Machinery Equipment.
- 30. F399040 Retail Sale No Storefront.
- 31. F501030 Beverage Shops.
- 32. F501060 Restaurants.
- 33. H701010 Housing and Building Development and Rental.
- 34. H703090 Real Estate Business.
- 35. H703100 Real Estate Leasing.
- 36. I103060 Management Consulting.
- 37. I301020 Data Processing Services.
- 38. I301030 Electronic Information Supply Services.
- 39. I401010 General Advertisement Service.
- 40. I503010 Landscape and Interior Designing.
- 41. JE01010 Rental and Leasing.
- 42. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1: The Company may make endorsements and guarantees to external parties subject to the resolution of the Board of Directors.
- Article 2-2: The Board of Directors is authorized to determine the amount of the Company's reinvestment based on the circumstances, and is not subject to the restriction that the total amount of the Company's reinvestment shall not exceed 40% of the Company's paid-up capital under the Company Act.
- Article 3: The Company is headquartered in Tainan City and, when necessary, may establish branches at home and abroad as resolved by the Board of Directors.
- Article 4: Deleted

Chapter II Shares

Article 5: The total authorized capital of the Company shall be NT\$ 350 million, divided into 350 million shares (including 30,000,000 shares of employee stock warrants), at the price of NT\$ 10 per share. New shares may be issued at a premium over par value when capital is increased. For the unissued shares, the Board of Directors is authorized to issue the shares in separate installments.

- Article 6: The share certificates of the Company shall be in registered form and numbered and shall be signed or sealed by three or more directors, and shall be certified by the registrar as designated by the competent authority or authorized by the registrar before issuance. The Company may be exempted from printing any new share certificates. Shares are issued in a paperless form.
- Article 7: The shareholders' affairs of the Company shall be handled in accordance with the Regulations Governing the Administration of Stock Affairs of Public Companies and applicable laws and regulations.
- Article 8: The shares are to be transferred to the employee at a price lower than the average price of the shares actually bought back or issues employee stock warrants at a price lower than the closing price of the common stock on the date of issuance and shall be adopted by a majority vote at a meeting of shareholders attended by shareholders representing two-thirds or more of the total number of the outstanding shares of the Company.
- Article 8-1: According to Article 267 of Company Act, the shares reserved for subscription by employees at the time of issuance of new shares and restricted stock units may be issued to employees of the Company's controlling or subordinate companies meeting certain criteria, which are set by the Board of Directors.

Chapter III Shareholders' Meetings

- Article 9: Share transfer registration shall be suspended for 60 days prior to a regular shareholders' meetings, or for 30 days prior to a special shareholders' meetings, or for 5 days prior to the record date fixed for distributing dividends, bonus, or any other benefit.
- Article 10: The shareholders' meeting of the Company shall be divided into the following two:
 - (1). General meeting of shareholders: Convened by the Board of Directors within six months after the close of each fiscal year.
 - (2). Special meetings: Convened by the Board of Directors when deemed necessary in accordance with the law.
 When convening a shareholders' meeting, electronic means shall be included as one of the channels for shareholders to exercise their voting rights, and the relevant operations shall be handled in accordance with the regulations of the competent authority.
- Article 10-1: The shareholders' meeting of the Company may be convened by video conference or by other means as announced by the central competent authority.

 Regulations governing the requirements, operating procedures, and other matters

that must be followed for shareholders' meetings by video conference, unless otherwise specified by the securities competent authority, such regulations shall apply.

- Article 11: During the shareholders' meeting, the chairman shall serve as chair of the meeting. Where the chairman is on leave or for any reason is unable to exercise the powers of the chair, the chairman shall appoint a representative to preside over the meeting. If the chairman does not appoint a representative, the directors are to select a representative from among themselves to preside over the meeting, where there are two or more parties with the right to convene, one of them shall be elected to preside over the meeting.
- Article 12: The shareholders shall be notified 30 days prior to convening of a general meeting of shareholders and 15 days in advance prior to convening of a special meting; and shall comply with the provisions of the Company Act, the Securities and Exchange Act and applicable laws and regulations.
- Article 13: Shareholders who are unable to attend a shareholders' meeting in person may appoint a proxy to attend the meeting by executing a power of attorney printed by the Company, stating therein the scope of power authorized to the proxy. The power of attorney shall be used in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.
- Article 14: Shareholders are entitled to one voting right per share, except as provided by law.
- Article 15: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. During voting, if the chair solicits and receives no dissents by the shareholders at the meeting, the motion is deemed passed, with equivalent force as a resolution by vote.
- Article 15-1: Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. (The meeting minutes should record the essentials of the proceedings and the result of the meeting. The meeting minutes should be kept in the Company along with the shareholders' attendance book and the proxy form.) The distribution of the minutes of the shareholders' meeting of the Company may be effected by public announcement.

Article 16: The Company shall have five to **nine** directors with a term of office of three years. The shareholders' meeting shall elect all persons with disposing capacity and are eligible for re-election. The directors shall adopt the candidate nomination system. The number of independent directors referred to above shall not be less than three and shall not be less than one fifth of the total number of directors.

Independent directors and non-independent directors shall be elected together and the number of elected seats should be counted separately. Independent directors' professional qualifications, shareholdings, restrictions on part-time jobs, determination of independence, methods of nomination and selection, the exercise of powers, and other procedures for compliance shall be handled in accordance with the Company Act and the regulations of the competent authority in charge of securities.

The Company may purchase liability insurance for each term of Board of Directors within the scope of their duties.

Pursuant to Article 14-4 of the Securities and Exchange Act, all of the independent directors shall comprise the "Audit Committee" to form an "Audit Committee" of which there shall be no less than three members, one of whom shall be the convener, and at least one of whom shall possess accounting or financial expertise. The number, term of office, terms of reference, and rules of procedure of the Audit Committee shall be determined in accordance with the relevant provisions of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and shall be governed by the Charter of the Audit Committee.

The Board of the Company has established the Audit Committee and the Remuneration Committee as required by law. The Company may also establish other functional committees. The Charter of the Audit Committee and the Charter of the Remuneration Committee shall be stipulated by the Board of Directors.

- Article 17: The Board of Directors shall be organized by the directors, and the functions and powers thereof are as follows:
 - (1). Preparation of business plan.
 - (2). Proposal for the distribution of earnings and appropriation for making up losses
 - (3). Proposal for capital increase or decrease.
 - (4). Establishment of the key rules and charter for the Company.
 - (5). Appointment and dismissal of the Company's general managers and vice general managers.
 - (6). Establishment and abolition of branches.
 - (7). Creation of budgets and settlement of accounts.
 - (8). Other powers vested in the Company Act or the resolution of the

shareholders' meeting.

- Article 18: Where the directors forms the board, the Board of Directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, who shall conduct all affairs of the Company in accordance with the law, the Articles of Incorporation, and the resolutions of the shareholders' meetings and the board meetings.
- Article 19: Unless otherwise specified in the Company Act, a meeting of the Board of Directors shall be convened by the chairman. Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.
- Article 19-1 All directors shall be notified seven days prior to convening of a meeting of the Board of Directors, explaining the reason(s), except that in case of emergencies, a meeting may be convened at any time.

 The convening notice referred to in the preceding paragraph may be effected in writing, facsimile or electronic means.
- Article 20: The chairman is the chair of a meeting of the Board of Directors. In the event that the chairman is on leave or is unable to perform his/her duty, the proxy thereof shall be handled in accordance with Article 208 of the Company Act. Each director shall attend the board meeting in person. If a director is unable to attend the meeting for any reason, they may entrust another director to attend by proxy; however, each director shall act as a proxy for only one director.
- Article 21: Deleted
- Article 22. Deleted
- Article 23: The Company may have a Chief Executive Officer, General Manager, Vice General Managers, and Officers. The appointment, dismissal and the remuneration of such persons shall be handled in accordance with Article 29 of the Company Act. (A resolution must be made with the attendance of a majority of the directors and the consent of a majority of the directors present) The Board of Directors shall establish separately the authority and scope of signature for the managers to sign for the Company in management of affairs.
- Article 24: The minutes of the meeting of the Board of Directors' meetings shall be recorded, which shall be affixed with the signature and seal of the chair and shall be distributed to all directors within 20 days after the meeting. The meeting minutes should record the essentials of the proceedings and the result of the meeting. The meeting minutes should be kept in the Company along with the shareholders' attendance book and the proxy form.

Chapter V Accounting

- Article 25: The fiscal year of the Company is from January 1 to December 31. The accounts should be finalized at the end of each year.
- Article 26: The Company shall, at the end of each fiscal year, have the business report, financial statements, proposals for earnings distribution or loss offsetting, etc. prepared by the Company in accordance with Article 228 of the Company Act. These reports shall be submitted to the Audit Committee for review 30 days before the general meeting of shareholders, and then presented to the general meeting of shareholders for ratification.
- Article 27: Dividends and bonuses are distributed according to the shareholding ratio of each shareholder. When there is no surplus, the Company shall not distribute dividends and bonuses.
- Article 27-1: The Company must pay remuneration to directors for performing their duties of the Company, regardless of the Company's profit or loss. The Board of Directors is authorized to determine the remuneration based on the extent of the Directors' participation in and the value of the contributions to the Company's operations, and in consideration of the common standards in the industry. If the Company has earnings, the remuneration shall be distributed in accordance with Article 28 of the Articles of Incorporation.
- Article 28: Where the Company has a profit for the year, an amount of 1-10% shall be appropriated as the remuneration to the employees and no more than 5% of the profit shall be set aside as the remuneration to the directors. Remuneration to employees may be paid in the form of shares or cash, and the rewards in shares or cash may include employees of the Company's controlling or subordinate companies meeting certain criteria, and the Board of Directors is authorized to determine such relevant regulations.

The aforementioned profit is the profit before tax for the current year before deducting the remuneration to employees and directors.

The allocation of remuneration to employees and directors shall be shall be resolved with a consent of a majority of the directors present at a meeting attended by more than two thirds of the total directors and reported to the shareholder's meeting by the Board.

- Article 28-1: The competition in the industry that the Company is in is fierce. Based on the need for capital expenditure and sound financial planning in order to achieve sustainable operation, the Company hereby stipulates this dividend policy:
 - 1.1 The Company's earnings distribution or loss supplement can be made at the end of each semi-fiscal year.

If there is earnings on a semi-annual fiscal year, the Company shall estimate and retain taxable contributions, make up for losses in accordance with the law, estimate and retain the remuneration to employees, and set aside 10% as legal reserves. paid-in capital. However, this does not apply when the accumulated legal reserve has reached the Company's paid-in capital. Earnings shall be appropriated or reversed as special reserve in accordance with the law or the regulations of the competent authority. Any remaining earnings shall be added to the accumulated earnings undistributed as dividends to the shareholders, with the distribution to be proposed by the Board of Directors. If earnings are distributed in the form of issuing new shares, a resolution shall be adopted at the shareholders' meeting; if earnings are distributed in the form of cash, a special resolution shall be adopted by the Board of Directors.

1.2 The current year's earnings of the Company, if any, shall first be used to pay taxes and cover previous year's deficit, and then 10% of the remaining amount shall be set aside as legal reserve, unless accumulated legal reserve has reached a amount equal to the Company's paid-in capital. Further, special reserve shall be set aside or reversed in accordance with Article 41 of the Securities and Exchange Act. Appropriation of the remainder earnings, if any, shall be added to the earnings undistributed of the previous years at the beginning of the period according to the business status and the balanced dividend policy. Except for a portion that shall be retained, the remaining earnings shall be added together with the earnings of previous years and the Board of Directors shall propose a motion for the earnings distribution to be approved at the shareholders' meeting.

In accordance with the provisions of Articles 240 and 241 of the Company Act, the Company authorizes the distribution of dividend and bonus or statutory surplus to be resolved in favor of a majority of the directors in a meeting with more than two-thirds of the directors present at the board meeting. Reserve and capital reserve, in whole or in part, in the form of cash distributions shall be reported to the shareholders' meeting.

2. Conditions and timing of dividend distribution:

In order to support the Company's long-term growth, the Company distributes dividends in principle to satisfy its future operation and development requirements. The Board of Directors shall plan the distribution of dividends according to the Articles of Incorporation after comprehensive consideration of a sound financial structure, maintenance of stable dividends, protection of reasonable returns to shareholders, etc. Issue

of new shares shall be approved at the shareholdings' meeting and the competent authorities.

3.1 (every half a fiscal year)

Percentage of cash and stock dividends: The Company distributes dividends to shareholders in cash dividends and stock dividends every half a fiscal year. In consideration of maintaining a balanced dividend policy, the Company appropriates at least 30% of the earnings shareholders' dividends, but when the surplus for distribution is less than 10% of the paid-in capital, the Board of Directors may decide not to distribute the dividends. Dividends may be distributed in stock or cash, with cash dividends of not less than 10% of the total dividends.

3.2 (every fiscal year)

Percentage of cash and stock dividends: The Company distributes dividends to shareholders in cash dividends and stock dividends after earnings are finalized each year. In consideration of maintaining a balanced dividend policy, the Company appropriates at least 30% of the earnings shareholders' dividends, but when the surplus for distribution is less than 10% of the paid-in capital, the Board of Directors may decide not to distribute the dividends. Dividends may be distributed in stock or cash, with cash dividends of not less than 10% of the total dividends.

For the distribution of the aforementioned earnings, the Board of Directors may adjust the proportion of cash and stock dividends distribution after considering the Company's operation and capital expenditure needs, and draft a distribution proposal in the form of new shares issuance. Issue of new shares shall be approved at the shareholdings' meeting.

Article 29: Dividends may only be distributed to shareholders whose names are recorded in the shareholders' register five days prior to the record date for the determination of dividend distribution.

Chapter VI Supplementary Provisions

Article 30: Deleted.

Article 31: The Company's Charter and Enforcement Rules shall be separately adopted by the Board of Directors.

Article 32: Any matters that are not properly addressed in the Articles of Incorporation shall be handled in accordance with the Company Act.

Article 33: These Articles of Incorporation were established by the founders with the consent of all founders on July 12, 1991, and took effect from the date they were submitted to the competent authorities for registration.

The first amendment was made on December 28, 1992,

The 2nd amendment was made on August 25, 1993,

The 3rd amendment was made on March 12, 1994,

The 4th amendment was made on March 18, 1995,

The 5th amendment was made on May 27, 1995,

The 6th amendment was made on February 29, 1996,

The 7th amendment was made on March 14, 1997,

The 8th amendment was made on May 4, 1998,

The 9th amendment was made on May 14, 1999,

The 10th amendment was made on June 28, 2000,

The 11th amendment was made on June 26, 2001,

The 12th amendment was made on May 21, 2002,

The 13th amendment was made on June 9, 2006,

The 14th amendment was made on June 19, 2012,

The 15th amendment was made on June 20, 2014,

The 16th amendment was made on June 9, 2015,

The 17th amendment was made on June 7, 2016,

The 18th amendment was made on May 26, 2017,

The 19th amendment was made on June 26, 2018,

The 20th amendment was made on May 31, 2022.

The 21st amendment was made on June 6, 2023.

Myson Century, Inc

Director Election Method

June 9, 2015

Article 1: Unless otherwise provided by law, the election of directors of the company shall be conducted in accordance with the provisions of these regulations.

Article 2: The company's directors shall be elected by single-name cumulative voting, and the electors shall be named on the electoral ballot.

The printed shareholder account number or attendance certificate number is substituted. Each share has the same number of people as should be elected according to law.

The right to vote can be centralized to elect one person or distributed to elect several persons.

Article 3: The directors of the company shall be counted as independent directors and non-independent directors according to the number of directors stipulated in the company's articles of association.

The voting rights of directors are represented by the electoral votes obtained. Those with more voting rights will be elected in sequence, such as

If two or more people have the same number of weights and exceed the prescribed quota, the person with the same number of weights will draw lots.

If not present, the chairman will draw lots on his behalf.

Article 4: When counting votes in an election, the chairman shall designate a certain number of scrutineers and counters who are shareholders.

Article 5: The electoral votes shall be prepared by the board of directors, numbered according to the attendance certificate number and the number of voting rights shall be clearly recorded.

Article 6: If the electee is a shareholder, the elector must indicate the electee in the "Electee" column of the election ticket.

The elector's account name and shareholder account number; if he or she is not a shareholder, the elector's name and identity should be filled in.

Certificate authentication number, the original national identity card for domestic natural persons, and the original passport for foreign natural persons

This is an identity authentication document, and the number on the identity authentication document is the identity authentication number of the ballot.

code. However, when a legal person shareholder is an electee, the name of the legal person should be filled in the electee column of the election ticket.

The name of the legal person and the name of its representative may also be entered.

Article 7: An electoral vote shall be invalid if it falls under any of the following

circumstances:

- 1. Those who do not use the electoral votes prepared by the board of directors.
- 2. The number of candidates filled in exceeds the prescribed quota.
- 3. In addition to the surname (name) or shareholder account number (unified ID card number) of the elector and the allocation of elections

In addition to the weights, other words are written in between.

- 4. The handwriting is unclear and cannot be read.
- 5. If the electee filled in is a shareholder, his or her account name, shareholder account number and shareholder register address

If the listed elector does not meet the requirements; if the electee filled in is not a shareholder, his name, identity authentication number

The code is not consistent with the original after verification.

6. The surname (house name) of the elector filled in is the same as the surname (house name) of other shareholders but the shareholder account is not filled in Number (unified ID card number) that can be used for identification.

Article 8: After the voting is completed, the votes will be counted on the spot, and the results will be announced by the chairman.

Article 9: Deletion.

Article 10: Matters not stipulated in these Measures shall be handled in accordance with the Company Law, the Company's Articles of Association and relevant laws and regulations.

Article 11: These Measures shall come into effect after being approved by the shareholders' meeting, and the same shall apply when amended.

Shareholdings of All Directors

Book closure date: March 30, 2024

r	ı	ook closure date. March 50, 2024		
Title	Name		Number of shares held in the register at book closure date	
			Number of shares	Percentage
Chairman	Huo Jui Investme	nt Co. Lit.	782,530	5.32%
	Representative: C			
	Sun Yad Construction Co., Ltd.		2,507,367	17.06%
Director	Representative	Chang, Shuo-Wen		
Director	Representative	Chao, Tien-Tsung		
	Representative	Tseng, Peng-Kuang		
Shareholding	s of all shareholde	3,289,897	22.38%	
Independent director	Hsu, Shou-Te		0	0%
Independent director	Hsu, Chi-Jeng	0	0%	
Independent director	Lin, I-Chi		0	0%
Shareholding	s of all independer	0	0%	

- I. The Company's paid-in capital was NT\$147,000,000, and 14,700,000 shares were issued.
- II. Pursuant to Article 26 of the Securities and Exchange Act and the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", all directors of the Company are required to own a minimum of 1,764,000 shares.
- III. The shareholdings of individual directors and the directors collectively as of the book closure date are stated as above.