

Coretronic Corporation
2026 Annual General Shareholder Meeting Minutes

Time : 9:00 a.m., June 12, 2026

Place : No. 2, Kebei 5th Rd., Zhunan Science Park, Miaoli County

Type of Meeting : Physical Meeting

Attendants: Total outstanding shares: 390,981,110 shares, total shares represented by shareholders present in person or by proxy: 230,139,478 shares (e-votes included). Percentage of shares held by shareholders present in person or by proxy: 58.86%.

Participated Directors : Wade Chang, Chairman

Hung-Pin Ku, Independent Director

Participated : Shao-Pin Kuo, CPA of E&Y Taiwan

James Y. Chang Attorney-at-Law, Chang and Associates Attorneys-at-Law

Sarah Lin, President

Franck Ho, CFO

Chairman: Wade Chang

Recorder: Franck Ho

I. Announcing the meeting : The aggregate shareholding of the shareholders present constituted a quorum.
The Chairman called the meeting to order.

II. Chairman's Address (omitted)

III. Report Items

1. 2025 Annual Business Report (see Attachment 1). (Acknowledged)
2. 2025 Audit Committee's Review Report (see Attachment 2). (Acknowledged)
3. The distribution of 2025 employees' compensation. (Acknowledged)
4. The distribution of 2025 Earnings in cash and additional paid-in capital in cash. (Acknowledged)
5. To suspend the proposal initial public offering of ordinary shares of the Company's subsidiary, Optoma Holding Limited, and the related application for listing on the London Stock Exchange. (Acknowledged)
6. Report on the results of the deliberation of the Audit Committee of the Company on the Company's proposed establishment of a new company, CoreIntelligence Holdings Corporation, through a share exchange, and become a wholly owned subsidiary of CoreIntelligence Holdings Corporation.. (Acknowledged)

IV. Ratification Items

1. Ratification of 2025 Business Report and Financial Statements. (Proposed by the Board of Directors)

Description:

- (1) The 2025 financial statements of the Company had been audited by Ernst & Young.
- (2) Please refer to attachment 1 and 3 for 2025 Business Report and financial statements.
- (3) Please resolve.

Resolution: The proposal has been unanimously approved. There were 230,139,478 shares represented at the time of voting, which 224,853,251 shares voted for the proposal (e-votes included); 175,471 shares voted against the proposal (e-votes included); 5,110,756 shares voted abstained the proposal (e-votes included); 0 shares voted

invalid the proposal.

2. Ratification of the Proposal for the Distribution of 2025 Earnings. (Proposed by the Board of Directors)

Description:

- (1) Please refer to attachment 4 for the Distribution of 2025 Earnings Table.
- (2) Please resolve.

Resolution: The proposal has been unanimously approved. There were 230,139,478 shares represented at the time of voting, which 224,956,206 shares voted for the proposal (e-votes included); 215,778 shares voted against the proposal (e-votes included); 4,967,494 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

V. Discussion Items

1. Proposal to Amend the “Procedures of Acquisition or Disposal of Assets” . (Proposed by the Board of Directors)

- (1) To comply with actual needs of the Company, it is proposed to amend the “ Acquisition or Disposal of Assets ” . The comparison table of amendments to the Company’s Articles of Incorporation is attached as Attachment 5.

- (2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 230,139,478 shares represented at the time of voting, which 217,880,883 shares voted for the proposal (e-votes included); 7,278,727 shares voted against the proposal (e-votes included); 4,979,868 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

2. Proposal to release the Directors from non-competition restrictions. (Proposed by the Board of Directors)

- (1) According to Article 209 of the Company Act, a Director who conducts business within the business scope of the Company for himself or others shall explain at the shareholders’ meeting the essential contents of such conduct and obtain the shareholders’ approval.
- (2) As certain Directors of the Company may have made investments in, or may engage in the operation of, other companies with business scopes identical or similar to that of the Company, it is hereby proposed, in accordance with applicable laws and regulations, that the shareholders’ meeting approve the release of the non-competition restrictions on Directors. Details of such proposed release are as below.

Name	Released restriction
Hsun Chieh Investment Ltd.	Director, EmBestor Technology Inc.
Hannstar Display Corp.	Director, HannsTouch Holdings Company
Hannstar Display Corp. Legal Representative: Yu-Chi Chiao	Legal Person Director and Representative, Walton Advanced Engineering, Inc.

- (3) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 230,139,478 shares represented at the time of voting, which 224,579,870 shares voted for the proposal (e-votes included); 412,023 shares voted against the proposal (e-votes included) ; 5,147,585 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

3. Proposal for the Company to establish a new company, “CoreIntelligence Holdings Corporation” (hereinafter referred to as “CoreIntelligence Holdings”), through a share

exchange, and become a wholly owned subsidiary of CoreIntelligence Holdings. (Proposed by the Board of Directors)

- (1) To enhance the efficiency of the group's strategic planning and to increase the flexibility for the development of new businesses, the Company proposes to, through a share exchange, pursuant to which all of its issued and outstanding common shares as of the share exchange record date will be transferred to a newly incorporated company, "CoreIntelligence Holdings Corporation" as consideration for the payment of the subscription price required for the promoters' incorporation of CoreIntelligence Holdings by the Company's shareholders. In return, CoreIntelligence Holdings will issue new shares to the Company's shareholders (hereinafter referred to as "Share Exchange"). Upon completion of the Share Exchange, the Company will become a wholly owned subsidiary of CoreIntelligence Holdings.
- (2) The share exchange ratio for this Share Exchange is determined based on the Company's audited and certified financial statements as of December 31, 2025, and after taking into consideration such as expected future operating synergies. The ratio is set on the premise that it is consistent with the fairness opinion issued by an independent expert regarding the reasonableness of the share exchange ratio (please refer to Attachment 6 for the independent expert's fairness opinion). Accordingly, each one (1) common share of the Company will be exchanged for one (1) common share of CoreIntelligence Holdings. Except as otherwise provided in the terms of this Share Exchange, applicable laws and regulations of the Republic of China, or requirements of the competent authorities, the Company shall not arbitrarily alter or adjust the share exchange ratio.

If any shareholder of the Company is entitled to fractional shares of CoreIntelligence Holdings as a result of the Share Exchange, such shareholder may consolidate such fractional entitlements with others to form whole shares. Alternatively, the Company shall pay such shareholder cash in lieu of fractional shares, calculated based on the closing price of the Company's shares on the last trading day on TPEx prior to the Share Exchange record date and in accordance with the determined exchange ratio (rounded down to the nearest New Taiwan Dollar with any amount below NT\$1 disregarded). Then such fractional shares shall be purchased by a designated person arranged by the Chairman of CoreIntelligence Holdings. If any adjustment to the handling of fractional shares is required due to changes in applicable laws or operational needs, the board of directors of CoreIntelligence Holdings is authorized to handle such matters in full discretion.

- (3) For matters relating to the Share Exchange, the "Share Exchange Resolution" adopted in accordance with the Business Mergers and Acquisitions Act and other applicable laws and regulations is attached hereto as Attachment 7.
- (4) The Audit Committee of the Company has exercised its duties in accordance with Article 6 of the Business Mergers and Acquisitions Act and has appointed an independent expert, CPA, Chiung-Hua Juan of YuanHe CPA Firm, to assist in providing an opinion on the reasonableness of the value of the Company's common equity. The Audit Committee has also reviewed the fairness and reasonableness of this Share Exchange and will submit its review results to the Board of Directors and the shareholders' meeting of the Company. Accordingly, the share exchange ratio and terms—under which each one (1) common share of the Company will be exchanged for one (1) common share of CoreIntelligence Holdings should be considered fair and reasonable.
- (5) Upon approval of this proposal by the Company's shareholders' meeting, such shareholders' meeting shall, in accordance with Article 29 of the Business Mergers and Acquisitions Act, be deemed as the promoters' meeting for the incorporation of the newly established CoreIntelligence Holdings. Accordingly, the Company's shareholders, in their capacity as promoters, may deliberate and resolve on the adoption of the articles of incorporation of CoreIntelligence Holdings (please refer to Attachment 8), elect the directors and supervisors, and discuss matters including the release of non-compete restrictions on directors.
- (6) Should there be a necessity to adjust the number of shares to be exchanged or the share exchange

ratio with CoreIntelligence Holdings, or should other matters relating to the Share Exchange Resolution (including but not limited to the timeline and the record date of the Share Exchange) or the Share Exchange plan are required to be modified due to instructions from competent authorities, changes in relevant laws and regulations, or responses to objective circumstances, it is proposed that the Shareholders' Meeting authorize the Board of Directors to handle such matters at its sole discretion.

- (7) The Share Exchange record date is tentatively set for September 3, 2026. Upon completion of the Share Exchange, the Company's shares will have its listing terminated and CoreIntelligence Holdings will apply for listing and trading of its shares on the Taipei Exchange (hereinafter referred to as "TPEX") in accordance with the relevant regulations of the TPEX on the same date. In addition, in order to comply with TPEX regulations, "Exchange Supplemental Directions for Applications by Investment Holding Companies for TPEX Listing" and "Taipei Exchange Rules Governing Securities Trading on the TPEX", which require an investment holding company have more than two controlled subsidiaries within one year from the date of TPEX listing, the Company and/or CoreIntelligence Holdings will carry out further organizational restructuring in accordance with industry characteristics and pursuant to the Business Mergers and Acquisitions Act, the Company Act, and other applicable laws and regulations.
- (8) Upon completion of the Share Exchange, the Company will become a wholly owned subsidiary of CoreIntelligence Holdings and will, in accordance with applicable laws, apply to the Financial Supervisory Commission for the cessation of its public offering of the shares.
- (9) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 230,139,478 shares represented at the time of voting, which 224,747,857 shares voted for the proposal (e-votes included); 410,356 shares voted against the proposal (e-votes included); 4,981,265 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

4. Proposal for the Delisting of the Company's Shares from the TPEX Market and the Termination of Public Offering. (Proposed by the Board of Directors)

- (1) The Company will establish CoreIntelligence Holdings Corporation (hereinafter referred to as "CoreIntelligence Holdings") through a share swap and for the Company to become its wholly owned subsidiary. The Company proposes to apply to the TPEX for termination of listing, and to the Financial Supervisory Commission for the cessation of its public offering of the Company's shares.
- (2) The share swap record date and the delisting date of the Company's shares are both tentatively set for September 3, 2026.
- (3) To duly carry out the termination of listing on the TPEX and cessation of the public offering of its shares in accordance with applicable laws and regulations, it is proposed to authorize the Chairman to fully represent the Company in handling all related matters.
- (4) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 230,139,478 shares represented at the time of voting, which 224,662,917 shares voted for the proposal (e-votes included); 473,205 shares voted against the proposal (e-votes included); 5,003,356 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

5. Proposal to Adopt the "Articles of Incorporation of CoreIntelligence Holdings Corporation" . (Proposed by the Board of Directors)

- (1) Adoption of the "Articles of Incorporation of CoreIntelligence Holdings Corporation" . Please attached as Attachment 8.

(2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 224,246,313 shares voted for the proposal (e-votes included); 147,096 shares voted against the proposal (e-votes included) ; 4,487,837 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

6. Proposal to Adopt the “Procedures for Loaning of Funds and Making of Endorsements/Guarantees of CoreIntelligence Holdings Corporation” . (Proposed by the Board of Directors)

(1) Adoption of the “Procedures for Loaning of Funds and Making of Endorsements/Guarantees of CoreIntelligence Holdings Corporation” . Please attached as Attachment 9.

(2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 224,243,837 shares voted for the proposal (e-votes included); 146,370 shares voted against the proposal (e-votes included) ; 4,491,039 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

7. Proposal to Adopt the “Procedures for the Acquisition or Disposal of Assets of CoreIntelligence Holdings Corporation” . (Proposed by the Board of Directors)

(1) Adoption of the “Procedures for the Acquisition or Disposal of Assets of CoreIntelligence Holdings Corporation” . Please attached as Attachment 10.

(2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 224,187,898 shares voted for the proposal (e-votes included); 203,265 shares voted against the proposal (e-votes included) ; 4,490,083 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

8. Proposal to Adopt the “ Rules of Procedure of the Shareholders’ Meeting of CoreIntelligence Holdings Corporation” . (Proposed by the Board of Directors)

(1) Adoption of the “Rules of Procedure of the Shareholders’ Meeting of CoreIntelligence Holdings Corporation” . Please attached as Attachment 11.

(2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 224,250,102 shares voted for the proposal (e-votes included); 148,272 shares voted against the proposal (e-votes included) ; 4,482,872 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

9. Proposal to Adopt the “ Rules Governing Election of Directors and Supervisors of CoreIntelligence Holdings Corporation” . (Proposed by the Board of Directors)

(1) Adoption of the “Rules Governing Election of Directors and Supervisors of CoreIntelligence Holdings Corporation” . Please attached as Attachment 12.

(2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 224,249,555 shares voted for the proposal (e-votes included); 146,915 shares voted against the proposal (e-votes included) ; 4,484,776 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

10. Proposal to Adopt the “ Rules of Procedure of the Board of Directors of CoreIntelligence Holdings Corporation” . (Proposed by the Board of Directors)

(1) Adoption of the “Rules of Procedure of the Board of Directors of CoreIntelligence Holdings Corporation” . Please attached as Attachment 13.

(2) Please resolve.

Proceedings of the meeting: There being no questions raised by the shareholders.

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 224,254,548 shares voted for the proposal (e-votes included); 145,747 shares voted against the proposal (e-votes included) ; 4,480,951 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal.

VI. Election Items

1. Election of the first Directors and Supervisors of CoreIntelligence Holdings Corporation. (Proposed by the Board of Directors)

(1) In connection with the establishment of “CoreIntelligence Holdings Corporation” (hereinafter referred to as “CoreIntelligence Holdings”), and pursuant to Article 29 of the Business Mergers and Acquisitions Act, this Annual General Meeting shall also serve as the promoters’ meeting for the incorporation of CoreIntelligence Holdings. Shareholders of the Company may, in their capacity as promoters, elect five Directors and two Supervisors of CoreIntelligence Holdings. The term of office of the newly elected Directors and Supervisors shall be three years, commencing on June 12, 2026 and ending on June 11, 2029.

(2) Please elect.

Election Results:

Title	Account number or identity document number	Shareholder name /Name	Votes Received
Director	5	Wade Chang	207,788,817
Director	29798	Hsun Chieh Investment Ltd. Legal Representative: Hsin-Chieh Hsu	194,228,462
Director	315215	Hannstar Display Corporation Legal Representative: Yu-Chi Chiao	184,852,911
Director	B10061****	Han-Ping D. Shieh	175,275,958
Director	7736	Franck Ho	165,118,407
Supervisor	X12017****	Wayne Wang	185,452,911
Supervisor	415734	Jack Lin	185,452,911

VII. Others Items

1. Proposal to release the Directors from non-competition restrictions of CoreIntelligence Holdings Corporation. (Proposed by the Board of Directors)

(1) According to Article 209 of the Company Act, a director who conducts business within the business scope of the Company for himself or others shall explain at the Shareholders’ meeting

the essential contents of such conduct and obtain the shareholders' approval.

(2) The Directors of "CoreIntelligence Holdings Corporation" elected at the Company's 2026 Annual General Meeting may engage, either for themselves or on behalf of others, in activities that fall within the Company's business scope. It is therefore proposed that the Shareholders' Meeting approve the release of the non-competition restrictions applicable to the newly elected Directors.

(3) Please resolve.

Details of the proposed waiver of non-compete restrictions for newly elected directors are as follows:

Position	Name	Released restriction
Director	Hsun Chieh Investment Ltd.	Director, Harvatek Corporation, Director, United Microelectronics Corporation, Director, PixArt Imaging Inc., Director, Unimicron Technology Corp. Director, EmBestor Technology Inc.
	Hsun Chieh Investment Ltd. Legal Representative: Hsin-Chieh Hsu	Supervisor, Wavetek Microelectronics Corporation Legal Person Director and Representative, EmBestor Technology Inc.
	Hannstar Display Corporation	Director, HannsTouch Holdings Company
	Hannstar Display Corporation Legal Representative: Yu-Chi Chiao	Chairman, HannStar Display Corporation Director, Walsin Lihwa Corporation Legal Person Director and Representative, HannsTouch Holdings Company Legal Person Director and Representative, Walton Advanced Engineering, Inc.
	Han-Ping D.Shieh	Director, Silicon Motion, Inc. Legal Person Director and Representative, FocalTech Systems Co., Ltd. Independent Director, Dynapack International Technology Corp. Independent Director, Key Ware Electronics Co., Ltd.
	Franck Ho	Legal Person Director and Representative, UCARE MEDICAL ELECTRONICS CO., LTD. Legal Person Director and Representative, Champ Vision Display Inc. Legal Person Director and Representative, INNOSPECTRA CORPORATION Legal Person Director and Representative, Young Green Energy Co. Legal Person Director and Representative, Yann Yuan Investment Co., Ltd

Resolution: The proposal has been unanimously approved. There were 228,881,246 shares represented at the time of voting, which 208,860,896 shares voted for the proposal (e-votes included); 14,772,166 shares voted against the proposal (e-votes included) ; 5,248,184 shares voted abstained the proposal (e-votes included); 0 shares voted invalid the proposal

Proceedings of the meeting: There being no questions raised by the shareholders.

VIII. Motions: None.

IX. Adjournment: 9:39 am.

This minutes of the 2026Annual General Shareholders' Meeting stated the meeting and only the outcomes of proposals. The content, the process and the shareholders' statements of the meeting shall be referred to audio and video conference records.

Coretronic Corporation

2025 Business Report

For the fiscal year of 2025, Coretronic reported consolidated sales revenue of NT\$39,577 million, reflecting a 0.23% YoY decrease. The consolidated operating loss totaled NT\$131 million, while pre-tax income reached NT\$473 million. Net income was NT\$358 million, with NT\$372 million attributable to the equity holders of the parent company. EPS for 2025 stood at NT\$0.95.

Sales breakdowns by product lines in 2025 as below: (Consolidated)

Product	2024	2025	Diff.
Energy Saving Products (unit/pc)	29,902,651	30,826,392	+3.09%
Visual Solutions Products (unit)	862,417	623,610	-27.69%

Reflecting on 2025, we've continued to advance our core technologies in light guide plates, display technology, and system integration technology to enhance product competency. In our hot embossing process, we further refined and optimized both the process and microstructure design to enhance thinner PC/PMMA LGP performance in high-end laptop application. Anticipating the energy-saving requirements of Energy Star 9.0 for monitor displays & high efficiency automotive display, we have also successfully developed mass production capabilities for displays up to 30.9 inches, achieving 15% to 25% higher efficiency than existing products.

In the HDR local dimming mini-LED development, alongside our specially developed in optical diffusion plate/film & LED design have significantly built excellent competitiveness in optical performance, picture quality, and thickness. The development of high-contrast front-light module for reflective-LCD and electronic paper has also entered the mass-production stage and is expected to make a meaningful contribution to energy-saving and carbon-reduction efforts in line with ESG trends.

Furthermore, leveraging our core technologies in light guide plate, backlight modules, and special LCD cell and film processing, several switchable privacy modules for laptops have been successfully mass-produced. In addition, to address the privacy needs of next-generation OLED displays, we are currently testing working samples and discussing requirements with potential customers. By extending these related concepts to automotive and industrial applications, such as the development of one-way and two-way privacy protection technologies for automotive center information displays (CID) and passenger displays. These solutions allow drivers to dynamically switch the viewing angle in various scenarios, thereby reducing light interference that could compromise driving safety. The second-generation product has already entered mass production. In response to the improvement of vehicle anti-peeping performance, several new generation designs and proposals have been promoted with multiple customers (ex. Partial privacy...).

In semi-system integration, it smoothly won orders from global customers with the integrated technology covering open cell, LGP, touch module, and assembly and production integration business model. Based on these advantages, the Company also integrated the open cell in privacy display technology to in-house splitting and polarizer to form an integrated process from front-end to LCM.

In the field of imaging products, adopting a complete product portfolio of blue laser, dual color laser (MCLA™), and three-color pure laser (RGB laser) as a solid-state light source technology development strategy, along with a high-efficiency cooling system, continues to maintain the No. 1 position in the DLP projection market. In 2025, the Company officially launched a diversified portfolio of laser-based projection products with brightness levels ranging from 3,500 to 5,000 lumens, encompassing blue laser, dual color laser, and three-color pure laser technologies. These products

deliver enhanced color gamut performance and superior color accuracy, effectively addressing the demand for premium image quality in high-end home cinema and professional imaging markets. In addition, they support advanced imaging standards such as Dolby Vision, IMAX Enhanced, and HDR10+, further expanding the Company's strategic footprint in high-end imaging applications.

In response to the rapid advancement of AI technologies and evolving market trends, the Company has proactively and strategically expanded into the AI-enabled smart projection segment through deep integration of artificial intelligence across its imaging products, with mass production commencing in the second half of 2025. The resulting intelligent and user-centric innovations—including intuitive voice control, AI-driven image geometry correction, personalized projection mapping, and simplified smart multi-screen stitching for commercial applications—significantly streamline multi-display deployment and enhance flexibility and operational efficiency in commercial use cases. Additionally, algorithms developed through AI are used to simulate the optimal fan control mode, aiming for quiet, small, lightweight, low-noise, and energy-saving standards to achieve optimal system cooling management, enhance system light-to-heat conversion efficiency, improve design precision, shorten projector development time, and extend projector lifespan and product stability.

Under the global environment sustainability and company energy-saving carbon reduction policies, ESG thinking is integrated into the organizational and product levels, deeply rooted in the core objectives of imaging products, and further implemented at the supply chain, manufacturing, and green projector whole-machine inspection planning levels. Moreover, by using recycled materials in cartons, adopting PCR in appearance casings, continuously optimizing the energy consumption design of projectors, and effectively improving the carbon emission efficiency of factory assembly through modular design, three product models have currently obtained ISO 14067:2018 certification for the complete life cycle (raw material acquisition, manufacturing, distribution and sales, consumer use, waste disposal) of product carbon footprints. Through these execution projects and practical audits, the company's commitment to ESG initiatives is demonstrated, and corporate social responsibility is fulfilled through concrete actions.

In the field of intelligent robotics R&D, based on advanced technologies such as computer vision, artificial intelligence, high-speed computing, and control systems combined with the expertise in optics, mechanical design, thermal management, and electronics, the Company develops core robotic technologies including human-machine interaction, motion control, intelligent recognition, sensor fusion, and navigation. These innovations support the provision of comprehensive intelligent robotics solutions. In the area of intelligent automated drones, we have accumulated shipment records of over 3,500 units domestically and internationally. Approximately 500 outdoor Autonomous delivery vehicles for logistics have also been delivered. Moving forward, we will continue to deepen our efforts in drone platforms, professional payloads, and remote-control systems, expand our global presence, and build integrated solutions with strong international competitiveness.

Moving forward, we will remain committed to the mission of being a leader in digital display system technology, continue to drive innovation in display technologies and solutions while focusing on comprehensive solutions for cloud services, AI, and various smart environments. Our specific development strategies are as follows:

1. Intensely develop optical core technology to extend the cross-sector application of optical components, system products and semi-system products to increase product add value and price competitiveness and secure global competitiveness in the display and visual technology fields.
2. In BLM technology, the existing lithography technology will be deeply integrated with ultra-secret processing technology, and we will continue to develop various new edge-type LGP, special optical control films/ element, and develop slim, small, lightweight, energy-efficient, HDR, and high-value added displays with privacy protection. In terms of high contrast front light module technology, in response to the needs of different products, several size models have been developed and have entered the trial production stage.

3. In response to the changes in market business models and customer demands, product development has turned from BLMs to semi-system and integrated system products designed and manufactured in combination with tablets/notebooks/ automotive HUDs and displays, and TV outer parts. This move aims to provide the best possible design, production, and global after-sales services for Brand Name/SI, and panel customers through a highly flexible business model.
4. Mainstream products will focus on three strategic directions: (1) Focus on Technology: Deeply rooted in the strategy of developing Laser light source technology as the core, becoming the best solution product that aligns with ESG principles, and actively promoting the transformation of traditional light bulbs; (2) Pursuit of Excellence: Utilize the assistance of AI/intelligent applications to strengthen the close connection between intelligent applications and fields, and adopt a bottom-up design approach, pursuing cost optimization through modularization and simplification; (3) Integration and Expansion: Enhance the connection with the industrial ecosystem through strategic alliances with strategic suppliers and the integration of Taiwanese brand clients, expanding the application of niche markets and achieving a more intelligent, convenient, and product-advantaged experience.
5. For Pro-AV segment, continuously building and ensuring dual growth momentum for projectors : (1) Extend and secure the core advantages of 1-DLP technology by advancing HEP (High Brightness Extension) and fully deploying 4K/2K platforms. To explore the opportunities to expand applications in CEDIA and Simulation, broadening the scope continuously. (2) Build up the 3-DLP capability to drive the co-development and EMS/OEM manufacturing to achieve mass production and business in 2026.
6. Extending projection technology and applications, keep looking for the opportunities in automotive projection application, and planning for the next growth momentum : (1) Expand the projection applications for both interior and exterior automotive, ensuring the first product is mass-produced by 2026 and exploring opportunities to other OEM automakers. (2) Keep monitoring the opportunities in rear seat entertainment and AR HUD applications, building related product technologies. Collaborate with Tier 1 customers on both POC and mass production projects, to ensure successful implementation and securing new growth drivers for future operations.
7. We will mass-produce new projection products for logistics and provide customized pico-projection module design and manufacturing services for the continuously growing smart terminal product market. We will also continue to improve our R&D and manufacturing capabilities for AR optical engines to meet the POC and mass production needs of international brands.
8. Plan and implement group resources allocation and ensure the information security with Digital optimization technology to enhance overall organizational performance; define information processes and system resource utilization required for business operations and quickly provide integrated information management platforms; design, plan, and implement cloud computing architecture, digital platforms and AI environments and applications to promote the new business development within the group.
9. In response to the group's operations and growth, raise low-cost funding to support organizational development and develop strength for long-term development.

We will further unite the entire organization around a shared vision, steadily advance mid-to-long-term development strategies, and uphold the mission of “Developing Technology-oriented and Sustainable Business Operations” through professional management and excellence in execution. At the same time, the company is committed to creating maximum long-term value for shareholders and employees, while continuing to move toward becoming a benchmark enterprise in sustainability

Sincerely,

Chairman: Wade Chang

President: Sarah Lin

Accounting Officer: Franck Ho

Audit Committee's Review Report

To: 2026 General Annual Shareholders' Meeting of Coretronic Corporation

The Board of Directors of the Company has delivered the 2025 business report, the financial statements and the proposed 2025 earnings distribution. The aforesaid 2025 financial statements of the Company and the consolidated financial statements had been audited by Ernst & Young. The Audit Committee has examined the above statements and found nothing out of order and thus prepared this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your ratification.

Coretronic Corporation

Chairman of the Audit Committee : Hsing-Yi Chow

March 16, 2026



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Attachment 3

Independent Auditors' Report

To Coretronic Corporation

Opinion

We have audited the accompanying parent company only balance sheets of Coretronic Corporation (“the Company”) as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2025 and 2024, and notes to the parent company only financial statements, including the summary of significant accounting policies (together “the parent company only financial statements”).

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and cash flows for the years ended December 31, 2025 and 2024, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

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



Valuation for inventories

The Company recognized the allowance write-down of inventories amounted to NT\$38,341 thousand as of December 31, 2025, due to the rapid technological changes and innovation for projectors, backlight, and FPD-related products. Considering the amount of inventories was significant and the assessment of the amount of inventories write-downs requires the management's important judgement, we determined this is a key audit matter. Our audit procedures included, but not limited to, evaluating and testing the design and operating effectiveness of internal controls around inventories; evaluating the methodologies and assumptions used, including the reasonableness of the allowance write-down of inventories; testing the source of the basic data, including the aging and net realizable value of inventories, and recalculating its correctness; evaluating the overall adequacy of the allowance write-down of inventories through analytical review procedures. We also assessed the adequacy of disclosures of inventories. Please refer to Notes 4, 5 and 6 to the parent company only financial statements.

Revenue recognition

The Company recognized the revenue amounted to NT\$23,165,036 thousand for the year ended December 31, 2025. Main source of revenue comes from projectors, backlight, and FPD-related sales of products and related services. As revenue is the main operating activity of the company, the company recognized revenue when transferring a promised product or service to a customer. The terms of trade in the products agreed in their contracts are different when the performance obligations were satisfied. As a result of the higher complexity of revenue recognition, we determined the matter to be a key audit matter. Our audit procedures include, but not limited to, assessing the appropriateness of the accounting policy for revenue recognition; evaluating and testing the effectiveness of internal controls within the revenue recognition; performing product-specific analytical procedures; viewing their transactions certificate and performing cut-off procedures on selected samples for a period before and after the reporting date; tracing to relevant documentation, and testing details of transaction, including sales contracts, terms of trade and other contents, and verifying the appropriateness of the timing of revenue recognition. Please refer to Notes 4 and 6 to the parent company only financial statements.



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

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

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

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

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

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

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



2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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



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

Huang, Ming-Ju

Kuo, Shao-Pin

Ernst & Young

February 9, 2026

Notice to Readers

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
As of December 31, 2025 and 2024
(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2025	%	December 31, 2024	%
Current assets					
Cash and cash equivalents	4, 6(1)	\$ 905,874	1.57	\$ 428,452	0.79
Financial assets at fair value through profit or loss - current	4, 6(2)	680,388	1.18	844,885	1.56
Trade receivables, net	4, 6(4), 6(16)	9,118,015	15.82	6,356,283	11.73
Trade receivables - related parties, net	4, 6(4), 6(16), 7	707,977	1.23	772,676	1.43
Other receivables	4, 8	80,014	0.14	108,417	0.20
Other receivables - related parties	4, 7	54,183	0.09	272,528	0.50
Inventories, net	4, 5, 6(5)	2,344,466	4.07	1,628,958	3.00
Prepayments		222,843	0.39	304,528	0.56
Other current assets		9,417	0.02	9,005	0.02
Total current assets		<u>14,123,177</u>	<u>24.51</u>	<u>10,725,732</u>	<u>19.79</u>
Non-current assets					
Financial assets at fair value through other comprehensive income - noncurrent	4, 6(3)	5,163,035	8.96	4,238,404	7.82
Investments accounted for using the equity method	4, 6(6), 6(20)	35,488,955	61.58	36,281,943	66.94
Property, plant and equipment, net	4, 6(7)	1,800,676	3.12	1,813,630	3.35
Right-of-use assets	4, 6(17)	549,366	0.95	577,751	1.07
Intangible assets	4, 6(8)	196,275	0.34	234,629	0.43
Deferred tax assets	4, 6(21)	171,381	0.30	195,994	0.36
Net defined benefit assets - noncurrent, net	4, 6(12)	102,336	0.18	84,166	0.15
Other noncurrent assets		35,497	0.06	50,645	0.09
Total non-current assets		<u>43,507,521</u>	<u>75.49</u>	<u>43,477,162</u>	<u>80.21</u>
Total assets		<u>\$ 57,630,698</u>	<u>100.00</u>	<u>\$ 54,202,894</u>	<u>100.00</u>

(continued)

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
As of December 31, 2025 and 2024
(Amounts in thousands of New Taiwan Dollars)

LIABILITIES AND EQUITY	Notes	December 31, 2025	%	December 31, 2024	%
Current liabilities					
Short-term borrowings	6(9)	\$ 8,400,071	14.58	\$ 9,222,000	17.01
Financial liabilities at fair value through profit or loss - current	4, 6(10)	108,824	0.19	126,257	0.23
Contract liabilities - current	6(15)	349,484	0.61	275,348	0.51
Accounts payable		2,482,952	4.31	2,213,520	4.08
Accounts payable - related parties	7	11,618,348	20.16	5,704,192	10.53
Other payables		1,165,480	2.02	1,142,312	2.11
Other payables - related parties	7	7,246,071	12.57	6,394,704	11.80
Current tax liabilities	4, 6(21)	438,988	0.76	412,211	0.76
Provisions - current	4, 5, 6(13)	84,488	0.15	110,773	0.20
Lease liabilities - current	4, 6(17)	37,018	0.06	38,654	0.07
Other current liabilities		230,654	0.40	270,423	0.50
Total current liabilities		32,162,378	55.81	25,910,394	47.80
Non-current liabilities					
Long-term borrowings	6(11)	-	-	2,997,562	5.53
Deferred tax liabilities	4, 6(21)	129,251	0.22	141,967	0.26
Lease liabilities - noncurrent	4, 6(17)	547,048	0.95	569,884	1.05
Other noncurrent liabilities	6(6)	268,326	0.47	186,218	0.35
Total non-current liabilities		944,625	1.64	3,895,631	7.19
Total liabilities		33,107,003	57.45	29,806,025	54.99
Equity					
Share capital					
Common stock	6(14)	3,909,811	6.78	3,909,811	7.21
Capital surplus	6(14)	2,017,890	3.50	2,234,717	4.12
Retained earnings	6(14), 6(20)				
Legal reserve		4,600,869	7.98	4,512,231	8.33
Special reserve		1,188,383	2.06	1,188,383	2.19
Unappropriated retained earnings		11,628,090	20.18	11,729,185	21.64
Total retained earnings		17,417,342	30.22	17,429,799	32.16
Other equity		1,178,652	2.05	822,542	1.52
Total equity		24,523,695	42.55	24,396,869	45.01
Total liabilities and equity		\$ 57,630,698	100.00	\$ 54,202,894	100.00

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Notes	For the year ended December 31		For the year ended December 31	
		2025	%	2024	%
Net sales	4, 5, 6(15), 7	\$ 23,165,036	100.00	\$ 25,850,250	100.00
Operating costs	4, 6(5), 6(8), 6(12), 6(18), 7	21,129,489	91.21	23,408,528	90.55
Gross profit		2,035,547	8.79	2,441,722	9.45
Unrealized gross profit on sales	6(6)	128,803	0.55	174,824	0.68
Realized gross profit on sales		174,824	0.75	147,236	0.57
Gross profit, net		2,081,568	8.99	2,414,134	9.34
Operating expenses	6(8), 6(12), 6(16), 6(18)				
Selling expenses		261,277	1.13	274,623	1.06
General and administrative expenses		1,192,877	5.15	1,158,444	4.48
Research and development expenses		1,394,138	6.02	1,437,875	5.56
(Reversal of expected credit loss) expected credit loss		(144)	-	928	0.01
Total operating expenses		2,848,148	12.30	2,871,870	11.11
Operating loss		(766,580)	(3.31)	(457,736)	(1.77)
Non-operating income and expenses					
Interest income	6(19)	15,149	0.07	28,185	0.11
Other income	4, 6(19)	168,151	0.73	311,013	1.20
Other gains and losses	6(19)	390,565	1.69	336,831	1.30
Finance costs	6(19)	(325,797)	(1.41)	(318,210)	(1.23)
Share of gain of subsidiaries, associates and joint ventures accounted for using the equity method	4, 6(6)	940,966	4.06	950,589	3.68
Total non-operating income and expenses		1,189,034	5.14	1,308,408	5.06
Income before income tax		422,454	1.83	850,672	3.29
Income tax expense	4, 6(21)	(50,540)	(0.22)	(30,346)	(0.12)
Net income		371,914	1.61	820,326	3.17
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
Remeasurements of defined benefit pension plans	6(20)	16,181	0.07	73,323	0.28
Unrealized gain from equity instrument investments measured at fair value through other comprehensive income	6(20)	924,631	3.99	34,274	0.13
Remeasurements of defined benefit pension plans of subsidiaries, associates and joint ventures accounted for using the equity method	6(20)	(6,335)	(0.03)	4,081	0.02
Unrealized loss from equity instrument investments measured at fair value through other comprehensive income from share of subsidiaries, associates and joint ventures accounted for using the equity method	6(20)	(12,883)	(0.06)	(101,085)	(0.39)
Income tax related to items that will not be reclassified	6(20), 6(21)	(222)	-	(19,495)	(0.07)
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of foreign operations	6(20)	(558,652)	(2.41)	1,269,896	4.91
Share of other comprehensive income of associates and joint ventures accounted for using the equity method	6(20)	-	-	185	-
Other comprehensive income, net of tax		362,720	1.56	1,261,179	4.88
Total comprehensive income		\$ 734,634	3.17	\$ 2,081,505	8.05
Basic Earnings Per Share (in New Taiwan Dollars)	6(22)	\$ 0.95		\$ 2.10	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(22)	\$ 0.95		\$ 2.09	

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

Description	Common stock	Capital surplus	Retained earnings			Other equity		Total equity
			Legal reserve	Special reserve	Unappropriated retained earning	Exchange differences on translation of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income (loss)	
Balance as of January 1, 2024	\$ 3,909,811	\$ 2,507,703	\$ 4,364,561	\$ 1,322,902	\$ 11,755,209	\$ (1,842,442)	\$ 1,466,545	\$ 23,484,289
Changes in subsidiaries' ownership	-	2,550	-	-	3,318	-	-	5,868
Changes in associates and joint ventures accounted for using the equity method	-	(1,850)	-	-	-	-	-	(1,850)
Appropriation and distribution of 2023 earnings:								
Legal reserve	-	-	147,670	-	(147,670)	-	-	-
Cash dividends	-	-	-	-	(899,257)	-	-	(899,257)
Reversal of special reserve	-	-	-	(134,519)	134,519	-	-	-
Cash distributed from capital surplus	-	(273,686)	-	-	-	-	-	(273,686)
Net income for the year ended December 31, 2024	-	-	-	-	820,326	-	-	820,326
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	62,740	1,270,081	(71,642)	1,261,179
Total comprehensive income (loss)	-	-	-	-	883,066	1,270,081	(71,642)	2,081,505
Balance as of December 31, 2024	3,909,811	2,234,717	4,512,231	1,188,383	11,729,185	(572,361)	1,394,903	24,396,869
Changes in subsidiaries' ownership	-	(21,808)	-	-	-	-	-	(21,808)
Appropriation and distribution of 2024 earnings:								
Legal reserve	-	-	88,638	-	(88,638)	-	-	-
Cash dividends	-	-	-	-	(390,981)	-	-	(390,981)
Cash distributed from capital surplus	-	(195,491)	-	-	-	-	-	(195,491)
Changes in capital surplus - other	-	472	-	-	-	-	-	472
Net income for the year ended December 31, 2025	-	-	-	-	371,914	-	-	371,914
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	6,610	(558,652)	914,762	362,720
Total comprehensive income (loss)	-	-	-	-	378,524	(558,652)	914,762	734,634
Balance as of December 31, 2025	\$ 3,909,811	\$ 2,017,890	\$ 4,600,869	\$ 1,188,383	\$ 11,628,090	\$ (1,131,013)	\$ 2,309,665	\$ 24,523,695

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

Description	For the years ended December 31		Description	For the years ended December 31	
	2025	2024		2025	2024
Cash flows from operating activities:			Cash flows from investing activities:		
Net income before tax	\$ 422,454	\$ 850,672	Acquisition of investments accounted for using the equity method	\$ -	\$ (601,500)
Adjustments for:			Proceeds from disposal of investments accounted for using the equity method	193,428	81,065
The profit or loss items which did not affect cash flows:			Proceeds from capital reduction of investments accounted for using equity method	1,148,261	-
Expected credit loss (reversal of expected credit loss)	(144)	928	Acquisition of property, plant and equipment	(141,398)	(164,539)
Depreciation (including right-of-use-assets)	186,023	195,712	Proceeds from disposal of property, plant and equipment	16,290	29,729
Amortization (including other noncurrent assets)	48,245	56,396	Acquisition of intangible assets	(9,891)	(29,432)
Net loss (gain) on financial assets and liabilities at fair value through profit or loss	147,064	(609,236)	Decrease in other noncurrent assets	909	1,619
Finance costs	325,797	318,210	Net cash provided by (used in) investing activities	1,207,599	(683,058)
Interest income	(15,149)	(28,185)			
Dividend income	(49,522)	(41,304)	Cash flows from financing activities:		
Share of gain of subsidiaries, associates and joint ventures accounted for using the equity method	(940,966)	(950,589)	Decrease in short-term borrowings	(821,929)	(3,528,000)
Gain on lease modification	-	(46)	Increase in other payables - related parties	959,022	1,407,633
Gain on disposal of property, plant and equipment	(2,564)	(1,106)	Cash payment for the principle portion of lease liabilities	(27,245)	(28,741)
Gain on disposal of investments	(193,810)	(22,064)	Increase (decrease) in other noncurrent liabilities	3	(26)
Gain on disposal of other assets (recognized in other income)	(125)	(1,479)	Increase in long-term borrowings (including current portion of long-term borrowings)	-	3,000,000
Unrealized gain from sales	128,803	174,824	Repayment of long-term borrowings (including current portion of long-term borrowings)	(3,000,000)	-
Realized gain from sales	(174,824)	(147,236)	Cash dividends and cash distributed from capital surplus	(586,472)	(1,172,943)
Changes in operating assets and liabilities:			Other	472	-
Trade receivables	(2,761,588)	77,945	Net cash used in by financing activities	(3,476,149)	(322,077)
Trade receivables - related parties	64,699	75,640			
Other receivables	28,470	57,901	Net increase (decrease) in cash and cash equivalents	477,422	(96,831)
Other receivables - related parties	218,345	(42,541)	Cash and cash equivalents at the beginning of the period	428,452	525,283
Inventories	(715,508)	1,219,698	Cash and cash equivalents at the end of the period	\$ 905,874	\$ 428,452
Prepayments	81,685	(51,508)			
Other current assets	2,026	14,191			
Contract liabilities - current	74,136	(135,493)			
Accounts payable	269,432	(399,881)			
Accounts payable - related parties	5,914,156	792,793			
Other payables	15,854	(157,529)			
Other payables - related parties	(107,655)	(4,962)			
Provisions - current	(26,285)	(32,491)			
Other current liabilities	(39,769)	(96,406)			
Net defined benefit assets/ liabilities	(1,989)	6,700			
Cash generated from operating activities	2,897,291	1,119,554			
Interest received	15,082	28,186			
Dividend received	164,170	92,747			
Interest paid	(318,483)	(304,438)			
Income tax paid	(12,088)	(27,745)			
Net cash provided by operating activities	2,745,972	908,304			

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



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Independent Auditors' Report

To Coretronic Corporation

Opinion

We have audited the accompanying consolidated balance sheets of Coretronic Corporation and its subsidiaries (“the Group”) as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2025 and 2024, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and cash flows for the years ended December 31, 2025 and 2024, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

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

Valuation for inventories

The Group recognized the allowance write-down of inventories amounted to NT\$629,258 thousand as of December 31, 2025, due to the rapid technological changes and innovation for projectors, backlight, and FPD-related products. Considering the amount of inventories was significant and the assessment of the amount of inventories write-downs requires the management's important judgement, we determined this is a key audit matter. Our audit procedures included, but not limited to, evaluating and testing the design and operating effectiveness of internal controls around inventories; evaluating the methodologies and assumptions used, including the reasonableness of the allowance write-down of inventories; testing the source of the basic data, including the aging and net realizable value of inventories, and recalculating its correctness; evaluating the overall adequacy of the allowance write-down of inventories through analytical review procedures. We also assessed the adequacy of disclosures of inventories. Please refer to Notes 4, 5 and 6 to the Group's consolidated financial statements.

Revenue recognition

The Group recognized the revenue amounted to NT\$39,576,665 thousand for the year ended December 31, 2025. Main source of revenue comes from projectors, backlight, and FPD-related sales of products and related services. As revenue is the main operating activity of the Group, the Group recognized revenue when transferring a promised product or service to a customer. The terms of trade in the products agreed in their contracts are different when the performance obligations were satisfied. As a result of the higher complexity of revenue recognition, we determined the matter to be a key audit matter. Our audit procedures include, but not limited to, assessing the appropriateness of the accounting policy for revenue recognition; evaluating and testing the effectiveness of internal controls within the revenue recognition; performing product-specific analytical procedures; viewing their transactions certificate and performing cut-off procedures on selected samples for a period before and after the reporting date; tracing to relevant documentation, and testing details of transaction, including sales contracts, terms of trade and other contents, and verifying the appropriateness of the timing of revenue recognition. Please refer to Notes 4 and 6 to the Group's consolidated financial statements.



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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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



1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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



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

Others

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended December 31, 2025 and 2024.

Huang, Ming-Ju

Kuo, Shao-Pin

Ernst & Young
February 9, 2026

Notice to Readers

The reader is advised that these financial statements have been prepared originally in Chinese. In the event of a conflict between these financial statements and the original Chinese version or difference in interpretation between the two versions, the Chinese language financial statements shall prevail.

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the R.O.C. and not those of any other jurisdictions. The standards, procedures and practices to review such consolidated financial statements are those generally accepted and applied in the R.O.C

English Translation of Consolidated Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

As of December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

ASSETS	Note	December 31, 2025	%	December 31, 2024	%
Current assets					
Cash and cash equivalents	4, 6(1)	\$ 8,918,400	15.13	\$ 12,982,509	22.83
Financial assets at fair value through profit or loss - current	4, 6(2)	684,398	1.16	849,817	1.50
Financial assets at amortized cost - current	4, 6(4)	5,336,757	9.05	4,624,412	8.13
Contract assets - current	6(19), 6(20)	979,110	1.66	-	-
Notes receivable, net	4, 6(5), 6(20)	16,895	0.03	1,323	-
Trade receivables, net	4, 6(6), 6(20)	12,638,078	21.44	9,575,959	16.84
Trade receivables - related parties, net	4, 6(6), 6(20), 7	120,388	0.20	891	-
Other receivables	4,7,8	983,269	1.67	1,315,869	2.31
Current tax assets	4, 6(25)	57,786	0.10	190,311	0.33
Inventories, net	4, 5, 6(7)	7,062,292	11.98	7,363,307	12.95
Prepayments		1,114,531	1.89	1,151,220	2.02
Other current assets		280,877	0.48	223,124	0.39
Total current assets		38,192,781	64.79	38,278,742	67.30
Non-current assets					
Financial assets at fair value through other comprehensive income - noncurrent	4, 6(3)	6,156,520	10.44	5,246,290	9.22
Investments accounted for using the equity method	4, 6(8)	167,762	0.28	-	-
Property, plant and equipment, net	4, 6(9), 8	11,326,674	19.21	10,108,052	17.77
Right-of-use assets	4, 6(21)	1,960,264	3.32	2,147,302	3.78
Investment property, net	4, 6(10), 8	117,170	0.20	125,771	0.22
Intangible assets	4, 6(11)	258,787	0.44	290,678	0.51
Deferred tax assets	4, 6(25)	402,665	0.68	358,300	0.63
Net defined benefit assets - noncurrent	4, 6(15)	148,357	0.25	129,284	0.23
Other noncurrent assets	8	227,845	0.39	193,566	0.34
Total non-current assets		20,766,044	35.21	18,599,243	32.70
Total assets		\$ 58,958,825	100.00	\$ 56,877,985	100.00

(continued)

English Translation of Consolidated Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

As of December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

ASSETS	Note	December 31, 2025	%	December 31, 2024	%
Current assets					
Cash and cash equivalents	4, 6(1)	\$ 8,918,400	15.13	\$ 12,982,509	22.83
Financial assets at fair value through profit or loss - current	4, 6(2)	684,398	1.16	849,817	1.50
Financial assets at amortized cost - current	4, 6(4)	5,336,757	9.05	4,624,412	8.13
Contract assets - current	6(19), 6(20)	979,110	1.66	-	-
Notes receivable, net	4, 6(5), 6(20)	16,895	0.03	1,323	-
Trade receivables, net	4, 6(6), 6(20)	12,638,078	21.44	9,575,959	16.84
Trade receivables - related parties, net	4, 6(6), 6(20), 7	120,388	0.20	891	-
Other receivables	4,7,8	983,269	1.67	1,315,869	2.31
Current tax assets	4, 6(25)	57,786	0.10	190,311	0.33
Inventories, net	4, 5, 6(7)	7,062,292	11.98	7,363,307	12.95
Prepayments		1,114,531	1.89	1,151,220	2.02
Other current assets		280,877	0.48	223,124	0.39
Total current assets		38,192,781	64.79	38,278,742	67.30
Non-current assets					
Financial assets at fair value through other comprehensive income - noncurrent	4, 6(3)	6,156,520	10.44	5,246,290	9.22
Investments accounted for using the equity method	4, 6(8)	167,762	0.28	-	-
Property, plant and equipment, net	4, 6(9), 8	11,326,674	19.21	10,108,052	17.77
Right-of-use assets	4, 6(21)	1,960,264	3.32	2,147,302	3.78
Investment property, net	4, 6(10), 8	117,170	0.20	125,771	0.22
Intangible assets	4, 6(11)	258,787	0.44	290,678	0.51
Deferred tax assets	4, 6(25)	402,665	0.68	358,300	0.63
Net defined benefit assets - noncurrent	4, 6(15)	148,357	0.25	129,284	0.23
Other noncurrent assets	8	227,845	0.39	193,566	0.34
Total non-current assets		20,766,044	35.21	18,599,243	32.70
Total assets		\$ 58,958,825	100.00	\$ 56,877,985	100.00

(continued)

English Translation of Consolidated Financial Statements Originally Issued in Chinese
CORETRONIC CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2025 and 2024
(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Note	For the year ended December 31		For the year ended December 31	
		2025	%	2024	%
Net sales	4, 5, 6(19), 7	\$ 39,576,665	100.00	\$ 39,668,943	100.00
Operating costs	4, 6(7), 6(11), 6(15), 6(21), 6(22), 7	32,746,991	82.74	32,618,778	82.23
Gross profit		6,829,674	17.26	7,050,165	17.77
Operating expenses	6(11), 6(15), 6(20), 6(21), 6(22)				
Selling expenses		1,854,624	4.69	1,899,949	4.79
General and administrative expenses		2,198,168	5.56	2,120,492	5.35
Research and development expenses		2,914,592	7.36	2,856,039	7.20
Reversal of expected credit loss		(6,683)	(0.02)	(14,567)	(0.04)
Total operating expenses		6,960,701	17.59	6,861,913	17.30
Operating (loss) income		(131,027)	(0.33)	188,252	0.47
Non-operating income and expenses					
Interest income	6(23)	277,622	0.70	454,921	1.15
Other income	4, 6(23)	524,859	1.33	526,010	1.32
Other gains and losses	6(23)	401,884	1.02	166,143	0.42
Finance costs	6(23)	(592,947)	(1.50)	(448,437)	(1.13)
Share of loss of associates and joint ventures accounted for using the equity method	4, 6(8)	(7,329)	(0.02)	(8,468)	(0.02)
Total non-operating income and expenses		604,089	1.53	690,169	1.74
Income before income tax		473,062	1.20	878,421	2.21
Income tax expense	4, 6(25)	(115,425)	(0.29)	(220,575)	(0.55)
Net income		357,637	0.91	657,846	1.66
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
Remeasurements of defined benefit pension plans	6(24)	9,254	0.02	83,423	0.21
Unrealized gain (loss) from equity instrument investments measured at fair value through other comprehensive income	6(24)	911,748	2.31	(66,811)	(0.17)
Remeasurements of defined benefit pension plans of subsidiaries, associates and joint ventures accounted for using the equity method		673	-	-	-
Income tax related to items that will not be reclassified subsequently to profit or loss	6(24), 6(25)	1,163	-	(21,516)	(0.05)
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of foreign operations	6(24)	(612,148)	(1.55)	1,309,124	3.30
Share of other comprehensive income of associates and joint ventures accounted for using the equity method	6(24)	-	-	185	-
Other comprehensive income, net of tax		310,690	0.78	1,304,405	3.29
Total comprehensive income		\$ 668,327	1.69	\$ 1,962,251	4.95
Net income (loss) for the periods attributable to :					
Shareholders of the parent	6(26)	\$ 371,914		\$ 820,326	
Non-controlling interests	6(17), 6(27)	\$ (14,277)		\$ (162,480)	
Total comprehensive income (loss) for the periods attributable to :					
Shareholders of the parent		\$ 734,634		\$ 2,081,505	
Non-controlling interests		\$ (66,307)		\$ (119,254)	
Basic Earnings Per Share (in New Taiwan Dollars)	6(26)	\$ 0.95		\$ 2.10	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(26)	\$ 0.95		\$ 2.09	

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2025 and 2024
(Amounts in thousands of New Taiwan Dollars)

Description	Equity attributable to owners of the parent								Non-controlling interests	Total equity
	Common stock	Capital surplus	Retained earnings			Other equity		Total		
			Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign operations	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income (loss)			
Balance as of January 1, 2024	\$ 3,909,811	\$ 2,507,703	\$ 4,364,561	\$ 1,322,902	\$ 11,755,209	\$ (1,842,442)	\$ 1,466,545	\$ 23,484,289	\$ 2,163,114	\$ 25,647,403
Changes in subsidiaries' ownership	-	2,550	-	-	3,318	-	-	5,868	(4,333)	1,535
Changes in associates and joint ventures accounted for using the equity method	-	(1,850)	-	-	-	-	-	(1,850)	-	(1,850)
Appropriation and distribution of 2023 earnings:										
Legal reserve	-	-	147,670	-	(147,670)	-	-	-	-	-
Cash dividends	-	-	-	-	(899,257)	-	-	(899,257)	-	(899,257)
Reversal of special reserve	-	-	-	(134,519)	134,519	-	-	-	-	-
Cash distributed from capital surplus	-	(273,686)	-	-	-	-	-	(273,686)	-	(273,686)
Net income (loss) for the year ended December 31, 2024	-	-	-	-	820,326	-	-	820,326	(162,480)	657,846
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	62,740	1,270,081	(71,642)	1,261,179	43,226	1,304,405
Total comprehensive income (loss)	-	-	-	-	883,066	1,270,081	(71,642)	2,081,505	(119,254)	1,962,251
Disposal of subsidiary	-	-	-	-	-	-	-	-	(34,583)	(34,583)
Decrease of non-controlling interests	-	-	-	-	-	-	-	-	(1,459)	(1,459)
Balance as of December 31, 2024	3,909,811	2,234,717	4,512,231	1,188,383	11,729,185	(572,361)	1,394,903	24,396,869	2,003,485	26,400,354
Changes in subsidiaries' ownership	-	(21,808)	-	-	-	-	-	(21,808)	(11,885)	(33,693)
Appropriation and distribution of 2024 earnings:										
Legal reserve	-	-	88,638	-	(88,638)	-	-	-	-	-
Cash dividends	-	-	-	-	(390,981)	-	-	(390,981)	-	(390,981)
Cash distributed from capital surplus	-	(195,491)	-	-	-	-	-	(195,491)	-	(195,491)
Changes in capital surplus - other	-	472	-	-	-	-	-	472	-	472
Net income (loss) for the year ended December 31, 2025	-	-	-	-	371,914	-	-	371,914	(14,277)	357,637
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	6,610	(558,652)	914,762	362,720	(52,030)	310,690
Total comprehensive income (loss)	-	-	-	-	378,524	(558,652)	914,762	734,634	(66,307)	668,327
Disposal of subsidiary	-	-	-	-	-	-	-	-	(49,888)	(49,888)
Decrease of non-controlling interests	-	-	-	-	-	-	-	-	(2)	(2)
Balance as of December 31, 2025	\$ 3,909,811	\$ 2,017,890	\$ 4,600,869	\$ 1,188,383	\$ 11,628,090	\$ (1,131,013)	\$ 2,309,665	\$ 24,523,695	\$ 1,875,403	\$ 26,399,098

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese

CORETRONIC CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

Description	For the year ended December 31		Description	For the year ended December 31	
	2025	2024		2025	2024
Cash flows from operating activities:			Cash flows from investing activities:		
Net income before tax	\$ 473,062	\$ 878,421	Increase in financial assets at amortized cost - current	(712,345)	(3,365,890)
Adjustments for:			Proceeds from disposal of investments accounted for using the equity method	-	52,725
The profit or loss items which did not affect cash flows:			Net cash flow from deconsolidation of subsidiary	(27,005)	32,700
Reversal of expected credit loss	(6,683)	(14,567)	Acquisition of property, plant and equipment	(3,138,037)	(2,560,418)
Depreciation (including investment property and right-of-use assets)	1,329,275	1,298,091	Proceeds from disposal of property, plant and equipment	489,800	89,512
Amortization (including other noncurrent assets)	101,844	99,999	Proceeds from disposal of non-current assets held for sale	23,729	-
Finance costs	592,947	448,437	Acquisition of intangible assets	(57,605)	(66,818)
Interest income	(277,622)	(454,921)	Increase in prepayment of land use rights	-	(122,644)
Dividend income	(77,197)	(67,992)	Proceeds from disposal of land use rights	23,316	-
Transfer of property, plant and equipment to expense	9	545	Increase in other noncurrent assets	(50,997)	(4,406)
Transfer of intangible assets to expenses	-	7,295	Net cash used in investing activities	(3,449,144)	(5,945,239)
(Gain) loss on disposal of property, plant and equipment	(116,100)	14,925			
Gain on disposal of land use rights	(8,002)	-	Cash flows from financing activities:		
Loss on disposal of intangible assets	-	18	Increase (decrease) in short-term borrowings	4,714,430	(998,760)
Gain on disposal of investments	(197,350)	(9,538)	Increase in long-term borrowings	-	3,287,100
(Reversal of casualty loss) casualty loss	(20,500)	72,581	Repayment of long-term borrowings (including current portion of long-term borrowings)	(3,154,000)	(301,341)
Impairment loss	61,094	-	Decrease in guarantee deposits	(4,312)	(3,396)
Share-based payment expense	(16,826)	(1,782)	(Decrease) increase in other noncurrent liabilities	(164)	250
Share of loss of associates and joint ventures accounted for using the equity method	7,329	8,468	Cash dividends and cash distributed from capital surplus	(586,472)	(1,172,943)
Net loss (gain) on financial assets and liabilities at fair value through profit or loss	149,989	(618,540)	Cash payment for the principal portion of lease liabilities	(180,377)	(190,177)
Changes in operating assets and liabilities:			Change in non-controlling interests	(2)	(36,042)
Contract assets	(979,110)	-	Other	472	-
Notes receivable	(15,572)	12,183	Net cash provided by financing activities	789,575	584,691
Trade receivables	(3,255,840)	309,751			
Trade receivables - related parties	16,002	(252)	Effect of exchange rate changes on cash and cash equivalents	(301,191)	1,129,457
Other receivables	318,494	(407,289)			
Inventories	248,837	1,190,638	Net decrease in cash and cash equivalents	(4,064,109)	(3,573,449)
Prepayments	31,223	(239,970)	Cash and cash equivalents at the beginning of the period	12,982,509	16,555,958
Other current assets	(55,351)	(78,812)	Cash and cash equivalents at the end of the period	\$ 8,918,400	\$ 12,982,509
Other operating assets	(3,930)	7,988			
Contract assets - current	(183,392)	28,143			
Notes payable	159	212			
Accounts payable	664,035	(633,117)			
Accounts payable - related parties	(2,349)	(21,176)			
Other payables	152,647	(497,051)			
Provisions - current	45,033	(132,958)			
Other current liabilities	69,150	(198,771)			
Net defined benefit assets/liabilities	(2,976)	(1,486)			
Cash (used in) generated from operating activities	(957,671)	999,473			
Dividend received	94,639	67,992			
Interest received	299,473	434,707			
Interest paid	(534,855)	(442,865)			
Income tax paid	(4,935)	(421,665)			
Net cash (used in) provided by operating activities	(1,103,349)	637,642			

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

Coretronic Corporation
2025's Earnings Distribution Table

Unit : NTD

Item	Amount	
	Subtotal	Total
Beginning of Unappropriated Retained Earnings		11,249,565,293
Plus: Remeasurements of defined benefit pension plans	6,610,848	
Cumulative of Unappropriated Earnings		11,256,176,141
Net income of 2025	371,913,852	
Minus: Appropriated For 10% Legal Reserve	(37,852,470)	
2025's Earnings Available For Distribution		334,061,382
Earnings Available For Distribution (Cumulative)		11,590,237,523
Cash Dividends To Shareholders (NTD 0.3 per share)		(117,294,333)
End of Unappropriated Retained Earnings		11,472,943,190
<p>Note 1 : According to the ruling issued by MOF on April 30, 1998 (Ref. 871941343), when distributing earnings it should be taxed as per the year that the earnings were gained. Coretronic adopts last in first out method when distributing earnings, which is to say, first distribute earnings from the most current year and then the previous year's when not sufficient.</p> <p>Note 2 : The cash dividend distribution is calculated based on whole NT dollar, rounded down to the nearest whole NT dollar. Any fractional amounts less than one NT dollar will be adjusted by rounding the decimal places from largest to smallest, and the account numbers will be adjusted in order from the front to the rear to ensure the total cash dividend distribution is accurate.</p>		

Chairman: Wade Chang

President : Sarah Lin

Accounting Officer: Franck Ho

**Comparison Table of Amendments to the Company's Procedures of
Acquisition or Disposal of Assets**

Current Provisions	Proposed Amendments	Note
<p>6.5 Procedures for Derivative Transactions</p> <p>6.5.1 Transaction Principles and Guidelines: 1) -3) (Omitted)</p> <p>4) Provisions for Aggregate Contract Amount and Maximum Loss Limits:</p> <p>a. Provision for Aggregate Contract Amount of Derivative Transactions: (Omitted)</p> <p>b. Provisions for Maximum Loss Limits on Aggregate and Individual Contracts: For hedging and trading transactions, the loss limit for <u>the aggregate contract is set at 5% of the contract amount</u>; the loss limit for <u>an individual contract is set at 8% of the contract amount</u>; should the loss limits be triggered, the Chairman shall be notified immediately to determine appropriate contingency plans. Should the Company's derivative transactions trigger the aggregate and individual contract loss limits stated above, the relevant information shall be disclosed pursuant to Article 6.7.1.</p>	<p>6.5 Procedures for Derivative Transactions</p> <p>6.5.1 Transaction Principles and Guidelines: 1) -3) (Omitted)</p> <p>4) Provisions for Aggregate Contract Amount and Maximum Loss Limits:</p> <p>a. Provision for Aggregate Contract Amount of Derivative Transactions: (Omitted)</p> <p>b. Provisions for Maximum Loss Limits on Aggregate and Individual Contracts: For hedging and trading transactions, the loss limit for <u>the aggregate contract is set at 15% of the contract amount</u>; the loss limit for <u>an individual contract is set at 20% of the contract amount</u>; should the loss limits be triggered, the Chairman shall be notified immediately to determine appropriate contingency plans. Should the Company's derivative transactions trigger the aggregate and individual contract loss limits stated above, the relevant information shall be disclosed pursuant to Article 6.7.1.</p>	<p>To reflect operational needs</p>

YuanHe CPA Firm

**Fairness Opinion on the
Reasonableness of the Share Exchange
Ratio Between CORETRONIC
CORPORATION And
COREINTELLIGENCE HOLDINGS
CORPORATION**

CPA Chiung-Hua Juan

Number of CPA license ; License Code 2719

Address : 12 F.-1, No. 25, Sec. 3, Ren'ai Rd., Da'an Dist., Taipei City

Phone : (02)2370-6189

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Fairness Opinion on the Reasonableness of the Share Exchange Ratio Between CORETRONIC CORPORATION and COREINTELLIGENCE HOLDINGS CORPORATION

Executive Summary of Opinion Letter

- I. Client: Coretronic Corporation (hereinafter “Coretronic”; stock code: 5371).
- II. Subject of Valuation: The equity interest in CoreIntelligence Holdings Corporation (hereinafter “CoreIntelligence Holdings”).
- III. Scope of Engagement: Coretronic intends to submit a proposal to its Board of Directors on April 27, 2026, pursuant to the Business Mergers and Acquisitions Act, to establish a newly incorporated company, CoreIntelligence Holdings Corporation, through a share exchange. I’m engaged to independently estimate the equity value of Coretronic and CoreIntelligence Holdings in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Statements of Valuation Standards (SVS), and the Expert Opinion Issuance Guidelines, and to express an opinion on the reasonableness of the proposed share exchange ratio pursuant to Articles 10 and 23 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, solely for reference by the Board of Directors of Coretronic in its evaluation process and for no other purpose.
- IV. Legal Basis: Articles 10 and 23 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and other applicable regulations.
- V. Purpose of Valuation: Transaction purpose.
- VI. Standard of Value and Premise of Value:
 - (1) Standard of Value: Market Value.
 - (2) Premise of Value: Highest and Best Use.
- VII. Valuation Baseline Date: April 1, 2026.
- VIII. Assumptions, Limiting Conditions, and Material Uncertainties:
 - (1) The conclusions set forth in this opinion letter are valid solely for the stated valuation purpose and as of the valuation date specified herein.
 - (2) The financial statements of Coretronic and other relevant information used in this opinion letter were prepared by the company, for which the company bears sole responsibility. I relied upon the financial statements and related information provided by Coretronic for purposes of this valuation. I did not independently verify or review the overall faithful representation, completeness, or accuracy of such information and relied thereon in all material respects. I also did not audit such information in accordance with Generally Accepted Auditing Standards. In addition, certain information used by the valuation personnel was derived from reports prepared by external experts, for which such external experts bear sole responsibility. I merely referenced such reports for calculation purposes and expresses no opinion thereon.
 - (3) Different valuation purposes, underlying assumptions, or valuation dates may materially affect the value of the subject matter and the contents of this report. Different valuers may also arrive at differing conclusions. I have adopted generally accepted valuation approaches and procedures currently in use to express an opinion on the reasonableness of the share exchange ratio between Coretronic and CoreIntelligence Holdings; however, I provide no assurance as to the transaction price. This valuation has been conducted under the going concern assumption.

- (4) Pursuant to Article 7 of the Statements of Valuation Standards No. 11, Business Valuation, issued by the Accounting Research and Development Foundation in Taiwan (ARDF), I have performed a reasonableness assessment of information publicly available in the market and confirmed the reliability and appropriateness of its sources. However, within the scope of our engagement, I have not performed an audit in accordance with the Generally Accepted Auditing Standards, nor have I conducted assurance procedures under Assurance Standard No. 1, Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, also issued by the ARDF. Accordingly, I express no level of assurance regarding the accuracy or appropriateness of such information.
- (5) After delivery of this report, unless further engaged by Coretronic, YuanHe CPA shall have no obligation to update this valuation report or its conclusions. This report and its conclusions may be used only for the specific valuation purpose of this engagement and may not be used for any other purpose. Without the consent of Coretronic or YuanHe CPA, this report may not be reproduced or transmitted in any form to any third party.
- (6) Upon completion of this valuation report, the valuation personnel are under no obligation to appear in court as expert witnesses or attend related meetings. Any such request must be separately agreed upon in advance by both parties. In addition, as YuanHe CPA is not a professional legal services provider, YuanHe CPA is unable to evaluate legal proceedings affecting value from the perspective of licensed legal counsel. If any such legal matter is material, readers of this report should consult appropriate legal advisors.

IX. Valuation Procedures Performed:

- (1) Define and confirm the valuation assignment
- (2) Investigate and collect relevant information
- (3) Analyze the information obtained
- (4) Perform valuation analysis
- (5) Prepare report and communicate findings

- X. Basis of Opinion and Conclusion: In this transaction, Coretronic will establish CoreIntelligence Holdings through a share exchange, and Coretronic will become a wholly owned subsidiary of CoreIntelligence Holdings. Both before and after the share exchange transaction, all entities or businesses involved will ultimately be controlled by the same party or parties. Accordingly, the transaction constitutes a combination of entities or businesses under common control as defined under IFRS 3 Business Combinations. I have applied the asset-based approach to evaluate the aggregate value (book value) of the individual assets and liabilities of the valuation subject, thereby reflecting the overall value of the enterprise or business. The calculated value amounts to NT\$26,399,098 thousand, equivalent to NT\$62.72 per share., CoreIntelligence Holdings will issue 390,981,110 new shares for the purpose of the share exchange. The proposed exchange ratio is one (1) common share of Coretronic for one (1) common share of CoreIntelligence Holdings. Based on the assessment, this exchange ratio should be considered fair and reasonable.

CPA: Chiung-Hua Juan
License No.: License Code 2719

April 3, 2026

Independent Expert Declaration

I, the undersigned Certified Public Accountant, have prepared this valuation opinion in compliance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Expert Opinion Issuance Guidelines, relevant laws and regulations, and with reference to the Statements of Valuation Standards and applicable self-regulatory rules promulgated by professional associations. I hereby declare as follows:

1. The opinion letter issued by me, together with the data sources, parameters, and information used in performing the engagement procedures, are complete, accurate, and reasonable, and serve as the basis for the opinion expressed herein.
2. Prior to accepting this engagement, I had confirmed that I satisfied the qualification requirements under Article 5, Paragraph 1 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, and, pursuant to Subparagraph 1 of Paragraph 2 of the same Article, prudently assessed my professional competence, practical experience, and independence.
3. In carrying out this engagement, I properly planned and executed appropriate procedures in order to reach a conclusion and issue this opinion letter accordingly. The procedures performed, information collected, and conclusions reached have been truthfully and fully documented in the working papers for this engagement.
4. Neither I nor the transaction parties to this case, nor the professional appraiser or valuation personnel issuing the valuation opinion, have any related-party relationship or substantive related-party relationship as set forth in Subparagraphs 2 and 3 of Article 5, Paragraph 1 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. I further declare that none of the following circumstances exists:
 - (1) I or my spouse is currently employed by any transaction party to this case in a regular position receiving fixed compensation, or serves as a director or supervisor thereof.
 - (2) I or my spouse previously served as a director, supervisor, managerial officer, or employee in a position with significant influence over this transaction for any transaction party to this case, and less than two years have elapsed since resignation or termination.
 - (3) The organization in which I or my spouse is employed is a related party of any transaction party to this case.
 - (4) I have a spousal relationship or kinship within the second degree of consanguinity with any director, supervisor, managerial officer, or employee holding a position with significant influence over this transaction for any transaction party to this case.
 - (5) I or my spouse has a material investment interest in, or shares financial benefits with, any transaction party to this case.
5. There is no contingent compensation arrangement in this engagement, nor was the conclusion of this opinion predetermined in advance.

Chiung-Hua Juan, CPA
YuanHe CPA

April 3, 2026

Fairness Opinion on the Reasonableness of the Share Exchange Ratio Between CORETRONIC CORPORATION And COREINTELLIGENCE HOLDINGS CORPORATION

Main Body of Opinion Letter

I. Scope of Engagement

1. Subject of Engagement

Coretronic Corporation. (hereinafter “Coretronic”), in order to enhance the efficiency of the group’s strategic planning and increase the flexibility for the development of new businesses, intends to submit a proposal to its Board of Directors on April 27, 2026, pursuant to the Business Mergers and Acquisitions Act, to establish a newly incorporated company, CoreIntelligence Holdings Corporation (hereinafter “CoreIntelligence Holdings”), through a share exchange transaction. Coretronic will become a wholly owned subsidiary of CoreIntelligence Holdings. CoreIntelligence Holdings is expected to issue 390,981,110 new shares on a provisional basis. The proposed share exchange ratio is one (1) common share of Coretronic in exchange for one (1) common share of CoreIntelligence Holdings. I have been engaged to express an opinion on the reasonableness of the proposed share exchange ratio, with April 1, 2026 as the valuation date.

2. Premise of Value

The premise of value refers to assumptions regarding the possible circumstances affecting the value of the subject of valuation, including first-level premises such as use, exchange, or defense, and related secondary premises thereunder, such as stand-alone use or combined use, current use or alternative use, and in-place use or relocation use.

Pursuant to the Business Mergers and Acquisitions Act, Coretronic will, on the effective date of the share exchange, transfer all issued common shares to the newly incorporated CoreIntelligence Holdings as consideration for the payment of the subscription price required for the promoters’ incorporation of CoreIntelligence Holdings by Coretronic shareholders. Upon completion of the share exchange, Coretronic will become a wholly owned subsidiary of CoreIntelligence Holdings. As this constitutes an internal organizational restructuring under common control, the premise of value adopted in this opinion letter is the highest and best use premise.

3. Selection of Standard of Value

According to the Statement of Valuation Standards No. 4, Valuation Process Standards, standards of value include fair market value, equitable value, investment value, synergistic value, and liquidation value, which are described below:

(1) Fair Market Value

Fair Market value refers to the estimated amount for which an asset or liability should exchange on the valuation date in an arm’s length transaction after proper marketing, between willing, knowledgeable, prudent, and unpressured buyers and sellers. The market value of an asset reflects its highest and best use. The highest and best use may be the asset’s current use or an alternative use. This depends on the expectations of market participants regarding the use of the asset when determining the price they are willing to pay. When market value is adopted as the standard of value, entity-specific factors unavailable to general market participants shall be excluded. Entity-specific factors generally include:

1. Additional value derived from existing or newly assembled groups of similar assets;
2. Synergies between the asset being valued and other assets of the enterprise when valued on a stand-alone basis;
3. legal rights or restrictions;
4. tax benefits or tax burdens;
5. the enterprise's unique ability to utilize the asset.

(2) Equitable Value

Equitable value refers to the estimated price for the transfer of an asset or liability between specific parties to a transaction who are willing and knowledgeable, reflecting the respective interests of both parties.

(3) Investment Value

Investment value refers to the value of an asset to a specific owner (or prospective owner) for individual investment or operating purposes. This standard of value reflects the benefits obtainable by the owner through holding the asset.

(4) Synergistic Value

Synergistic value refers to the value resulting from the combination of two or more assets or interests, which is typically greater than the aggregate value of such assets or interests on a stand-alone basis. If such synergy is available only to a specific buyer, synergistic value reflects the value of the specific attributes of the asset to that particular buyer.

(5) Liquidation Value

Liquidation value refers to the amount that would be realized if a business or asset must be sold under circumstances other than continued operation or continued use. Estimation of liquidation value shall consider costs necessary to bring the asset to a saleable condition and disposal costs. Liquidation value may be determined under either of the following premises:

1. Orderly Liquidation: Disposal within a reasonable marketing period.
2. Forced Sale: Disposal within a shortened marketing period.

Based on the purpose of this opinion letter, the selected standard of value is market value, being the estimated amount for which an asset or liability would exchange on the valuation date in an arm's length transaction after proper marketing, between willing, knowledgeable, prudent, and unpressured buyers and sellers.

4. Assumptions and Limiting Conditions

- (1) The conclusions set forth in this opinion letter are valid solely for the stated valuation purpose and as of the valuation date specified herein.
- (2) During the valuation process, the financial statements and other relevant information provided by Coretronic or its representatives were, unless otherwise specifically stated, accepted without independent verification and were assumed to fairly reflect the company's operating conditions and financial results for the respective periods.

- (3) With respect to public information and industry statistical data relied upon by the Independent Expert (for example, information from the Market Observation Post System of the Taiwan Stock Exchange), the Independent Expert expresses no opinion as to the accuracy or completeness of such information and accepted such information without independent verification.
 - (4) Forecasts are inherently uncertain, and actual results may differ from projected results. The Independent Expert is unable to provide any degree of assurance regarding the achievement of Coretronic's projected operating results. Differences between actual and projected operating results may be material. Whether projected operating results can be achieved depends upon management's actions, plans, and assumptions.
 - (5) The contents and conclusions of this opinion letter are solely for use in evaluating Coretronic's share exchange transaction involving shares of CoreIntelligence Holdings. The valuation conclusions were prepared by the Independent Expert based on information provided by Coretronic and other sourced information. The Independent Expert does not intend for the contents or conclusions of this opinion letter to constitute investment advice in any form.
 - (6) The Independent Expert shall have no obligation to provide future services relating to the valuation subject described in this opinion letter, including testimony or court appearances, unless such services are expressly stipulated in the engagement agreement.
5. Principal Sources of Information Used in the Valuation Process
- (1) Audited financial statements of Coretronic for fiscal years 2023 through 2025.
 - (2) Price-to-earnings ratios and price-to-book ratios of listed companies published by the Taiwan Stock Exchange and the Taipei Exchange.
 - (3) Financial statements and monthly revenue information disclosed through the Market Observation Post System.
 - (4) Yahoo Finance.

II. Introduction to the Subject Company

1. Coretronic Corporation

(1) Company Registration

Coretronic Corporation was established in June 1992, primarily engaged in the research, development, manufacturing, and sales of various types of LCD displays/TV, projections and the backlight modules, multimedia presentation system equipment and software; LCD internet personal computer, LCD windows base terminal, digital transmission, LCD monitors. The company's shares have been listed and traded on the Taipei Exchange since January 1999. Registration information is as follows.

Registered Capital (NTD)	10,000,000,000	Par Value (NTD)	10
Paid-up Capital (NTD)	3,909,811,100	Total Issued Shares	390,981,110
Representative	Wade Chang	Registered Date	June 30 th , 1999
Registered address	No. 11, Lixing Rd., Hsinchu Science Park, Hsinchu City		

Scope of Business	CC01110 Computers and Computing Peripheral Equipments Manufacturing CC01080 Electronic Parts and Components Manufacturing CD01060 Aircraft and Parts Manufacturing CE01030 Photographic and Optical Equipment Manufacturing CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacture F401021 Restrained Telecom Radio Frequency Equipments and Materials Import CC01990 Electrical Machinery, Supplies Manufacturing (can only be manufactured outside Hsinchu Science Park) Research, develop, produce, manufacture and sale the following products : (1)Various LCDs/ TVs, projections and the backlight modules (2)Multimedia presentation system equipments and software (3)LCD internet personal computer, LCD Windows base terminal, digital transmission, LCD monitors (4)LED displays and modules (5)Wearable device projection system (6)Commercial unmanned aerial vehicle system (7)All kinds of consigned design and develop and examination and consulting services regarding above products (8)Import and export trading business related to the above businesses (except the businesses requiring permit) Design, manufacturing and sales of Acrylics and relating consigned design, develop, consulting and import and export trading business of the products (can only be conducted outside Hsinchu Science Park) Design, manufacturing and sales of the power supply, and its Components (can only be manufactured outside Hsinchu Science Park)		
	Shareholder Information	Title	Name/ Representative
	Director	Wade Chang	9,576,953
	Director	Hsun Chieh Investment Ltd. Legal Representative: Hsin-Chieh Hsu	9,375,551
	Director	Hannstar Display Corporation Legal Representative: Yu-Chi Chiao	4,920,000
	Director	Han-Ping D.Shieh	0
	Independent Director	Hsing-Yi Chow	0
	Independent Director	Audrey Tseng	0
	Independent Director	Hung-Pin Ku	0

Resource : AOC, MOEA (Last visited : March 29,2026)

(2) Income Statement

Unit : NTD Thousands

	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
Net sales	39,491,708	100%	39,668,943	100%	39,576,665	100%
Operating costs	(31,620,007)	-80%	(32,618,778)	-82%	(32,746,991)	-83%
Gross profit	7,871,701	20%	7,050,165	18%	6,829,674	17%
Operating expenses						
Selling expenses	1,807,683	5%	1,899,949	5%	1,854,624	5%
General and administrative expenses	2,220,479	6%	2,120,492	5%	2,198,168	6%
Research and development expenses	2,901,998	7%	2,856,039	7%	2,914,592	7%
Reversal of expected credit loss	10,871	0%	(14,567)	0%	(6,683)	0%
	6,941,031	18%	6,861,913	17%	6,960,701	18%
Operating income	930,670	2%	188,252	1%	(131,027)	-1%
Non-operating income and expenses	657,708	2%	690,169	2%	604,089	2%
Income before income tax	1,588,378	4%	878,421	3%	473,062	1%
Income tax expense	(386,349)	-1%	(220,575)	-1%	(115,425)	0%
Net income	1,202,029	3%	657,846	2%	357,637	1%
Other comprehensive income	1,003,350	3%	1,304,405	3%	310,690	1%
Total comprehensive income	2,205,379	6%	1,962,251	5%	668,327	2%

Resource : Financial reports audited and certified by CPA for the years 2023 to 2025

(3) Balance Sheet

Unit : NTD Thousands

	2023/12/31		2024/12/31		2025/12/31	
	Amount	%	Amount	%	Amount	%
Assets						
Current Assets						
Cash and cash equivalents	16,555,958	30%	12,982,509	23%	8,918,400	15%
Financial assets at fair value through profit or loss	452,577	1%	849,817	1%	684,398	1%
Financial assets at amortized cost	1,258,522	2%	4,624,412	8%	5,336,757	9%
Trade receivables	9,914,259	18%	9,578,173	17%	12,775,361	22%
Other receivables	888,419	2%	1,315,869	2%	983,269	2%
Inventories	8,588,936	15%	7,363,307	13%	7,062,292	12%
Prepayments	921,490	2%	1,151,220	2%	1,114,531	2%
Other current assets	186,523	0%	413,435	1%	1,317,773	2%
	<u>38,766,684</u>	<u>70%</u>	<u>38,278,742</u>	<u>67%</u>	<u>38,192,781</u>	<u>65%</u>
Noncurrent Assets						
Financial Assets at Fair Value through profit or loss.	5,308,046	10%	5,246,290	9%	6,156,520	10%
Financial assets at amortized cost	0	0%	0	0%	0	0%
Property, plant and equipment	8,431,972	15%	10,108,052	17%	11,326,674	20%
Right-of-use assets	1,804,091	3%	2,147,302	4%	1,960,264	3%
Intangible assets	310,952	1%	290,678	1%	258,787	0%
Deferred tax assets	238,534	0%	358,300	1%	402,665	1%
Other noncurrent assets	743,625	1%	448,621	1%	661,134	1%
	<u>16,837,220</u>	<u>30%</u>	<u>18,599,243</u>	<u>33%</u>	<u>20,766,044</u>	<u>35%</u>
Total Assets	<u>55,603,904</u>	<u>100%</u>	<u>56,877,985</u>	<u>100%</u>	<u>58,958,825</u>	<u>100%</u>
Liabilities and Equity						
Current Liabilities						
Short-term borrowings	13,816,366	26%	12,570,870	23%	17,310,157	30%
Contract liabilities	776,210	1%	807,187	1%	561,831	1%
Notes payable and Accounts payable	7,602,162	14%	6,947,110	12%	7,606,122	13%
Other payables	3,934,309	7%	3,680,014	6%	3,768,041	6%
Current tax liabilities	691,243	1%	651,753	1%	691,239	1%
Other current liabilities	1,848,566	3%	1,263,985	2%	1,341,791	2%
	<u>28,668,856</u>	<u>52%</u>	<u>25,920,919</u>	<u>45%</u>	<u>31,279,181</u>	<u>53%</u>
Noncurrent Liabilities						
Long-term borrowings	114,838	0%	3,340,419	6%	164,000	0%
Lease liabilities	1,045,656	2%	975,053	2%	904,515	2%
Other noncurrent liabilities	129,151	0%	241,240	0%	212,031	0%
	<u>1,289,645</u>	<u>2%</u>	<u>4,556,712</u>	<u>8%</u>	<u>1,280,546</u>	<u>2%</u>
Total Liabilities	<u>29,958,501</u>	<u>54%</u>	<u>30,477,631</u>	<u>53%</u>	<u>32,559,727</u>	<u>55%</u>
Equity						
Common stock	3,909,811	7%	3,909,811	7%	3,909,811	7%
Capital surplus	2,507,703	5%	2,234,717	4%	2,017,890	3%
Retained earnings	17,442,672	31%	17,429,799	31%	17,417,342	30%
Other equity	(375,897)	-1%	822,542	1%	1,178,652	2%
Treasury stock	0	0%	0	0%	0	0%
Non-controlling interests	2,163,114	4%	2,003,485	4%	1,875,403	3%
Total Equity	<u>25,647,403</u>	<u>46%</u>	<u>26,400,354</u>	<u>47%</u>	<u>26,399,098</u>	<u>45%</u>
Total Liabilities and Equity	<u>55,603,904</u>	<u>100%</u>	<u>56,877,985</u>	<u>100%</u>	<u>58,958,825</u>	<u>100%</u>

Resource : Financial reports audited and certified by CPA for the years 2023 to 2025

2. Macroeconomic Analysis

In 2025, the global economy is expected to demonstrate a pattern of slowing growth while avoiding recession. Institutions generally believe that, although the global economy will continue to expand, the pace of growth will be lower than in 2024. The Organisation for Economic Co-operation and Development (OECD) estimates global GDP growth for 2025 at approximately 3.2%, compared with approximately 3.3% in 2024. The International Monetary Fund (IMF), in its October 2025 report, projects global economic growth of 3.2%, compared with approximately 3.3% in 2024. The World Bank, in its *Global Economic Prospects – June 2025* report, indicated that growth in the East Asia and Pacific region (including Taiwan) is estimated at approximately 4.5% in 2025, compared with approximately 5.0% in 2024. This indicates that global economic activity as a whole remains in expansion, though with weaker momentum than in prior years.

While global inflation has shown signs of easing, it remains above traditional targets. The OECD noted that inflationary pressures may persist into 2025. Trade and investment continue to face challenges, including ongoing U.S.-China trade frictions, escalating geopolitical tensions, and the potential tightening of trade policies, which may accelerate supply chain realignment and increase global supply chain fragmentation. Meanwhile, tightening financial conditions are weakening capital formation and may become an important factor reducing long-term growth potential. Nevertheless, investment in technology sectors such as AI and semiconductors continues to expand. Policies may shift to support such industries, and certain economies, particularly emerging markets and technology-driven markets, have demonstrated resilience. From a strategic perspective, governments and central banks worldwide remain vigilant. If trade tensions intensify or inflation resurges, economic growth could weaken further. In summary, the global economy in 2025 is expected to enter a lower-growth phase. While positive growth is still anticipated, downside risks warrant close attention.

For Taiwan, the economic outlook for 2025 reflects a divergence between the first and second halves of the year: stronger performance in the first half, with signs of moderation in the second half. Taiwan's export performance has been particularly strong, benefiting from rapidly rising global demand for AI, high-performance computing, and semiconductors. Official data indicates that exports in 2025 are projected to grow by approximately 24%. Investment has also expanded. According to data from the Chung-Hua Institution for Economic Research (CIER), gross fixed capital formation in 2025 is expected to grow by approximately 6.6%. Momentum in the second half of the year may decline to approximately 1%. The softer second-half outlook is attributable to a high comparison base and front-loaded corporate deployment to avoid tariffs, which may result in weaker subsequent orders. The CIER forecasts Taiwan GDP growth of approximately 3.05%, while the Taiwan Research Institute forecasts 2.90%. The Taiwan government estimates an optimistic growth scenario of 4.45% and a conservative scenario of 3.05%. If exports and technology investment remain strong, Taiwan may continue to outperform the global average. However, attention should be given to external risks and the possibility of weakening momentum in the second half of the year.

Overall, 2025 is expected to be a year of moderating but still positive global economic growth. Global GDP growth may be approximately 3.2%, significantly below the average of the past decade. For Taiwan, although it holds competitive advantages in technology and exports, it cannot remain fully insulated from global slowing growth and external risks. The key determinants of Taiwan's 2025 economic growth will be whether exports can be sustained, whether investment continues to expand, and whether global demand remains strong. If all three factors remain stable, Taiwan may achieve growth of approximately 3% or higher. However, if external risks intensify, a slowdown to approximately 2.9% remains a possible scenario.

3. Industry Analysis

The Company's principal operations may be divided into two major business segments:

energy-saving products and visual solution. Among these, energy-saving products represent the largest source of revenue, while visual solution products constitute a business line with relatively higher value-added margins. These two segments account for approximately 47% and 32% of revenue, respectively, indicating that the Company simultaneously operates across two distinct industry profiles: large-scale manufacturing and technology-integrated applications. Accordingly, an analysis of its industry positioning should be conducted separately from the perspectives of the display industry and the projection industry.

The display and backlight module industry is a large-scale and mature segment within the global electronics supply chain. Its products include liquid crystal displays (LCDs), backlight modules, panel modules, and related display systems, which are widely used in notebook computers, televisions, tablet devices, and various industrial and commercial display equipment. This industry is characterized by substantial shipment volumes and relatively stable demand, primarily driven by end-market demand for consumer electronics products. Taking 2024 as an example, global shipments of large-size LCD panels were approximately 688 million units. The Company shipped approximately 29.9 million units, corresponding to an estimated market share of approximately 4.35%, demonstrating a meaningful scale and competitive position within the global supply chain.

On the demand side, traditional display applications such as notebook computers and televisions have largely matured, but continue to benefit from stable replacement demand. The notebook market is expected to maintain moderate growth, supported by operating system upgrades and corporate replacement cycles. The television market, by contrast, may experience modest fluctuations driven by policy subsidies and major sporting events. However, the principal growth drivers of the display industry are gradually shifting toward emerging application sectors, among which the automotive display market is particularly significant. With the growing adoption of electric vehicles and smart cockpits, both the number and size of in-vehicle displays continue to increase, expanding from instrument clusters to center-console and passenger displays. This trend is driving overall demand and accelerating the development of integrated intelligent cockpit systems.

In addition, the public display and digital signage markets are developing rapidly, with applications in retail, transportation, and smart cities, thereby increasing demand for large-format and video-wall displays. Medical and industrial displays, driven by requirements for higher specifications and reliability, are also gradually becoming higher value-added markets. Overall, the display industry is evolving from a traditional consumer electronics market toward diversified applications and specialized sectors, resulting in a continuously improving market structure.

From a technology perspective, the display industry is upgrading from conventional LCD technology toward Mini-LED, OLED, and eventually Micro LED technologies. Mini-LED backlighting has already been widely adopted in premium televisions and monitors, offering higher contrast ratios and improved energy efficiency. OLED technology continues to increase penetration in premium notebooks and mobile devices. The Company has also expanded from conventional LCD manufacturing into OLED manufacturing services, indicating a diversified technology strategy.

However, from an industry structure standpoint, display modules are part of the midstream manufacturing sector, positioned between upstream panel and material suppliers and downstream brand customers, making participants vulnerable to pressure from both ends of the supply chain. Fluctuations in raw material prices and the bargaining power of downstream customers may both affect profit margins. Moreover, the high degree of product standardization and price transparency results in intense competition and an industry structure increasingly characterized by scale advantages. Major Taiwanese competitors include Radiant Opto-Electronics Corporation and Darwin Precisions Corporation, with competition focusing primarily on economies of scale and supply chain integration capabilities.

Accordingly, profitability in the display module industry is generally modest, with gross margins often ranging from 10% to 20%, and subject to significant cyclical fluctuations. During periods of weak demand or inventory adjustments, shipment volume and pricing may decline simultaneously, materially compressing profitability. Nevertheless, companies may improve margins through product upgrades and market repositioning, such as moving from standalone modules to integrated systems, or entering niche markets such as automotive, medical, and premium display applications in order to reduce pricing pressure. Overall, the energy-saving display industry may be characterized as a large-scale but mature industry with relatively low margins but stable demand, and its long-term development depends on technology upgrades and application expansion.

By comparison, the visual solution and projection industry is a smaller-scale market with relatively higher value-added characteristics. Its principal products include commercial and educational projectors, home projectors, laser TVs, and large-scale imaging solutions. Although total market size is smaller than that of the display industry, product differentiation is higher, and technology and brand influence are relatively more important.

From the demand perspective, growth in the traditional commercial projector market has moderated, with primary demand derived from corporate meeting rooms and educational institutions. Demand in this segment is more sensitive to macroeconomic conditions and exhibits greater volatility. In recent years, global projector shipment volumes have experienced noticeable declines, reflecting the cyclical nature of the industry. However, a closer review of product mix indicates that premium and emerging applications continue to offer growth potential.

Among these, home projection and laser projection markets have become key growth segments in recent years. As consumers increasingly seek larger screens and immersive entertainment experiences, projectors are becoming an important household entertainment device. Driven by video streaming and gaming applications, demand for high-resolution and high-contrast products continues to increase. In addition, applications of projection equipment in large public venues, exhibitions, and cultural tourism sectors are expanding rapidly, increasing demand for high-brightness and large-format projection systems.

From a technology perspective, the projection industry primarily follows two technology paths: LCD and DLP, with DLP technology generally offering advantages in brightness and contrast performance. The Company has maintained long-term cooperation with key technology suppliers, supporting a certain strategic position within the core technology supply chain. Meanwhile, light source technology is transitioning from traditional lamps to LED and laser light sources, significantly improving product life span and performance, while becoming a major differentiating factor in premium products.

Furthermore, imaging products are rapidly incorporating AI and smart features such as automatic calibration, voice control, and intelligent scenario applications, enabling products to evolve from standalone hardware devices into smart terminals. More importantly, the industry is gradually shifting from equipment sales toward total solution models. For example, in large exhibitions or commercial spaces, projection equipment may be combined with image stitching technologies, interactive systems, and content platforms to create complete imaging systems, thereby enhancing value-added services and customer retention.

In terms of competition, the projection industry includes numerous participants, including Japanese, Korean, Taiwanese, and Chinese brands. Competition remains intense and is gradually becoming more concentrated. Some smaller manufacturers lacking scale have exited the market, while major brands and technologically capable manufacturers continue to expand market share. At the same time, Chinese brands have risen rapidly through pricing and channel advantages, creating competitive pressure for incumbent participants. Despite intense competition, profitability in the projection industry is generally superior to that of the

display module industry, particularly in premium products and systems integration. Because product differentiation and technical barriers are relatively higher, pricing competition is comparatively less severe. Nevertheless, the industry continues to face substitution risks, as declining prices for large LCD televisions and LED display walls may exert long-term pressure on projector demand.

Looking ahead, the imaging products industry is expected to continue developing toward premiumization, smart functionality, and scenario-based applications. High-resolution and laser light source products are expected to further increase penetration. AI and Internet of Things features are likely to become standard offerings, while application scenarios are expected to expand from home entertainment into smart cities and immersive experience environments.

In summary, the Company's two principal product lines exhibit clearly differentiated characteristics. Energy-saving products belong to a mature manufacturing industry with substantial scale but relatively lower margins, while visual solution products represent a higher value-added technology-oriented business with stronger growth potential. If the Company can continue increasing the proportion of visual solution products and systems integration businesses, while simultaneously upgrading display products toward higher value-added applications, it should help improve the overall profit structure and enhance long-term competitiveness.

III. Explanation of Valuation Methodologies

1. Description of Valuation Approaches

The principal approaches used in the valuation of an enterprise or business include the following:

(1) Market Approach

The market approach estimates value by reference to transaction prices of comparable subjects, taking into account differences between the valuation subject and comparable subjects, and applying appropriate valuation multiples. Common methods under the market approach include:

1. **Comparable Public Company Method:** This method determines the value of the valuation subject by reference to the trading prices of shares of companies engaged in the same or similar businesses in active markets, together with the implied valuation multiples and relevant transaction information.
2. **Comparable Transaction Method:** This method determines the value of the valuation subject by reference to transaction prices of identical or similar assets, together with the implied valuation multiples and relevant transaction information.

(2) Income Approach

The income approach is based on the future economic benefits expected to be generated by the valuation subject. Through capitalization or discounting techniques, such future benefit streams are converted into the present value of the valuation subject.

(3) Asset Approach

The asset approach reflects the overall value of an enterprise or business by evaluating the aggregate value of the individual assets and liabilities included in the valuation subject.

2. Selection of Valuation Approach

In this transaction, Coretronic will establish a newly incorporated company, CoreIntelligence Holdings, through a share exchange, and Coretronic will become a wholly owned subsidiary of CoreIntelligence Holdings. Both before and after the share exchange transaction, all entities or businesses involved will ultimately be controlled by the same party or parties. Accordingly, the transaction constitutes a combination of entities or businesses under common control as defined under IFRS 3 Business

Combinations. Therefore, the acquisition method prescribed under IFRS 3 for business combinations is not applicable. The restructuring transaction should be recognized at existing carrying amounts, and no goodwill or gain or loss on disposal of assets shall be recognized. With respect to the equity value of Coretronic, the asset approach has been adopted to evaluate the aggregate value (book value) of the individual assets and liabilities included in the valuation subject, thereby reflecting the overall value of the enterprise or business. With respect to the share issuance by CoreIntelligence Holdings in connection with the share exchange, since CoreIntelligence Holdings is a newly incorporated company and will continue the business operations of Coretronic after acquiring the equity interests in Coretronic, the share issuance price of CoreIntelligence Holdings shall be based on the book value of Coretronic.

IV. Valuation Analysis

1. Equity Value of Coretronic – Asset Approach

The asset approach reflects the overall value of an enterprise or business by evaluating the aggregate value of the individual assets and liabilities included in the valuation subject. Under the going concern premise, the asset approach estimates the consideration required to reassemble or acquire the valuation subject. As this envisaged share exchange transaction is an internal restructuring under common control, the fair value measurement approach adopted under the acquisition method is not applicable. Accordingly, the most recent audited balance sheet data of Coretronic as of the valuation date of April 1, 2026 were used as the basis of valuation. Based on the book value of net assets, the equity value of the valuation subject is NT\$26,399,098 thousand.

Unit : NTD Thousands

2025/12/31					
	Amount	%		Amount	%
Assets			Debts		
Financial assets	33,871,436	57%	Financial liabilities	25,080,279	43%
Property, plant and equipment	11,326,674	19%	Other current liabilities	6,362,902	11%
Inventories	7,062,292	12%	Other noncurrent liabilities	1,116,546	2%
Other current assets	3,415,573	6%	Total Liabilities	32,559,727	55%
Other noncurrent assets	3,282,850	6%			
Total Assets	58,958,825	100%	Net Assets	26,399,098	45%

2. Equity Value of CoreIntelligence Holdings – Asset Approach

Since CoreIntelligence Holdings is a newly incorporated company and will continue the business operations of Coretronic after acquiring the equity interests in Coretronic, the share issuance price of CoreIntelligence Holdings shall be based on the book value of Coretronic.

3. Share Exchange Ratio Between Coretronic and CoreIntelligence Holdings

Based on the foregoing asset approach valuation, the equity values of both Coretronic and CoreIntelligence Holdings are NT\$26,399,098 thousand. Based on the proposed total issuance of 390,981,110 shares, the implied equity value per share is NT\$62.72. Accordingly, the reasonable range of the share exchange ratio is one (1) common share of CoreIntelligence Holdings in exchange for one (1) common share of Coretronic.

IV. Opinion and Conclusion

Based on the foregoing, after considering quantifiable financial data and objective market information, and applying the asset approach, the Independent Expert is of the opinion that the reasonable range of the share exchange ratio between Coretronic and CoreIntelligence Holdings is one (1) common share of Coretronic in exchange for one (1) common share of CoreIntelligence Holdings. The currently proposed exchange ratio of one (1) common share of Coretronic in exchange for one common (1) share of CoreIntelligence Holdings is considered reasonable.

Expert Curriculum Vitae

Current Positions

Practicing Certified Public Accountant, YuanHe CPA Firm
Member, Accounting and Auditing Committee, CPA Associations R.O.C. (Taiwan)

Professional Experience

Member, Professional Education Committee, CPA Associations R.O.C. (Taiwan) (August 2021 – August 2024)
Member, Think Tank Committee, CPA Associations R.O.C. (Taiwan) (August 2018 – August 2021)
Lecturer, Department of Accounting, National Taipei University of Business (August 2020 – July 2022)
Lecturer, Department of Accounting, Soochow University (August 2020 – July 2022)
Deputy Editor-in-Chief, Angle Publishing Co., Ltd. (Angle Accounting Magazine) (April 2017 – October 2019)
Lecturer, Golden Sun Education Group (October 2008 – June 2018)
Editor-in-Chief, CareerJust Publishing Co., Ltd. (January 1992 – June 2008)
Partner CPA, CareerJust CPAs (January 1992 – June 1999)
Lecturer, Jinwen University of Science and Technology (August 1999 – July 2001)
Lecturer, Continuing Education Division, Chinese Culture University (October 1998 – June 1999)

Education

Master of Business Administration in Accounting, National Taiwan University (September 1991 – June 1994)
Bachelor of Business Administration in Accounting, National Taiwan University (September 1987 – June 1991)

Professional Certifications

Certified Public Accountant Examination Passed
(License No. 83 Tai-Cai-Zheng-Deng (6) No. 2719)
Intangible Asset Valuator, Ministry of Economic Affairs (Intermediate Level, Certificate No. A-C21-0013-2019)
Certified Business Valuator (Certificate No. 00596)
Lecturer Qualification for Colleges and Universities, Ministry of Education (Certificate No. Lect. 090485)

CORETRONIC Corporation.
Share Exchange Resolution

CORETRONIC Corporation (hereinafter the “Company”), in order to enhance the efficiency of the group’s strategic planning and increase the flexibility for the development of new businesses, proposes, pursuant to the Business Mergers and Acquisitions Act, to establish a newly incorporated company, COREINTELLIGENCE Holdings Corporation (hereinafter “CoreIntelligence Holdings”), through a share exchange, whereby the Company will become a wholly owned subsidiary of CoreIntelligence Holdings. Accordingly, the Company hereby adopts this Share Exchange Resolution (hereinafter this “Resolution”) as follows:

Article 1 Share Exchange

- I. Pursuant to the Business Mergers and Acquisitions Act, and subject to approval by the shareholders’ meeting of the Company, the Company shall, on the effective date of the share exchange, transfer all of its issued and outstanding common shares to a newly incorporated company, “CoreIntelligence Holdings Corporation” as consideration for the payment of the subscription price required for the promoters’ incorporation of CoreIntelligence Holdings by the Company’s shareholders. In return, CoreIntelligence Holdings will issue new shares to the Company’s shareholders (hereinafter the “Share Exchange”). Upon completion of the share exchange, the Company will become a wholly owned subsidiary of CoreIntelligence Holdings.
- II. The Company’s shares will have its listing terminated and CoreIntelligence Holdings will apply for listing and trading of its shares on the Taipei Exchange (hereinafter referred to as “TPEX”) in accordance with the relevant regulations of the TPEX on the effective date of the share exchange.

Article 2 Articles of Incorporation of the Newly Incorporated Company

The Articles of Incorporation of CoreIntelligence Holdings are set forth in Attachment 10.

Article 3 Share Exchange Ratio, Total Number, Class and Quantity of Shares to Be Transferred by the Company’s Shareholders to the Newly Incorporated Company, and Other Related Matters

- I. The share exchange ratio is determined based on the Company’s audited and certified financial statements as of December 31, 2025, and after taking into consideration such as expected future operating synergies. The ratio is set on the premise that it is consistent with the fairness opinion issued by an independent expert regarding the reasonableness of the share exchange ratio (please refer to Attachment 8 for the independent expert’s fairness opinion). Accordingly, each one (1) common share of the Company will be exchanged for one (1) common share of CoreIntelligence Holdings.
- II. As of the date of the board resolution approving this Share Exchange, the Company’s paid-in capital is NT\$3,909,811,100, divided into 390,981,110 issued shares, with a par value of NT\$10 per share, all of which are common shares.
- III. On the effective date of the share exchange, all common shares held by the Company’s shareholders shall be converted into common shares of CoreIntelligence Holdings in accordance with the exchange ratio set forth in Paragraph 1 of this Article.
- IV. If any shareholder of the Company is entitled to fractional shares of CoreIntelligence Holdings as a result of the Share Exchange, such shareholder may consolidate such fractional entitlements with others to form whole shares. Alternatively, the Company

shall pay such shareholder cash in lieu of fractional shares, calculated based on the closing price of the Company's shares on the last trading day on TPEX prior to the share exchange record date and in accordance with the determined exchange ratio (rounded down to the nearest New Taiwan Dollar with any amount below NT\$1 disregarded). Then such fractional shares shall be purchased by a designated person arranged by the Chairman of CoreIntelligence Holdings.

If any adjustment to the handling of fractional shares is required due to changes in applicable laws or operational needs, the board of directors of CoreIntelligence Holdings is authorized to handle such matters in full discretion.

- V. From the date of the board resolution approving this Share Exchange to the effective date of the share exchange, the Company may repurchase and dispose of its issued shares, and may issue equity-related securities, in accordance with applicable laws and regulations.

Article 4 Total Number, Class and Quantity of Shares to Be Issued by the Newly Incorporated Company

CoreIntelligence Holdings shall have an authorized capital of NT\$10,000,000,000, divided into 1,000,000,000 shares, including 70,000,000 shares reserved for the exercise of subscription rights under warrants, preferred shares with warrants, or corporate bonds with warrants. Each share shall have a par value of NT\$10, all being common shares, which may be issued in installments. On the effective date of the share exchange, the first issuance of shares by CoreIntelligence Holdings is provisionally set at NT\$3,909,811,100, divided into 390,981,110 shares. If, prior to the effective date of the share exchange, the number of the Company's issued shares changes due to capital increase, capital reduction, or issuance of new shares upon exercise of equity-related securities, the number of new shares to be issued by CoreIntelligence Holdings in connection with the share exchange shall be adjusted accordingly. Likewise, where adjustments are required pursuant to this Resolution, the actual number of shares to be issued shall be adjusted accordingly.

Article 5 Adjustment of Share Exchange Ratio

After this Resolution has been approved by the shareholders' meeting, the share exchange ratio shall not be arbitrarily changed, except where otherwise required by the competent authorities, or where the Board of Directors determines that an adjustment is necessary in order to obtain approvals, consents, or permissions from the relevant competent authorities or the TPEX for the matters contemplated under this Resolution. Any matters not provided for in this Article are hereby authorized to be handled by the Board of Directors in accordance with applicable laws and regulations.

Article 6 Purchase of Shares from Dissenting Shareholders

Where any shareholder of the Company lawfully expresses dissent to this Resolution and requests that the Company repurchase such shareholder's shares, the Company shall repurchase the shares held by such dissenting shareholder in accordance with applicable laws and regulations. Any shares repurchased pursuant to this Article shall be handled in accordance with applicable laws and regulations.

Article 7 Effective Date of Share Exchange

The effective date of the share exchange is tentatively set for September 3, 2026. If any change is necessary due to statutory procedures, operational scheduling, or other circumstances, the Board of Directors of the Company is authorized to adjust and separately determine such date.

Article 8 Discharge of Existing Directors and Independent Directors of the Company; Articles of

Incorporation

- I. On the effective date of the share exchange, the incumbent Chairman, Directors, and Independent Directors of the Company shall all be discharged from office, and CoreIntelligence Holdings shall designate the directors and supervisors of the Company in accordance with applicable laws and regulations.
- II. Upon completion of the Share Exchange, the Company shall terminate listing on the TPEX and cease its public offering of the shares in accordance with relevant regulations. Subject to applicable laws and regulations and the actual operational arrangements permitted by the TPEX and the Financial Supervisory Commission, the Company shall terminate listing on the TPEX and cease its public offering of the shares on the effective date of the share exchange, and the Articles of Incorporation of the Company shall be amended as necessary.

Article 9 Directors and Supervisors of the Newly Incorporated Company

Upon the shareholders' meeting of the Company approving this Resolution, such meeting shall, in accordance with law, be deemed the promoters' meeting of CoreIntelligence Holdings, and shall simultaneously elect the directors and supervisors of CoreIntelligence Holdings.

Article 10 Implementation Schedule, Expected Completion Date, and Delay Handling

If, due to the implementation progress of this Resolution or delay in completion, a meeting of the Board of Directors or shareholders' meeting is required by law, all related procedures, including the proposed meeting date, are authorized to be determined by the Board of Directors.

Article 11 Treasury Shares, Warrants, and Equity-Linked Securities

- I. As of the date of the board resolution approving the Share Exchange, the Company has not issued any equity-linked securities other than those described in Article 3.
- II. If, prior to the effective date of the share exchange, the Company holds treasury shares repurchased for transfer to employees that have not yet been transferred, such treasury shares shall, from the effective date of the share exchange, be converted into shares of CoreIntelligence Holdings in accordance with the share exchange ratio and shall continue to be held by the Company for subsequent transfer to employees in accordance with the original repurchase purpose or otherwise handled in accordance with applicable laws and regulations. Where treasury shares were repurchased for the purpose of maintaining the Company's credit standing or protecting shareholders' equity interests, the Company shall cancel such shares prior to the effective date of the share exchange.
- III. If the Company has issued warrants approved by the competent authorities prior to the date of this Resolution, CoreIntelligence Holdings shall, from the effective date of the share exchange, assume the Company's obligations thereunder. Except that the exercise price and quantity shall be adjusted according to the share exchange ratio under this Resolution, and the underlying shares issuable upon exercise shall become newly issued common shares of CoreIntelligence Holdings, all other issuance terms and conditions shall remain identical to those originally issued by the Company. The specific implementation thereof shall be handled by CoreIntelligence Holdings in accordance with applicable laws and regulations and rulings of the competent authorities.

Article 12 Changes in Participating Parties or Number of Participants

If, after lawful public disclosure of the Share Exchange and prior to the effective date of

the share exchange, another company agrees to join the transaction, then all procedures and actions already completed in connection with the Share Exchange shall be reperformed by all participating companies in accordance with law, and all participating companies shall jointly re-execute the share exchange agreement with respect to all related matters.

Article 13 Miscellaneous

- I. If any provision of this Resolution conflicts with applicable laws and regulations and is thereby rendered invalid, only the conflicting portion shall be invalid, and all remaining provisions shall remain in full force and effect. With respect to any provision rendered invalid due to conflict with applicable laws and regulations, the Board of Directors of the Company is authorized to separately determine replacement provisions within the scope permitted by law.
- II. If any provision of this Resolution requires amendment pursuant to rulings of the competent authorities, changes in applicable laws and regulations, or objective circumstances, the Board of Directors of the Company is authorized to revise such provision accordingly. If termination of this Resolution is proposed, the Board of Directors of the Company is fully authorized to handle all related matters in accordance with law, including applications, amendments, or withdrawals of administrative procedures with relevant government authorities or other institutions; provided, however, that the Board of Directors shall subsequently report such matter to the shareholders' meeting.
- III. If the Share Exchange and the TPEX listing of CoreIntelligence Holdings fail to obtain the consent or approval of the relevant competent authorities or the TPEX, this Resolution shall become null and void.
- IV. Any matters not provided for in this Resolution shall be handled in accordance with applicable laws and regulations and the requirements of the competent authorities. Where no such laws, regulations, or requirements apply, the Board of Directors is fully authorized to handle such matters.
- V. After completion of the Share Exchange, in order to comply with TPEX regulations, "Exchange Supplemental Directions for Applications by Investment Holding Companies for TPEX Listing" and "Taipei Exchange Rules Governing Securities Trading on the TPEX", which require an investment holding company have more than two controlled subsidiaries within one year from the date of TPEX listing, the Company and/or CoreIntelligence Holdings will carry out further organizational restructuring in accordance with industry characteristics and pursuant to the Business Mergers and Acquisitions Act, the Company Act, and other applicable laws and regulations.

CoreIntelligence Holdings Corporation
Articles of Incorporation

CHAPTER 1 : General Provisions

- Article 1: The Company is incorporated under those provisions of the Company Law relating to companies limited by shares, and is named as “ CoreIntelligence Holdings Corporation ” .The Coompany’s English is named as CoreIntelligence Holdings Corporation.
- Article 2: The business engaged in by the Company shall be as follows :
1. H201010 Investment.
 2. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company specializes in investment, and the total investment is not subject to the restrictions on the total investment in Article 13 of the Company Act. The business decision-making of reinvestment shall be made by authorizing the resolution of the board of directors.
- Article 4: Upon consent of the board of directors, the Company may provide guarantees for third parties in accordance with its Operational Measures Governing Guarantees and Endorsements which shall be separately enacted.
- Article 5: The Company’s principal executive offices shall be in New Taipei City, Taiwan, R.O.C., and may establish domestic or overseas branches with the resolution of the board of directors if necessary. After the public offerings, the Company shall not go private without the resolution of the shareholder meeting. The article shall not be changed in the period of the Company lists in OTC or Taiwan Stock Market.
- Article 6: The Company’s processing rules of announcement affairs shall fully comply with pertinent laws and regulations promulgated by the authorities concerned.

CHAPTER 2 : Shares

- Article 7: The total authorized capital of the Company shall be NT\$10 billion, divided into 1 billion(includes 70 million shares for the use of stock option certificates, preferred stock with warrants or corporate bonds with warrants) shares with a par value of NT\$10 each. Subject to practical need, the board of the directors is authorized to issue such shares by installments.
- The Company buy back its shares according to Company Act., issuing employee stock option, issuing restricted stock for employees, issuing new shares for employees, including the employees of the controlled companies meeting certain specific requirements. The conditions and allocation method shall be authorized by a resolution of the Board of Directors.
- If the Company issue employee stock options or buy back shares for transfer to employees, and the subscription price or transferred price is lower than the statutory limit, it shall submit the matter to the shareholders’ meeting according to the relevant laws.
- Article 8: The share certificate of the Company may adopt the issuance of non-physical, while shall be issued in registered form, as well as with other securities of the Company.

Article 9: The Company shall handle share matters in accordance with the Guidelines Governing Stock Matters of Public Offering Companies.

Article 10: No transfer of shares shall be handled within sixty days prior to a shareholder regular meeting, or within thirty days prior to a shareholder extraordinary meeting, or within five days prior to allocation of dividend bonus or any other benefits.

The period mentioned in the previous clause is calculated from the meeting date of the base date.

CHAPTER 3 : Shareholder Meeting

Article 11: There are two types of shareholder meetings:

(1) General shareholder meetings shall be convened at least once a year within six (6) months following the end of each fiscal year.

(2) Special shareholder meetings may be convened according to the laws whenever it is necessary.

Directors may not convene the shareholders' meeting, the shareholders who own shares exceeds three percent (3%) of the total issued shares may convene the shareholder meeting by themselves with the permission of the authority.

Article 12: The chairman of the board shall preside at shareholder meetings if the shareholder meeting is convened by the board of directors. When the chairman of the board is unable to preside at a meeting, the directors present shall elect one from among themselves as proxy.

If the shareholder meeting is convened by others with legitimate right, the one who convenes it shall preside at the meeting. When more than one conveners are present, they shall elect one from among themselves to preside.

Article 13: Notice shall be provided to each shareholder at least thirty (30) days prior to a general shareholder meeting. Notice shall be provided to each shareholder at least ten (10) days prior to an extraordinary shareholder meeting. The notice shall state the date and venue of the meeting and the purpose or purposes for which the meeting is called.

Article 14: A shareholder of the Company shall be entitled to one vote for each share held except the shares provided by laws.

Article 15: Except as otherwise provided by the laws and regulations, a resolution may be adopted by the shareholders or proxy of a simple majority of the votes of the issued and outstanding capital stocks represented at a shareholder meeting at which the shareholders of a majority of issued and outstanding capital are present or by proxy.

Shareholders' meeting will adopt electronic voting as one of the method to exercise the right to vote, and its related operation rules shall follow the competent authority regulations.

Article 16: When a shareholder of the Company is unable to attend a shareholder meeting for any reason, the shareholder may appoint proxies to attend the shareholder meeting published by the Company. Unless otherwise stipulated by the Company Act, attendance of shareholder's proxies shall be in accordance with the provisions of "Regulation Governing the Use of Proxies For Attendance of Shareholder Meeting of Public Companies" .

Article 17: The resolution adopted at the shareholder meeting shall be recorded in the minutes of the meetings and be signed or sealed by the chairman. The minutes shall be issued to all

shareholders within 20 days after the shareholder meeting.

The Company may provide the minutes via an announcement.

CHAPTER 4 : Directors, Supervisors, Audit Committee and Managers

Article 18: The company has 5~9 directors and 2~5 supervisors, all of whom are elected by the shareholders' meeting with the ability to act, and the term of office is three years, and they can be re-elected. After this company publicly issues shares, its elections shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. Among the aforementioned board positions, the number of independent directors shall not be less than three. Election of directors shall adopt the candidate nomination measure and elected by shareholders' meeting from the list of director candidates. Matters regarding professional qualification, restrictions on shareholdings, concurrent positions held, determination of independency, method of nomination and election, and other matters for compliance with respect to independent directors shall be subject to the rules prescribed by the securities governing authorities. Compensation for the directors and supervisors shall be determined by the Board of Directors in accordance with the domestic and international business standards. The board of directors of the Company may resolve to purchase liability insurance for the directors.

Article 18-1: After this company becomes publicly issues shares, it shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The provisions of these Articles of Incorporation regarding supervisors shall cease to apply. The Audit Committee shall be composed of all independent directors. The number of members, term of office, exercise of powers, and other matters to be followed by the Audit Committee shall be governed by the applicable laws and regulations.

Article 19: The directors' meeting shall be convened by the chairman of the board. The initial directors' meeting of each term shall be convened by the director who receives the number of ballots representing the largest number of votes. If a director is unable to attend a directors' meeting, the director may appoint another director to attend the meeting as proxy; provided, however, that the proxy shall accept the appointment of one director only.

The reasons for calling a board of directors meeting and audit committee meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The aforesaid meeting notice may be prepared in either written, fax or electronic format.

Article 20: The chairman of the board shall preside at directors' meeting. When the chairman is on leave or unable to exercise his/her official functions for whatever the reason, the acting chairman shall be designated in accordance with the relevant regulations.

Article 21: Except as otherwise provided in the relevant laws or this Articles of Incorporation, any resolution of a board of directors' meeting shall be adopted at a meeting which at least general majority of the directors attend and at which meeting more than 50% of the directors present vote in favor of such resolution.

Minutes of meetings shall be prepared for all resolutions adopted at a board of

directors' meeting.

If the directors' meeting is conducted in a manner of digital videoconference, the Directors who participate in such conference via digital video shall be deemed be present in person.

Article 22: The Company may has managers, all of whom shall be duly appointed, discharged and paid by the board of directors through a majority vote in the meeting which is attended by a majority of the total number of of directors.

Subject to the authority prescribed by the board of directors, the officers shall be empowered or not to manage the operation of the company and to sign relevant business documents for the company.

CHAPTER 5 : Accounting

Article 23: The fiscal year of this Company shall commence on the first day of January each year and shall end on the thirty-first day of December. A year-end accounting statement shall be prepared at the end of each fiscal year.

Article 24: Upon the close of each fiscal year, the board of directors shall work out the following documents to be audited by supervisors within thirty days prior to the regular meeting of shareholders before being acknowledged by the shareholder meeting:

- (1) Business report
- (2) Financial statements
- (3) Proposals of profit allocation or loss coverage

Article 25: 1%~20% of profit of the current year shall be distributed as employees' compensation. If the Company have losses from previous year, the losses shall be compensated in advance.

The employee remuneration ratio referred to in the previous paragraph, no less than 0.1% shall be allocated to grassroots employees.

Employee compensation distributed shall be made in stocks or cash including employees of the Company and may include employees of the controlled companies. The conditions and method of issuance are authorized to be determined by the Board of Directors.

In the case that the annual final accounts audit results in surplus, funds shall be appropriated first for income tax payments and to compensate for losses from previous year; 10% of the surplus shall then be appropriated for the legal reserve, except when the accumulated amount of such legal reserve equals to the Company's total paid-in capital, and to contribute or reserve certain surplus in accordance with applicable laws. The retained profits from previous years, and the BOD should propose the dividends distribution and determined by shareholders' meeting.

The company authorizes the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The company authorizes the distributable legal reserve and capital reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority

vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The Company's dividends policy is ordered by the Company Law and the Articles of Incorporation and decided according to the Company's capital and financial structure, operation situation, profits and the characters of the industry and business cycle. Distributions shall be made in cash dividends or in stock dividends. However, due to the Company is in expansion in its industry, the Company shall, in consideration of the financial, business and administrative needs, distribute more than ten percent (10%) of the total dividends if the Company decides to distribute cash dividends.

When the Company has no profits to distribute to the shareholders, the Company may, in consideration of the financial, business and administrative needs, to distribute all or partial reserve according to the relevant laws or regulations of authorities.

CHAPTER 6 : Supplementary Provisions

Article 26: Any rules or measures related to the Articles of Incorporation shall be stipulated separately by the board of directors.

Article 27: Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Law.

Article 28: This Articles of Incorporation adopted on June 12, 2026.

CoreIntelligence Holdings Corporation
Procedures for Loaning of Funds and Making of Endorsements/Guarantees

1. Purpose: These Procedures are established to provide a basis for compliance in the Company's loaning of funds to others and the making of endorsements/guarantees, in accordance with Article 36-1 of the Securities and Exchange Act and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.
2. Scope
 - 2.1 Pursuant to Article 15 of the Company Act, the Company shall not loan funds to any shareholder or any other person except under the following circumstances:
 - (1) Where there is business interaction between companies or firms.
 - (2) Where there is a necessity for short-term financing between companies or firms.
 - 2.2 The term "endorsements/guarantees" as used in these Procedures refers to acts whereby the Company acts, in its own name, as a co-maker of negotiable instruments, an endorser, a guarantor, or a general guarantor. The scope of such endorsements/guarantees is as follows:
 - (1) Financing endorsements/guarantees
Refers to bill discount financing, endorsements or guarantees made for the financing of another company, and the issuance of separate negotiable instruments to non-financial institutions as security for the Company's own financing.
 - (2) Customs duty endorsements/guarantees
Refers to endorsements or guarantees made in connection with customs matters for the Company or other companies.
 - (3) Other endorsements/guarantees
Refers to endorsements or guarantees that cannot be classified under the preceding two subparagraphs.
 - (4) Where the Company provides movable or immovable property as collateral for loans of another company by creating a pledge or mortgage, such arrangements shall also be governed by these Procedures.
3. Definitions
 - 3.1 Short-term: Refers to a period of one year.
 - 3.2 Parent company, subsidiary, and equity method investee: Determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers or relevant International Financial Reporting Standards (IFRS).
 - 3.3 Affiliated enterprise: As defined under Article 369-1 of the Company Act.
 - 3.4 Subordinate company: As defined under Article 369-2 of the Company Act.
 - 3.5 Net worth: Refers to the equity attributable to owners of the parent as stated in the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
 - 3.6 Date of occurrence: Refers to the earliest date among the date of contract execution, payment date, board resolution date, or any other date sufficient to determine the counterparty and amount of the loaning of funds or endorsement/guarantee.
4. Authorities and Responsibilities:
 - 4.1 Finance Department:

- 1) Assess risks associated with loaning of funds and endorsements/guarantees.
- 2) Establish and maintain memorandum records for loaning of funds and endorsements/guarantees.
- 3) Monitor and control the limits of loaning of funds and endorsements/guarantees.

4.2 Accounting Department:

- 1) Shall assess the status of loaning of funds and recognize adequate allowance for doubtful accounts.
- 2) Shall assess or recognize contingent losses arising from endorsements/guarantees.

4.3 Internal Audit Department: Shall periodically audit the implementation of loaning of funds and endorsements/guarantees.

5. Operating Procedures

5.1 The Company shall handle loaning of funds in accordance with the following procedures:

5.1.1 The necessity and reasonableness of the Company's loaning of funds to others are as follows:

The Company's loan recipients shall be limited to those having business dealings with the Company or those with a necessity for short-term financing. Where funds are loaned due to short-term financing needs, such cases shall be limited to the following:

- (1) Investee companies accounted for under the equity method or affiliated enterprises requiring funds for repayment of bank borrowings, procurement of equipment, or working capital.
- (2) Subordinate companies requiring funds for reinvestment, where such reinvestment is related to the Company's business and contributes to future business development.

5.1.2 Where the Company loans funds to others due to business dealings or a necessity for short-term financing, the total amount of funds loaned and the limits for individual counterparties shall be as follows:

- (1) The aggregate amount of funds loaned to others shall not exceed 50% of the Company's net worth.
- (2) For companies or firms having business dealings with the Company, the aggregate loan amount to each individual counterparty shall not exceed the higher of the Company's purchase or sales amount with such counterparty in the most recent fiscal year or up to the time of loaning in the current year; the aggregate amount of such loans shall not exceed 40% of the Company's net worth.
- (3) Where funds are loaned due to a necessity for short-term financing between companies or firms, the aggregate amount and the amount for each counterparty shall not exceed 40% of the Company's net worth.

5.1.3 In addition to meeting the requirements set forth in Subparagraph 5.1.1, prior to loaning funds to others, the Company's Finance Department shall conduct due diligence and risk assessment on the necessity and reasonableness of the loan, the borrower's business operations, financial condition, repayment ability and credit standing, profitability, and use of funds, and shall also assess the impact on the Company's operational risk, financial condition, shareholders' equity, and the value

of collateral, based on which an evaluation report specifying the maximum loan amount, term, and interest method shall be prepared and submitted to the Board of Directors for approval; no delegation to any other person shall be permitted. For loans of funds between the Company and its subsidiaries, or between subsidiaries, such loans shall be approved by the board of directors of the lending company, and the Chairman may be authorized, within a specific limit approved by the board and for a period not exceeding one year, to disburse loans in installments or allow revolving utilization for the same counterparty; provided that the authorized amount for such disbursement or revolving utilization shall not exceed 10% of the net worth as stated in the most recent financial statements of the Company or the lending company.

- 5.1.4 When the Company loans funds to others, where deemed necessary by the Board of Directors, the borrower shall provide collateral equivalent to the financing amount and ensure the completeness of the related rights. Where, in lieu of providing collateral, the debtor provides a guarantee by an individual or company with sufficient financial capacity and creditworthiness, the Board of Directors may proceed based on the assessment opinion of the Finance Department. Where a company acts as guarantor, such company shall have provisions in its Articles of Incorporation permitting such guarantees and shall submit the minutes of the shareholders' meeting approving the relevant matter.
- 5.1.5 When the Company loans funds to others, it shall fully consider the opinions of each independent director, and their explicit approval or dissenting opinions and the reasons for dissent shall be recorded in the minutes of the Board of Directors meeting.
- 5.1.6 When entering into a financing agreement with a borrower, the Company shall use the registered seals of the legal entity or organization and its responsible person as filed with the competent authority, and the Finance Department shall verify the seals and signature procedures of the borrower and guarantor.
- 5.1.7 If the borrower fails to perform the financing agreement for any reason, the Company may dispose of the collateral provided or seek recourse against the guarantor in accordance with law.
- 5.1.8 The follow-up control measures for loaned amounts and the procedures for handling overdue receivables are as follows:
 - (1) Where a loaning of funds case has been approved by the Board of Directors, the borrower may repay the loan in a lump sum or in installments.
 - (2) Upon completion of each loan disbursement, the Accounting Department shall prepare memorandum journal entries for the collateral or credit guarantees obtained and submit them to the Finance Department for recording in the necessary books.
 - (3) After disbursement, the Finance Department shall continuously monitor the borrower's and guarantor's financial condition, business operations, and credit status; where collateral has been provided, any changes in its value shall also be monitored, and any material change shall be immediately reported to the Chairman and handled in accordance with instructions.

- (4) When the borrower repays the loan upon maturity or prior to maturity, the Finance Department shall first calculate the interest payable, and only after full settlement of both principal and interest may the collateral be returned.
 - (5) The term of each loan shall be determined by the Board of Directors based on the individual borrower and loan amount; provided that the maximum term shall not exceed one year.
 - (6) The Company shall establish a memorandum book for loaning of funds, in which the counterparty, amount, date of Board approval, date of disbursement, and the matters requiring prudent evaluation under Subparagraph 5.1.3 shall be recorded in detail.
 - (7) The Finance Department shall prepare quarterly statements of loaning of funds to others and submit them to the Board of Directors; the Accounting Department shall assess the status of loaning of funds, recognize adequate allowance for doubtful accounts, appropriately disclose relevant information in the financial reports, and provide relevant information to certified public accountants for necessary audit procedures.
 - (8) The Company's internal auditors shall audit the implementation of the procedures for loaning of funds to others at least quarterly and prepare written records; where any material violation is discovered or where, due to changes in circumstances, the borrower no longer meets the requirements of these Procedures or the balance exceeds the prescribed limits, an improvement plan shall be formulated, reported in writing to the supervisors, and implemented in accordance with the prescribed schedule.
- 5.1.9 The interest rate for loaning of funds by the Company shall not be lower than the average interest rate for short-term borrowings from general financial institutions at the time of lending; any exception shall be subject to approval by the Board of Directors.
- 5.1.10 Announcement and Reporting Procedures
- (1) The term "announcement and reporting" as used in these Procedures refers to the entry of information into the information reporting website designated by the competent authority.
 - (2) The Company shall announce and report the balances of loaning of funds of the Company and its subsidiaries for the preceding month by the 10th day of each month.
 - (3) Where the Company's loaning of funds meets any of the following thresholds, it shall be announced and reported within two days commencing immediately from the date of occurrence:
 - (A) The aggregate balance of loaning of funds by the Company and its subsidiaries reaches 20% or more of the Company's net worth as stated in the most recent financial statements.
 - (B) The balance of loaning of funds by the Company and its subsidiaries to a single enterprise reaches 10% or more of the Company's net worth as stated in the most recent financial statements.
 - (C) The amount of any new loan of funds by the Company or its subsidiaries

reaches NT\$10 million or more and reaches 2% or more of the Company's net worth as stated in the most recent financial statements.

- (4) Where a subsidiary of the Company is not a domestic public company, and such subsidiary has any matter requiring announcement and reporting under the preceding subparagraph, the Company shall make such announcement and report on its behalf.

5.1.11 Where a subsidiary of the Company intends to loan funds to others, it shall comply with the "Procedures for Loaning of Funds and Making of Endorsements/Guarantees" established by such subsidiary.

5.1.12 Where the responsible person of the Company violates the provisions of Subparagraphs 5.1.1 to 5.1.2, such person shall be jointly and severally liable with the borrower for repayment; where the Company suffers any damage, such person shall also be liable for damages.

5.2 The Company shall handle endorsements/guarantees in accordance with the following procedures:

5.2.1 Counterparties eligible for endorsements/guarantees

The Company may provide endorsements/guarantees for the following companies:

- (A) Companies having business dealings with the Company.
- (B) Companies in which the Company directly or indirectly holds more than 50% of the voting shares.
- (C) Companies that directly or indirectly hold more than 50% of the voting shares of the Company.

Endorsements/guarantees may be made between companies in which the Company directly or indirectly holds 90% or more of the voting shares.

5.2.2 The aggregate amount of endorsements/guarantees by the Company, the Company and its subsidiaries, and the limits for a single enterprise shall be as follows:

- (1) The aggregate amount of endorsements/guarantees by the Company shall not exceed the Company's net worth as stated in the most recent financial statements.
- (2) The limit for endorsements/guarantees to a single enterprise by the Company shall not exceed 50% of the Company's net worth as stated in the most recent financial statements.
- (3) The aggregate amount of endorsements/guarantees by the Company and its subsidiaries shall not exceed the Company's net worth as stated in the most recent financial statements, and the limit for a single enterprise shall not exceed 50% of the Company's net worth.
- (4) For companies having business dealings with the Company, the aggregate endorsement/guarantee amount to each individual counterparty shall not exceed the higher of the Company's purchase or sales amount with such counterparty in the most recent fiscal year or up to the time of endorsement/guarantee in the current year; the aggregate amount shall not exceed 50% of the Company's net worth as stated in the most recent financial statements.
- (5) For endorsements/guarantees between companies in which the Company directly or indirectly holds 90% or more of the voting shares, the aggregate amount and the limit for a single enterprise shall not exceed 10% of the Company's net worth as

stated in the most recent financial statements.

- (6) For endorsements/guarantees between companies in which the Company directly or indirectly holds 100% of the voting shares, the aggregate amount shall not exceed the Company's net worth as stated in the most recent financial statements, and the limit for a single enterprise shall not exceed 50% of the Company's net worth as stated in the most recent financial statements.

- 5.2.3 The Company shall, within the limits set forth in Subparagraph 5.2.2, obtain approval from the Board of Directors prior to performing any endorsement/guarantee, or may authorize the Chairman to decide within such limits, with subsequent ratification by the most recent Board meeting.
- For endorsements/guarantees between subsidiaries in which the Company directly or indirectly holds 90% or more of the voting shares, such actions shall be approved by the Company's Board of Directors within the limits set forth in Subparagraph 5.2.2.
- For endorsements/guarantees between subsidiaries in which the Company directly or indirectly holds 100% of the voting shares, such actions shall be approved by the board of directors of such subsidiaries within the limits set forth in Subparagraph 5.2.2.

When the Board of Directors discusses the foregoing matters, it shall fully consider the opinions of each independent director, and their explicit approval or dissenting opinions and the reasons for dissent shall be recorded in the minutes of the Board meeting.

- 5.2.4 When the Company processes endorsements/guarantees, the Finance Department shall first evaluate the necessity and reasonableness of the endorsement/guarantee, conduct due diligence and risk assessment of the counterparty, and assess the impact on the Company's operational risk, financial condition, and shareholders' equity, as well as whether collateral should be obtained and the value thereof, and prepare an evaluation report accordingly.
- 5.2.5 When the Company processes or cancels an endorsement/guarantee, the Finance Department shall submit a written approval request specifying the applicant company, counterparty, type, reason, and amount of the endorsement/guarantee for approval by the Chairman or the Board of Directors. The Finance Department shall also establish a memorandum book for endorsements/guarantees, recording in detail the committed guarantee items, counterparties, risk assessment results, amounts, dates of Board approval or Chairman's approval, dates of endorsement/guarantee, details of collateral obtained, and conditions and dates for release from guarantee liability.
- 5.2.6 The official seal used for endorsements/guarantees shall be the Company's registered seal filed with the Ministry of Economic Affairs. Instruments and seals shall be kept by designated personnel, and may only be used for affixing seals or issuing instruments in accordance with the Company's prescribed procedures; such custodians shall be appointed by the Chairman as authorized by the Board of Directors, and the same shall apply to any changes.

Where guarantees are provided to foreign companies, the guarantee letters issued by the Company shall be signed by a person authorized by the Board of Directors or by

the Chairman.

- 5.2.7 The Finance Department shall proactively track and close endorsement/guarantee cases upon expiration and complete the cancellation procedures.
The Company's internal auditors shall audit the implementation of endorsement/guarantee procedures at least quarterly and prepare written records; where any material violation is discovered or where, due to changes in circumstances, the counterparty no longer meets the requirements of these Procedures or the balance exceeds the prescribed limits, an improvement plan shall be formulated, reported in writing to each supervisor, and implemented in accordance with the prescribed schedule.
- 5.2.8 The Company shall assess or recognize contingent losses arising from endorsements/guarantees, appropriately disclose relevant information in the financial reports, and provide relevant information to certified public accountants for necessary audit procedures.
- 5.2.9 Where the Company, due to its business needs, must exceed the limits set forth in these Procedures when providing endorsements/guarantees, such actions shall be approved by the Board of Directors, and more than half of the directors shall jointly and severally guarantee against any potential loss arising from such excess; the Company shall also amend these Procedures and submit them to the shareholders' meeting for ratification. Where the shareholders' meeting does not grant ratification, a plan shall be formulated to eliminate the excess portion within a specified period. When the Board of Directors discusses the matters set forth in the preceding paragraph, the Company shall fully consider the opinions of each independent director, and their explicit approval or dissenting opinions and the reasons for dissent shall be recorded in the minutes of the Board meeting.
- 5.2.10 Where, due to changes in circumstances, a counterparty of an endorsement/guarantee no longer meets the requirements of these Procedures or the amount exceeds the prescribed limits, the Company shall formulate an improvement plan and submit such plan to each supervisor.
- 5.2.11 Announcement and Reporting Procedures
- (1) The term "announcement and reporting" as used in these Procedures refers to the entry of information into the information reporting website designated by the competent authority.
 - (2) The Company shall announce and report the balances of endorsements/guarantees of the Company and its subsidiaries for the preceding month by the 10th day of each month.
 - (3) Where the balance of endorsements/guarantees of the Company meets any of the following thresholds, it shall be announced and reported within two days commencing immediately from the date of occurrence:
 - (A) The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in the most recent financial statements.
 - (B) The balance of endorsements/guarantees by the Company and its subsidiaries to a single enterprise reaches 20% or more of the Company's net worth as stated in the most recent financial statements.

- (C) The balance of endorsements/guarantees by the Company and its subsidiaries to a single enterprise reaches NT\$10 million or more, and the aggregate amount of such endorsements/guarantees, the carrying amount of investments accounted for using the equity method, and the balance of loaning of funds to such enterprise reaches 30% or more of the Company's net worth as stated in the most recent financial statements.
- (D) The amount of any new endorsement/guarantee by the Company or its subsidiaries reaches NT\$30 million or more and reaches 5% or more of the Company's net worth as stated in the most recent financial statements.
- (4) Where a subsidiary of the Company is not a domestic public company, and such subsidiary has any matter requiring announcement and reporting under the preceding subparagraph, the Company shall make such announcement and report on its behalf.

5.2.12 Where a subsidiary of the Company intends to provide endorsements/guarantees to others due to business needs, it shall comply with the "Procedures for Loaning of Funds and Making of Endorsements/Guarantees" established by such subsidiary. Where a subsidiary is established overseas, the official seal for endorsements/guarantees under Subparagraph 5.2.6 shall be the company seal registered in the local jurisdiction; where such subsidiary does not have a seal, the guarantee shall be signed by a person authorized by the board of directors or by the Chairman.

5.3 Where managerial officers or responsible personnel of the Company violate the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies promulgated by the competent authority or these Procedures in handling loaning of funds or endorsements/guarantees, they shall be subject to evaluation and disciplinary action in accordance with the Company's personnel management regulations and employee handbook, depending on the severity of the circumstances.

5.4 Where the counterparty of an endorsement/guarantee is a subsidiary whose net worth is less than one-half of its paid-in capital, the Company shall periodically conduct evaluations to review the necessity, reasonableness, and risk level of such endorsement/guarantee, and the evaluation results shall be recorded in the memorandum book and submitted to the relevant responsible supervisors for approval.

Where a subsidiary has no par value shares or a par value other than NT\$10 per share, the paid-in capital referred to in the preceding paragraph shall be calculated as the sum of share capital and capital surplus – share premium.

5.5 These Procedures shall be implemented after approval by the Board of Directors, submission to each supervisor, and approval by the shareholders' meeting; where any director expresses dissent and such dissent is recorded or provided in writing, the Company shall submit such dissent together with these Procedures to each supervisor and to the shareholders' meeting for discussion. The same shall apply to any amendments hereto.

5.6 Where the Company has established an Audit Committee in accordance with the Securities and Exchange Act, the adoption or amendment of these Procedures, and any material loaning of funds, endorsement, or provision of guarantee, shall be subject to approval by more than one-half of all members of the Audit Committee and shall be submitted to the

Board of Directors for resolution. Where approval by more than one-half of all members of the Audit Committee is not obtained, the matter may be approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting. The terms “all members of the Audit Committee” and “all directors” as used in this Article shall be counted based on the actual number of persons then in office.

CoreIntelligence Holdings Corporation
Procedures for the Acquisition or Disposal of Assets

1. Purpose: These Procedures are established to ensure compliance in the Company’s acquisition or disposal of assets, in accordance with Article 36-1 of the Securities and Exchange Act and the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
2. Scope: The term “assets” as used in these Procedures includes the following:
 - 2.1 Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
 - 2.2 Real property (including land, buildings and structures, and investment property) and equipment.
 - 2.3 Membership certificates.
 - 2.4 Intangible assets, including patents, copyrights, trademarks, and franchise rights.
 - 2.5 Right-of-use assets.
 - 2.6 Claims of financial institutions (including receivables, bills purchased/discounted, loans, and overdue receivables).
 - 2.7 Derivatives.
 - 2.8 Assets acquired or disposed of through mergers, demergers, acquisitions, or share transfers conducted in accordance with law.
 - 2.9 Other material assets.
3. Definitions:
 - 3.1 Professional appraiser: Refers to a real property appraiser or any other person legally authorized to engage in the appraisal of real property or equipment.
 - 3.2 Related party and subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
 - 3.3 Derivatives: Refers to forward contracts, options contracts, futures contracts, leverage margin contracts, swap contracts, combinations of the foregoing contracts, or hybrid or structured products incorporating embedded derivatives, whose value is derived from a specified interest rate, financial instrument price, commodity price, exchange rate, price or rate index, credit rating or credit index, or other variables. The term “forward contracts” excludes insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sales) contracts.
 - 3.4 Assets acquired or disposed of through mergers, demergers, acquisitions, or share transfers conducted in accordance with law: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted pursuant to the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act, or other applicable laws, or through the issuance of new shares to acquire shares of another company pursuant to Article 156-3 of the Company Act (hereinafter referred to as “share transfer”).
 - 3.5 Date of occurrence: Refers to the earliest date among the date of contract execution, payment date, trade date, transfer date, board resolution date, or any other date sufficient to determine the counterparty and transaction amount. However, where an investment requires approval by the competent authority, the earlier of the above date or the date of

receipt of approval from the competent authority shall apply.

- 3.6 Investment in Mainland China: Refers to investments in Mainland China conducted in accordance with the “Regulations Governing the Approval of Investment or Technical Cooperation in Mainland China” issued by the Investment Commission of the Ministry of Economic Affairs.
- 3.7 Professional investor: Refers to financial holding companies, banks, insurance companies, bills finance companies, trust enterprises, securities firms engaged in proprietary or underwriting business, futures merchants engaged in proprietary trading, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies established in accordance with law and regulated by local financial supervisory authorities.
- 3.8 Securities exchange: A domestic securities exchange refers to the Taiwan Stock Exchange Corporation; a foreign securities exchange refers to any organized securities market regulated by the securities supervisory authority of the relevant jurisdiction.
- 3.9 Over-the-counter (OTC) venue: A domestic OTC venue refers to a venue where securities firms operate trading counters in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; a foreign OTC venue refers to a business location of a financial institution regulated by a foreign securities supervisory authority and authorized to engage in securities business.
- 3.10 Net worth: Refers to the equity attributable to owners of the parent as stated in the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- 3.11 Total assets: Refers to the total assets as stated in the Company’s most recent standalone or separate financial statements prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- 3.12 Where the Company’s shares have no par value or a par value other than NT\$10 per share, the threshold of 20% of paid-in capital under these Procedures shall be calculated as 10% of equity attributable to owners of the parent.

4. Authorities and Responsibilities

4.1 Finance Department:

4.1.1 Securities: Responsible for the acquisition or disposal of securities investments, as well as custody and pledge-related operations.

4.1.2 Derivatives: Engage in derivatives transactions in accordance with the Company’s policies and management instructions to hedge foreign exchange and interest rate risks.

4.2 Accounting Department: Responsible for accounting treatment, valuation, and implementation of inventory-taking plans for assets acquired or disposed of within the scope of these Procedures.

4.3 Asset Management Department: Responsible for the management, disposal, and retirement of real property, equipment, and right-of-use assets, and shall perform asset management duties under the supervision of the Accounting Department.

4.4 Legal and Intellectual Property Department: Responsible for the acquisition or disposal of intangible assets, including patents, copyrights, trademarks, franchise rights, and right-of-use assets.

4.5 Internal Audit Department: Responsible for auditing operations related to the acquisition or disposal of assets within the scope of these Procedures.

5. Operating Procedures

5.1 Procedures for Acquisition or Disposal of Securities

5.1.1 Evaluation Procedures:

- 1) Prior to acquiring or disposing of securities, the executing unit shall conduct a feasibility assessment.
- 2) Price determination methods, reference basis, and data sources:
 - a. Where the Company acquires or disposes of securities, it shall obtain the most recent financial statements of the target company audited or reviewed by a certified public accountant prior to the date of occurrence as a reference for determining the transaction price; where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, a certified public accountant shall be engaged prior to the date of occurrence to provide an opinion on the reasonableness of the transaction price. However, this requirement shall not apply where the securities have a publicly quoted price in an active market or fall under the circumstances specified in Subparagraph 5.1.1, Item 2(b) of these Procedures.
 - b. Where any of the following circumstances apply, the Company may be exempt from obtaining the most recent financial statements of the target company audited or reviewed by a certified public accountant; where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, it may also be exempt from obtaining an opinion from a certified public accountant on the reasonableness of the transaction price:
 - b.1 Acquisition of securities by cash contribution in the establishment or offering of a company in accordance with law, where the rights represented by such securities are proportionate to the contribution.
 - b.2 Participation in subscription for securities issued at par value in a cash capital increase conducted by the target company in accordance with applicable laws and regulations.
 - b.3 Participation in subscription for securities issued in a cash capital increase by an investee company in which the Company directly or indirectly holds 100% of the shares, or mutual subscription for securities issued in a cash capital increase among subsidiaries wholly owned by the Company.
 - b.4 Securities listed on TWSE, TPEX, or Emerging Stock Board and traded on a securities exchange or at an OTC venue.
 - b.5 Domestic government bonds, or bonds with repurchase or resale agreements.
 - b.6 Publicly offered funds.
 - b.7 Acquisition or disposal of shares of listed (or OTC-listed) companies through tender offer or auction conducted in accordance with the rules of the Taiwan Stock Exchange Corporation or the Taipei Exchange.

- b.8 Participation in subscription for shares in a cash capital increase or subscription for corporate bonds (including financial bonds) issued by domestic public companies, where such securities are not privately placed securities.
- b.9 Subscription for domestic private placement funds prior to their establishment pursuant to Article 11, Paragraph 1 of the Securities Investment Trust and Consulting Act, or subscription or redemption of domestic private placement funds, where the trust agreement specifies that, except for margin trading and related unsettled positions, the investment scope is the same as that of publicly offered funds.
- c. Where securities are traded on a centralized securities exchange market or at an OTC venue, the transaction price shall be determined based on the prevailing share price or bond price.
- d. Where securities are not traded on a centralized securities exchange market or at an OTC venue, factors such as net asset value per share, profitability, future development potential, market interest rates, bond coupon rates, and the debtor's creditworthiness shall be considered, and the transaction price shall be determined with reference to CPA opinions and the prevailing market conditions in accordance with Subparagraph 5.1.1, Item 2.

5.1.2 Investment Limits:

- 1) The transaction amount for the Company's investment in any individual security shall not exceed 30% of the Company's net worth as stated in the most recent financial statements audited or reviewed by a certified public accountant.
- 2) The aggregate transaction amount of the Company's investment in securities shall not exceed the Company's net worth as stated in the most recent financial statements audited or reviewed by a certified public accountant.

5.1.3 Operating Procedures:

- 1) Authorization limits and levels: The acquisition or disposal of securities by the Company shall be subject to approval by the authorized responsible supervisors in accordance with relevant internal regulations before execution; provided that where the securities are equity securities and the transaction amount reaches NT\$300 million or more, such transaction shall be submitted to the Board of Directors for approval prior to execution. The status of the Company's acquisition or disposal of securities shall be reported to the Board of Directors after the end of each quarter.
- 2) Executing unit: The Company's investment in securities shall, upon approval in accordance with the authorization limits and levels set forth above, be executed by the responsible unit and processed in accordance with the Company's internal control system.

5.2 Procedures for Acquisition or Disposal of Real Property, Equipment, or Right-of-Use Assets

5.2.1 Evaluation Procedures:

- 1) For the acquisition of real property, equipment, or right-of-use assets, each unit shall first prepare a capital expenditure plan and conduct a feasibility

assessment, obtain co-signature from the Asset Management Department, and submit the plan to the responsible unit for inclusion in the capital expenditure budget and for execution and control in accordance with the plan.

- 2) For the disposal of real property, equipment, or right-of-use assets, the using unit shall first conduct a feasibility assessment, and the disposal may only proceed upon approval.
- 3) Price determination methods and reference basis: For the acquisition or disposal of real property, equipment, or right-of-use assets, the Asset Management Department shall determine the transaction price with reference to publicly announced current values, assessed current values, actual transaction prices of neighboring real property, rental levels, and other relevant factors, and after obtaining quotations, conducting price comparisons, and engaging in negotiations.

5.2.2 Investment Limits:

The transaction amount for the Company's acquisition of real property, equipment, or right-of-use assets not for operational use shall not exceed 30% of the Company's net worth as stated in the most recent financial statements audited or reviewed by a certified public accountant.

5.2.3 Acquisition of Professional Appraisal Reports and Expert Opinions:

Except for transactions with domestic government agencies, self-constructed projects on owned land, construction commissioned on leased land, or the acquisition or disposal of equipment or right-of-use assets for operational use, where the transaction amount for the acquisition or disposal of real property, equipment, or right-of-use assets reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall, prior to the date of occurrence, obtain an appraisal report issued by a professional appraiser, and the following requirements shall be complied with:

- 1) Where, due to special circumstances, a limited price, specified price, or special price is used as a reference for the transaction price, such transaction shall be submitted to the Board of Directors for approval in advance; the same shall apply to any subsequent changes in the transaction conditions.
- 2) Where the transaction amount reaches NT\$1 billion or more, appraisals shall be obtained from two or more professional appraisers.
- 3) Where the appraisal results of a professional appraiser fall under any of the following circumstances, except where all appraisal results for acquisition exceed the transaction amount, or all appraisal results for disposal are lower than the transaction amount, a certified public accountant shall be engaged to provide specific opinions on the reasons for the discrepancy and the appropriateness of the transaction price:
 - a. The discrepancy between the appraisal result and the transaction amount reaches 20% or more of the transaction amount.
 - b. The discrepancy between the appraisal results of two or more professional appraisers reaches 10% or more of the transaction amount.
- 4) The date of the appraisal report issued by the professional appraiser shall not be

more than three months prior to the date of contract execution; provided that where the same period of publicly announced current value is applied and the period does not exceed six months, the original professional appraiser may issue a supplementary opinion.

5.2.4 Operating Procedures:

- 1) Authorization limits and levels: The acquisition or disposal of real property, equipment, or right-of-use assets by the Company shall be subject to approval by the authorized responsible supervisors in accordance with relevant internal regulations before execution, and shall be reported to the Board of Directors after the end of each quarter.
- 2) Executing unit: The acquisition or disposal of real property, equipment, or right-of-use assets by the Company shall, upon approval in accordance with the authorization limits and levels set forth above, be executed by the using unit and the responsible unit, and processed in accordance with the Company's internal control system.

5.3 Procedures for Related Party Transactions

5.3.1 Where the Company acquires or disposes of assets from or to a related party, in addition to complying with the resolution procedures and assessing the reasonableness of transaction terms in accordance with Subparagraphs 5.2 and 5.3, where the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report issued by a professional appraiser or an opinion from a certified public accountant in accordance with Subparagraph 5.2.

5.3.2 Where the Company acquires or disposes of real property or right-of-use assets from or to a related party, or acquires or disposes of assets other than real property or right-of-use assets from or to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or NT\$300 million or more, except for trading of domestic government bonds, bonds with repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the following information shall be submitted to the Board of Directors for approval and to the supervisors for recognition before the execution of the transaction contract and payment:

- 1) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.
- 2) The reason for selecting the related party as the counterparty.
- 3) Where real property or right-of-use assets are acquired from a related party, the relevant information for assessing the reasonableness of the proposed transaction conditions in accordance with Subparagraphs 5.3.3 and 5.3.4.
- 4) The original acquisition date and price of the related party, the counterparty, and the relationship between the counterparty, the Company, and the related party.
- 5) A monthly cash flow forecast for the one-year period commencing from the expected month of contract execution, and an assessment of the necessity of the transaction and the reasonableness of the use of funds.

6) The appraisal report issued by a professional appraiser or the opinion of a certified public accountant obtained in accordance with Subparagraph 5.3.1.

7) Restrictive covenants and other important agreed terms of the transaction.

Where the Company and its subsidiaries, or subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital, engage in the following transactions with one another, the Board of Directors may authorize the Chairman to make decisions in advance within a limit of NT\$500 million, with subsequent submission to the most recent Board meeting for ratification and to the supervisors for recognition:

1. Acquisition or disposal of equipment or right-of-use assets for operational use.
2. Acquisition or disposal of right-of-use assets of real property for operational use.

Where the Company or a subsidiary of the Company that is not a domestic public company engages in the transactions described in the preceding paragraph and the transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information specified in the preceding paragraph to the shareholders' meeting for approval before entering into the transaction contract and making payment. However, this restriction shall not apply to transactions between the Company and its subsidiaries, or between subsidiaries of the Company.

The calculation of the transaction amount under the first and second paragraphs shall be conducted in accordance with Subparagraph 5.7.1, Paragraph 2, and the term "within one year" refers to the one-year period retroactively calculated from the date of occurrence of the current transaction; any portion already submitted to and approved by the Board of Directors or the shareholders' meeting and recognized by the supervisors in accordance with these Procedures shall not be counted again.

Where the Company has established an Audit Committee in accordance with the Securities and Exchange Act, matters requiring recognition by the supervisors under this Subparagraph shall first be approved by more than one-half of all members of the Audit Committee and then submitted to the Board of Directors for resolution.

5.3.3 Where the Company acquires real property or right-of-use assets thereof from a related party, the reasonableness of the transaction cost shall be assessed using the following methods:

- 1) Based on the transaction price with the related party, plus necessary interest on funding and costs to be borne by the buyer in accordance with law. The term "necessary interest cost on funding" shall be calculated based on the weighted average interest rate of the borrowings in the year the Company purchases the asset; provided that it shall not exceed the maximum non-financial industry borrowing rate published by the Ministry of Finance.
- 2) Where the related party has previously pledged the subject property as collateral for a loan from a financial institution, the total appraised lending value of the property as assessed by the financial institution shall be used; provided that the cumulative actual lending amount by the financial institution shall have reached

70% or more of such appraised lending value and the lending period shall have exceeded one year. However, this shall not apply where the financial institution and one of the transaction parties are related parties.

Where the Company jointly purchases or leases land and buildings of the same subject with a related party, the transaction cost may be assessed separately for the land and the buildings using any of the methods specified in the preceding paragraph.

Where the Company acquires real property or right-of-use assets thereof from a related party, it shall assess the cost of such real property or right-of-use assets in accordance with the preceding two paragraphs and shall engage a certified public accountant to review the assessment and provide specific opinions.

Where the Company acquires real property or right-of-use assets thereof from a related party under any of the following circumstances, the provisions of the preceding Article shall apply, and the preceding provisions of this Subparagraph shall not apply:

- 1) The related party acquired the real property or right-of-use assets through inheritance or gift.
- 2) The related party has held the real property or right-of-use assets for more than five years prior to the date of the transaction.
- 3) The Company acquires real property through entering into a joint construction agreement with the related party, or through commissioned construction on owned land or leased land.
- 4) The Company and its subsidiaries, or subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital, acquire right-of-use assets of real property for operational use from one another.

5.3.4 Where the assessment results conducted in accordance with Subparagraph 5.3.3 are lower than the transaction price, the Company shall proceed in accordance with Subparagraph 5.3.5. However, this shall not apply where the following circumstances are met and objective evidence is provided, along with specific and reasonable opinions from a professional real property appraiser and a certified public accountant:

- 1) Where the related party acquired undeveloped land or leased land and constructed buildings thereon, and evidence is provided that one of the following conditions is met:
 - a. The undeveloped land is assessed in accordance with the methods specified in the preceding Subparagraph, and the building is valued based on the related party's construction cost plus a reasonable construction profit, and the combined amount exceeds the actual transaction price. The term "reasonable construction profit" shall be based on the lower of the average gross profit margin of the related party's construction segment over the most recent three years or the most recent gross profit margin for the construction industry published by the Ministry of Finance.
 - b. Comparable transactions by non-related parties within one year involving other floors of the same property or properties in neighboring areas, with

similar area and equivalent transaction conditions after adjusting for reasonable floor or location price differences in accordance with real property sale or lease practices.

- 2) Where the Company provides evidence that the conditions of the acquisition of real property from a related party or the lease of right-of-use assets thereof are comparable to those of transactions by non-related parties within one year in neighboring areas, with similar area.

The term “comparable transactions in neighboring areas” as used in the preceding paragraph shall, in principle, refer to transactions within the same or adjacent blocks and within a radius of no more than 500 meters from the subject property, or those with similar publicly announced current values; the term “similar area” shall, in principle, refer to cases where the area of other non-related party transactions is not less than 50% of the area of the subject property; the term “within one year” shall refer to the one-year period retroactively calculated from the date of occurrence of the current acquisition of real property or right-of-use assets thereof.

5.3.5 Where the Company acquires real property or right-of-use assets thereof from a related party and the assessment results conducted in accordance with the preceding two Subparagraphs are lower than the transaction price, the Company shall undertake the following:

- 1) The difference between the transaction price of the real property or right-of-use assets and the assessed cost shall be appropriated as a special reserve in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act, and shall not be distributed or used for capitalization and share issuance. For investments accounted for using the equity method, the Company shall also appropriate a special reserve in proportion to its shareholding based on the aforementioned amount in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act.
- 2) The supervisors shall perform their duties in accordance with Article 218 of the Company Act. Where the Company has established an Audit Committee in accordance with the Securities and Exchange Act, the provisions applicable to supervisors shall apply mutatis mutandis to the members of the Audit Committee.
- 3) The handling of the matters set forth in the preceding two items shall be reported to the shareholders’ meeting, and the details of the transaction shall be disclosed in the annual report and prospectus.

Where the Company has appropriated a special reserve in accordance with the preceding paragraph, such special reserve may only be reversed upon recognition of impairment loss on the overvalued acquired or leased asset, disposal of such asset, termination of the lease, receipt of appropriate compensation, or restoration to its original condition, or where other evidence confirms that there is no unreasonableness, and with the approval of the Financial Supervisory Commission.

Where the Company acquires real property or right-of-use assets thereof from a related party and there is other evidence indicating that the transaction is not conducted under arm’s length terms, the Company shall also handle the matter in

accordance with the preceding two paragraphs.

5.4 Procedures for Acquisition or Disposal of Intangible Assets or Right-of-Use Assets Thereof or Membership Certificates

5.4.1 Evaluation Procedures:

- 1) Prior to acquiring or disposing of intangible assets, right-of-use assets thereof, or membership certificates, each using unit shall conduct a feasibility assessment, and the transaction may proceed only after approval.
- 2) Price determination methods and reference basis: For the acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates, the Asset Management Department shall collect relevant information in advance, refer to fair market value, and determine the transaction price after obtaining quotations, conducting price comparisons, and engaging in negotiations.

5.4.2 Investment Limits:

The transaction amount for the Company's acquisition of intangible assets, right-of-use assets thereof, or membership certificates shall not exceed 30% of the Company's net worth as stated in the most recent financial statements audited or reviewed by a certified public accountant.

5.4.3 Acquisition of Expert Opinions:

Where the transaction amount for the acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates reaches 20% of the Company's paid-in capital or NT\$300 million or more, except for transactions with domestic government agencies, the Company shall, prior to the date of occurrence, engage a certified public accountant to provide an opinion on the reasonableness of the transaction price.

5.4.4 Operating Procedures:

- 1) Authorization limits and levels: The acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates by the Company shall be subject to approval by the authorized responsible supervisors in accordance with relevant internal regulations before execution, and shall be reported to the Board of Directors after the end of each quarter.
- 2) Executing unit: The acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates by the Company shall, upon approval in accordance with the authorization limits and levels set forth above, be executed by the using unit and the responsible unit, and processed in accordance with the Company's internal control system.

5.5 Procedures for Engaging in Derivatives Transactions

5.5.1 Trading Principles and Guidelines:

The nature of the Company's derivatives transactions shall be classified into "hedging" and "trading" based on their purpose, and shall be subject to different limits on exposure, stop-loss thresholds, and accounting treatment principles. "Hedging" refers to the reduction of risks associated with existing assets, liabilities, irrevocable commitments, or forecast transactions through derivatives transactions; "trading" refers to holding or issuing derivatives for the purpose of earning trading gains and assuming risks.

1) Types of Transactions:

The Company may engage in derivatives transactions including forwards, options, futures, interest rate or foreign exchange swaps, warrants, and composite contracts formed by combining the foregoing instruments.

2) Operating or Hedging Strategies:

The Company's foreign exchange positions shall, in principle, be internally offset to achieve a net position, which shall serve as the basis for operations. Derivatives transactions shall be conducted primarily for risk hedging purposes, and the instruments selected shall focus on mitigating risks arising from the Company's operations.

3) Performance Evaluation Guidelines:

- a. Hedging transactions shall be evaluated on a regular basis twice each month, and trading transactions shall be evaluated on a regular basis once each week; evaluation reports shall be submitted to the responsible approving supervisors.
- b. For hedging transactions, performance evaluation shall be based on the gains or losses arising from the difference between the Company's book exchange rates and the derivatives transactions. For trading transactions, performance evaluation shall be based on actual gains or losses, and position reports shall be prepared on a weekly basis for management reference.

4) Limits on Total Contract Amount and Maximum Loss:

a. Total contract amount:

Hedging foreign exchange transaction limits: The Finance Department shall monitor the Company's overall positions to hedge foreign exchange risks, and the total amount of hedging foreign exchange transactions shall not exceed the Company's total actual import and export transactions plus the total amount of foreign currency assets and liabilities expected to mature within the next six months; any excess shall be submitted to the Board of Directors for approval.

Hedging interest rate transaction limits: The transaction amount shall not exceed the total amount of the Company's bank borrowings and issued and planned corporate bonds in each currency. The Finance Department may formulate interest rate risk transaction plans as needed, which shall be submitted for approval by the responsible approving supervisors and the Chairman prior to execution; any excess shall be submitted to the Board of Directors for approval.

Trading transaction limits: Based on forecasts of market changes, the Finance Department may formulate foreign exchange and interest rate risk trading plans as needed, and each transaction shall be submitted for approval by the responsible approving supervisors and the Chairman prior to execution. The transaction amount shall not exceed 10% of the Company's net worth; any excess shall be submitted to the Board of Directors for approval.

b. Limits on total and individual contract losses:

For both hedging and trading transactions, the total loss from all contracts shall not exceed 15% of the transaction amount, and the loss from any individual contract shall not exceed 20% of the transaction amount; upon reaching such limits, the matter shall be immediately reported to the Chairman, and necessary response measures shall be discussed.

Where the Company's derivatives transactions reach the aforesaid limits on total and individual contract losses, information disclosure shall be made in accordance with Subparagraph 5.7.1.

5.5.2 Evaluation Procedures: The Finance Department shall regularly calculate positions, collect market information, conduct trend analysis and risk assessments, formulate operating strategies, and, upon approval by the responsible approving supervisors, use such strategies as the basis for engaging in transactions.

5.5.3 Operating Procedures:

1) Authorization limits, levels, and executing units:

a. Hedging foreign exchange transaction limits:

Authorization levels and transaction limits for foreign exchange operations:

Authorization Level	Daily Transaction Limit	Aggregate Outstanding Position Limit
Chairman	USD 10 million	USD 150 million
CFO	USD 4 million	USD 40 million
Authorized Approving Supervisor of the Finance Department	USD 2 million	USD 15 million

Where the daily transaction amount or aggregate outstanding position exceeds the authorized limits, execution shall only proceed upon approval by personnel with the appropriate authorization level; where any transaction exceeds the above authorization limits, prior approval by the Board of Directors shall be obtained.

b. Hedging interest rate transaction limits: Each transaction shall be submitted for approval by the authorized approving supervisor and the Chairman before execution. The total transaction amount shall not exceed the total amount of the Company's bank borrowings and issued and planned corporate bonds in each currency; any excess shall be submitted to the Board of Directors for prior approval.

c. Trading transaction limits: Each transaction shall be approved by the authorized approving supervisor and the Chairman before execution. The total transaction amount shall not exceed 10% of the Company's net worth; any excess shall be submitted to the Board of Directors for prior approval.

2. Transaction Procedures

- a. Confirm transaction positions.
- b. Conduct analysis and assessment of relevant market trends.
- c. Determine specific hedging strategies.
- d. Obtain approval for the transaction.

- e. Execute transactions:
Counterparties: Primarily financial institutions with which the Company has business relationships.
Authorized traders: Personnel authorized to execute derivatives transactions shall obtain prior approval from the Chief Financial Officer and notify the Company's counterpart financial institutions; no other personnel may engage in such transactions.
- f. Trade confirmation: After execution, the trader shall prepare transaction documentation, and confirmation personnel shall verify whether the transaction terms are consistent with such documentation, which shall then be submitted to the authorized approving supervisor for approval.
- g. Accounting treatment: The Accounting Department shall prepare accounting entries and record them in the accounting books in accordance with relevant regulations, settlement vouchers, and supporting documents.
- h. Settlement: Upon confirmation of the transaction, the Finance Department shall, on the settlement date, have designated personnel prepare the payment and relevant documents to complete settlement at the agreed price.

5.5.4 Internal Control System

- 1) Scope of risk management
 - a. Credit risk: Counterparties shall primarily be financial institutions with which the Company has business relationships and which can provide professional information; transaction positions shall be diversified among banks to reduce risk.
 - b. Market price risk: Maintain close communication with the foreign exchange departments of banks to monitor market trends, and conduct periodic performance evaluations and stop-loss monitoring.
 - c. Liquidity risk: To ensure transaction liquidity, derivatives with higher liquidity shall be selected, and counterpart banks shall be those with high transaction volumes and strong quotation capabilities.
 - d. Cash flow risk: Cash flow management shall take into account the contractual terms of derivatives transactions, with advance planning and allocation of funds to reduce the risk of cash flow impact arising from settlement obligations.
 - e. Operational risk: Authorization limits and operating procedures must be strictly complied with to avoid operational risk.
 - f. Legal risk: Documents to be executed with banks shall be reviewed by personnel of the Finance Department and Legal Department prior to execution to avoid legal risk.
 - g. Product risk: Internal trading personnel and counterpart banks shall possess complete and accurate professional knowledge of the derivatives involved, and banks shall be required to fully disclose risks to avoid losses arising from misuse of derivatives.
- 2) Measurement, supervision, and control of risk
 - a. Personnel responsible for trading, confirmation, settlement, and accounting

shall not concurrently hold such positions; risk measurement, supervision, and control shall be performed by different personnel, who shall report to the Board of Directors or to senior management personnel not responsible for trading or position decisions.

- b. Periodic evaluation: Positions held for trading transactions shall be evaluated at least once each week; positions held for hedging transactions conducted for business purposes shall be evaluated at least twice each month, and evaluation reports shall be submitted to senior management personnel authorized by the Board of Directors.

5.5.5 Responsibilities of Management

- 1) Supervision and management by the Board of Directors
 - a. The Board of Directors shall designate senior management personnel to continuously monitor and control the risks of derivatives transactions.
 - b. Periodically evaluate whether the performance of derivatives transactions is consistent with the Company's established operating strategies and whether the risks assumed are within the Company's acceptable range.
- 2) Management principles for senior management personnel authorized by the Board of Directors
 - a. Periodically evaluate whether the current risk management measures are appropriate and whether they are implemented in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies promulgated by the Financial Supervisory Commission and these Procedures.
 - b. Supervise transaction and profit/loss conditions; where any abnormal circumstances are identified (such as positions exceeding loss limits), necessary response measures shall be taken and immediately reported to the Board of Directors.
 - c. Where the Company has independent directors, Board meetings shall be attended by independent directors who shall express their opinions.
 - d. The Company's derivatives transactions shall be conducted in accordance with the authorization levels set forth in these Procedures and subsequently reported to the most recent Board meeting.

5.5.6 Internal Audit System

- 1) The Company shall establish a memorandum book for derivatives transactions, in which the type, amount, date of Board approval, and the matters requiring prudent evaluation pursuant to Subparagraph 5.5.4, Paragraph 2, Subparagraph 5.5.5, Item 1(b), and Paragraph 2(a) shall be recorded in detail for reference.
- 2) Internal audit personnel shall regularly review the appropriateness of the internal controls for derivatives transactions and shall conduct monthly audits of the trading unit's compliance with the procedures for derivatives transactions, and prepare audit reports; where any material violation is identified, written notice shall be given to each supervisor, and where the Company has established independent directors in accordance with the Securities and Exchange Act, such notice shall also be provided in writing to the independent

directors. Where the Company has established an Audit Committee in accordance with the Securities and Exchange Act, the provisions applicable to notification to supervisors shall apply mutatis mutandis to the Audit Committee.

5.6 Procedures for Mergers, Demergers, Acquisitions, and Share Transfers

- 5.6.1 When the Company conducts a merger, demerger, acquisition, or share transfer, it shall, prior to convening the Board of Directors for resolution, engage a certified public accountant, attorney, or securities underwriter to provide an opinion on the reasonableness of the share exchange ratio, acquisition price, or cash or other property to be distributed to shareholders, and submit such opinion to the Board of Directors for discussion and approval. However, where the Company merges with a subsidiary in which it directly or indirectly holds 100% of the issued shares or total capital, or where subsidiaries wholly owned directly or indirectly by the Company merge with one another, the requirement to obtain the aforesaid expert opinion may be exempted.
- 5.6.2 When the Company participates in a merger, demerger, or acquisition, unless otherwise provided by law or approved in advance by the Financial Supervisory Commission due to special circumstances, it shall convene a Board meeting and a shareholders' meeting on the same day as the other participating companies to resolve matters relating to the merger, demerger, or acquisition.
When the Company participates in a share transfer, unless otherwise provided by law or approved in advance by the Financial Supervisory Commission due to special circumstances, it shall convene a Board meeting on the same day as the other participating companies.
- 5.6.3 When the Company participates in a merger, demerger, or acquisition, it shall prepare a public document for shareholders setting forth the material terms and conditions and related matters of the merger, demerger, or acquisition prior to the shareholders' meeting, and deliver such document together with the expert opinion under Subparagraph 5.6.1 and the meeting notice, as a reference for shareholders in deciding whether to approve the transaction. However, this shall not apply where, pursuant to other laws, a shareholders' meeting is not required for approval of the merger, demerger, or acquisition.
Where the Company participates in a merger, demerger, or acquisition, and any party is unable to convene a shareholders' meeting or adopt a resolution due to insufficient attendance, voting rights, or other legal restrictions, or where the proposal is rejected by the shareholders' meeting, the Company shall immediately make a public announcement explaining the reasons, subsequent actions, and the expected date of convening the shareholders' meeting.
- 5.6.4 All persons participating in or having knowledge of the Company's merger, demerger, acquisition, or share transfer plan shall execute a written confidentiality undertaking and shall not disclose the content of the plan prior to public disclosure, nor shall they trade, directly or indirectly in their own name or through others, in the shares or other equity securities of all companies related to the transaction.
- 5.6.5 When the Company participates in a merger, demerger, acquisition, or share transfer, the share exchange ratio or acquisition price shall not be arbitrarily

changed except under the following circumstances, and the conditions permitting such changes shall be specified in the relevant agreement:

- 1) Cash capital increase, issuance of convertible corporate bonds, bonus share issuance, issuance of corporate bonds with warrants, preferred shares with warrants, warrants, or other equity securities.
- 2) Disposal of major assets or other events affecting the Company's financial or business operations.
- 3) Occurrence of major disasters, significant technological changes, or other events affecting shareholders' equity or securities prices.
- 4) Adjustment due to any participating company repurchasing treasury shares in accordance with law.
- 5) Changes in the entities or number of parties participating in the merger, demerger, acquisition, or share transfer.
- 6) Other conditions permitting changes as specified in the agreement and publicly disclosed.

5.6.6 When the Company participates in a merger, demerger, acquisition, or share transfer, the agreement shall specify the rights and obligations of the participating companies and shall include the following:

- 1) Handling of breach of contract.
- 2) Principles for handling equity securities issued by, or treasury shares repurchased by, a company that is extinguished in a merger or divided in a demerger.
- 3) The number of treasury shares that participating companies may repurchase in accordance with law after the base date for calculating the share exchange ratio and the principles for handling such shares.
- 4) Procedures for handling changes in participating entities or number of parties.
- 5) Expected progress of plan implementation and expected completion schedule.
- 6) Relevant procedures for handling delays, including the scheduled date for convening a shareholders' meeting as required by law.

5.6.7 Where the Company, after public disclosure of information, intends to engage in another merger, demerger, acquisition, or share transfer with another company, except where the number of participating parties decreases and the shareholders' meeting has resolved to authorize the Board of Directors to make such changes, thereby exempting the need to reconvene a shareholders' meeting, all completed procedures or legal acts under the original transaction shall be re-performed by all participating companies.

5.6.8 When the Company participates in a merger, demerger, acquisition, or share transfer, it shall prepare complete written records of the following information and retain them for five years for reference:

- 1) Basic information of personnel: Including the titles, names, and identification numbers (or passport numbers for foreign nationals) of all persons involved in or having knowledge of the plan prior to public disclosure.
- 2) Dates of material events: Including the dates of signing letters of intent or memoranda, engaging financial or legal advisors, executing agreements, and

Board meetings.

- 3) Important documents and minutes: Including the merger, demerger, acquisition, or share transfer plan, letters of intent or memoranda, material agreements, and Board meeting minutes.

5.6.9 When the Company participates in an acquisition or share transfer, it shall, within two days from the date of the Board resolution, report the information specified in Subparagraph 5.6.8, Items 1 and 2 to the Financial Supervisory Commission through the internet information system in the prescribed format.

5.6.10 Where any party to a merger, demerger, acquisition, or share transfer in which the Company participates is not a public company, the Company shall enter into an agreement with such party and comply with Subparagraphs 5.6.2, 5.6.4, and 5.6.7.

5.6.11 Where any party to a merger, demerger, acquisition, or share transfer in which the Company participates is not a listed or OTC-listed company, the Company shall enter into an agreement with such party and comply with Subparagraphs 5.6.8 and 5.6.9.

5.7 Information Disclosure

5.7.1 Where the Company acquires or disposes of assets under any of the following circumstances, it shall, within two days from the date of occurrence, announce and report the relevant information on the website designated by the Financial Supervisory Commission in the prescribed format:

- 1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets from or to a related party, where the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or NT\$300 million or more; provided that trading of domestic government bonds, bonds with repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises shall not be subject to this requirement.
- 2) Conducting mergers, demergers, acquisitions, or share transfers.
- 3) Losses from derivatives transactions reaching the total or individual contract loss limits specified in these Procedures.
- 4) Acquisition or disposal of assets of the type of equipment or right-of-use assets for operational use, where the counterparty is not a related party and the transaction amount reaches NT\$500 million or more.
- 5) Acquisition of real property through self-construction on owned land, construction on leased land, joint construction with allocation of units, joint construction with allocation of profits, or joint construction with allocation for sale, where the counterparty is not a related party and the total expected investment amount reaches NT\$500 million or more.
- 6) Asset transactions other than those specified in the preceding five items or investments in Mainland China, where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, the following circumstances shall not be subject to this requirement:
 - a. Trading of domestic government bonds or foreign government bonds with

- a credit rating not lower than the sovereign rating of the Republic of China (Taiwan).
- b. Securities trading conducted by professional investors on securities exchanges or at OTC venues, or subscription for foreign government bonds in the primary market or subscription for publicly issued ordinary corporate bonds and general financial bonds not involving equity (excluding subordinated bonds), or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange-traded notes.
- c. Trading of bonds with repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The transaction amounts referred to in the preceding paragraph shall be calculated as follows:

- 1) The amount of each individual transaction.
- 2) The cumulative amount of acquisitions or disposals of the same type of underlying asset with the same counterparty within one year.
- 3) The cumulative amount of acquisitions or disposals (calculated separately for acquisitions and disposals) of the same security within one year.
- 4) The cumulative amount of acquisitions or disposals (calculated separately for acquisitions and disposals) of real property or right-of-use assets thereof under the same development project within one year.

The term “within one year” as used in the preceding paragraph refers to the one-year period retroactively calculated from the date of occurrence of the current transaction; provided that any portion already announced in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies promulgated by the Financial Supervisory Commission need not be counted again.

- 5.7.2 The Company shall, by the 10th day of each month, enter into the information reporting website designated by the Financial Supervisory Commission the status of derivatives transactions engaged in by the Company and its subsidiaries that are not domestic public companies, as of the end of the preceding month, in the prescribed format.
- 5.7.3 Where any item required to be announced by the Company under applicable regulations contains any error or omission at the time of announcement and correction is required, the Company shall, within two days from the date it becomes aware thereof, re-enter and announce all items in their entirety.
- 5.7.4 The Company shall retain at the Company all relevant contracts, minutes, memorandum books, appraisal reports, and opinion letters issued by certified public accountants, attorneys, or securities underwriters in connection with the acquisition or disposal of assets for at least five years, unless otherwise provided by law.
- 5.7.5 Where, after the Company has announced and reported a transaction pursuant to Subparagraphs 5.7.1, 5.7.2, and 5.7.3, any of the following circumstances occurs, the Company shall, within two days from the date of occurrence, announce and

report the relevant information on the website designated by the Financial Supervisory Commission:

- 1) Any amendment, termination, or rescission of the relevant contract originally entered into for the transaction.
- 2) Failure to complete a merger, demerger, acquisition, or share transfer in accordance with the schedule prescribed in the contract.
- 3) Any change to the content originally announced and reported.

5.8 Control Procedures for Acquisition or Disposal of Assets by Subsidiaries

5.8.1 Each subsidiary of the Company shall handle the acquisition or disposal of its assets in accordance with the “Procedures for Acquisition or Disposal of Assets” established by such subsidiary.

5.8.2 Where a subsidiary of the Company that is not a domestic public company acquires or disposes of assets under circumstances requiring announcement and reporting under Subparagraph 5.7, the Company shall make such announcement and report on its behalf.

For purposes of the announcement and reporting standards set forth in Subparagraph 5.7.1, Paragraph 1 as applicable to the subsidiary referred to in the preceding paragraph, the standards relating to paid-in capital or total assets shall be based on the paid-in capital or total assets of the Company.

5.9 Where the Company obtains an appraisal report or an opinion letter from a certified public accountant, attorney, or securities underwriter, the professional appraiser and appraisal personnel, certified public accountant, attorney, or securities underwriter shall comply with the following requirements:

1. They may not have previously received a final and unappealable sentence to imprisonment for one year or more for violation of the Securities and Exchange Act, Company Act, Banking Act, Insurance Act, Financial Holding Company Act, Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crimes. However, this restriction shall not apply if more than three years have elapsed since completion of service of the sentence, expiration of a suspended sentence, or pardon.
2. They may not be a related party or de facto related party of any transaction party.
3. Where the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal personnel may not be related parties or de facto related parties of one another.

When issuing an appraisal report or opinion letter, the persons referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and the following matters:

1. Before accepting a case, they shall prudently assess their own professional competence, practical experience, and independence.
2. When carrying out a case, they shall properly plan and execute appropriate procedures in order to form a conclusion and use it as the basis for issuing the report or opinion letter; the procedures performed, data collected, and conclusions reached shall be fully and accurately recorded in the working papers.
3. They shall evaluate, item by item, the appropriateness and reasonableness of the data

sources, parameters, and information used as the basis for issuing the appraisal report or opinion letter.

4. Their declaration shall include statements that the relevant personnel possess professional competence and independence, that the information used has been assessed as appropriate and reasonable, and that applicable laws and regulations have been complied with.

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

- 5.10 Where managerial officers or responsible personnel of the Company violate the Regulations Governing the Acquisition and Disposal of Assets by Public Companies promulgated by the Financial Supervisory Commission or these Procedures, they shall be submitted for performance evaluation in accordance with the Company's personnel management rules and employee handbook, and disciplined depending on the severity of the circumstances.
- 5.11 The transaction amounts referred to in Subparagraphs 5.1, 5.2, and 5.4 of these Procedures shall be calculated in accordance with Subparagraph 5.7.1, Paragraph 2, and the term "within one year" shall refer to the one-year period retroactively calculated from the date of occurrence of the current transaction; any portion for which an appraisal report issued by a professional appraiser or a certified public accountant's opinion has already been obtained in accordance with these Procedures need not be counted again.
- 5.12 These Procedures for Acquisition or Disposal of Assets of the Company shall be adopted by resolution of the Board of Directors, submitted to each supervisor, and then submitted to the shareholders' meeting for approval; the same shall apply to any amendment hereto. Where any director expresses dissent and such dissent is recorded in the minutes or stated in writing, the Company shall also submit the director's dissenting materials to each supervisor.

Where the Company has established independent directors in accordance with the Securities and Exchange Act, when these Procedures are submitted to the Board of Directors for discussion, full consideration shall be given to the opinions of each independent director; where an independent director expresses dissent or reservation, such opinion shall be recorded in the minutes of the Board meeting.

Where the Company has established an Audit Committee in accordance with the Securities and Exchange Act, the adoption or amendment of these Procedures shall be approved by more than one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution.

Where approval by more than one-half of all members of the Audit Committee as set forth in the preceding paragraph is not obtained, the matter may be approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

The terms "all members of the Audit Committee" and "all directors" as used in this Article shall be counted based on the actual number of persons then in office.

CoreIntelligence Holdings Corporation

Rules of Procedure of the Shareholders' Meeting

Article 1

The Company's procedure of meeting of shareholders shall be conducted in accordance with these Rules. Matters not specified in these Rules shall be handled in accordance with relevant laws and regulations.

Article 2

The meeting of shareholders shall be held at the registered office of the Company or at a venue convenient for shareholders to attend and suitable for holding the meeting of shareholders. The starting time of the meeting may not be earlier than 9 a.m. or later than 3 p.m.

Article 3

The Company shall prepare an attendance book for shareholders present to sign in, or the shareholders present may hand in a sign-in card in lieu of signing on the attendance book.

When a government agency or a juristic person acts as a shareholder, its representatives to attend the meeting of shareholders may not be limited to one person. When a juristic person is appointed to attend a meeting of shareholders by proxy, it may designate only one representative to attend the meeting.

Article 4

If the meeting of shareholders is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or unable to exercise his/her powers and authority for any cause, the chairman of the board shall designate one of the directors to act on his/her behalf. Where the chairman of the board does not make such a designation, the directors shall elect from among themselves one person to serve as the chairman.

If the meeting of shareholders is convened by any other person having the convening right other than the board of directors, the chairman shall be acted by such person having the convening right. If there are two or more persons having the convening right, one chairman of the meeting shall be elected from among themselves.

The Company may designate lawyers, certified public accountants or related personnel appointed by it to attend the meeting of shareholders.

Article 5

The Company shall conduct a continuously and uninterrupted audio and video recording of the procedures of shareholders' sign-in at the reception, the progress of the meeting, and voting and counting of votes, beginning from the time of accepting the sign-in of shareholders.

The audio-visual materials stated in the preceding Paragraph shall be kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, it shall be kept until the conclusion of the lawsuit.

Article 6

Attendance at a meeting of shareholders shall be calculated on the basis of number of shares. The number of shares in attendance is calculated in accordance with the number of shares specified on the attendance book or the sign-in cards handed in, plus the number of shares whose voting rights are exercised in writing or by electronic means.

At the scheduled meeting time, the chairman shall immediately call the meeting to order and announce the relevant information, such as the number of non-voting rights and the number of shares present. However, when the attending shareholders do not represent more than half of the total issued shares, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to twice, and the total postponement time may not exceed one hour in aggregate. After the second postponement, if the attending shareholders still represent less than one-third of the total

issued shares, the chairman shall announce the meeting adjourned.

If the quorum is still not met after the second postponement stated in the preceding Paragraph while the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Paragraph 1, Article 175 of the Company Act; a notice of such tentative resolution shall be given to each of the shareholders, and a meeting of shareholders shall be reconvened within one month.

Before the conclusion of the meeting, if the shareholders present represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution to the meeting of shareholders for voting in accordance with Article 174 of the Company Act.

Article 7

If the meeting of shareholders is convened by the board of directors, the agenda shall be set by the board of directors. The meeting shall proceed in the order set by agenda, which may not be altered without a resolution of the meeting of shareholders.

The provisions stated in the preceding Paragraph shall apply mutatis mutandis to the meeting of shareholders convened by any other person having the convening right.

Before concluding the meeting discussions (including provisional motions) set in the agenda under the preceding two Paragraphs, the chairman may not arbitrarily announce the meeting adjourned without a resolution; if the chairman violates the rules of procedure and announces the meeting adjourned, other members of the board of directors shall promptly assist the attending shareholders in electing a new chairman by a majority of votes represented by attending shareholders in accordance with the statutory procedure, and continue the meeting.

The chairman shall give ample opportunities for full explanations and discussions of the proposals and the amendments or provisional motions proposed by shareholders. When the chairman believes that a proposal has been discussed sufficiently and may be put to vote, he may announce the cessation of discussion, put it forward for voting, and arrange adequate and sufficient time for voting.

Article 8

An attending shareholder shall complete a speaker's slip stating the main points of the speech, shareholder account number (or attendance certificate number) and account name, and the sequence of speeches by shareholders shall be determined by the chairman.

An attending shareholder who has only submitted a speaker's slip but does not actually speak shall not be deemed to have spoken. If the contents of the speech are inconsistent with that stated on the speaker's slip, the contents of the speech shall prevail.

Without the consent of the chairman, each shareholder's speech on the same proposal shall not exceed twice, and each time may not exceed five minutes. However, if the shareholder's speech violates the rules or exceeds the scope of the discussion topic, the chairman may stop his/her speech.

When an attending shareholder is speaking, other shareholders may not speak or interfere except with the consent of the chairman and the shareholder having the floor. The chairman shall stop any such violations.

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

After an attending shareholder has spoken, the chairman may respond personally or designate relevant personnel to respond.

Article 9

The voting at a shareholders meeting shall be calculated on the basis of shares.

The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders.

Shareholders shall have one voting right per share, except when shares are restricted shares or have no voting rights stated in Paragraph 2, Article 179 of the Company Act.

Article 10

Unless otherwise provided in the Company Act or the Company's Articles of Incorporation, the voting

of proposal shall be passed by a majority of the total number of the attending shareholders. In case of a voting, the chairman or his/her designated person shall announce the total number of voting rights of the attending shareholders, and then the shareholders shall vote. And on the same day of the meeting of shareholders is held, the results of shareholders' approval, opposition and waiver shall be entered into the MOPS. If the total number of voting rights of the shareholders present does not reach the statutory or stipulated number of shares stated in the Articles of Incorporation, the chairman may declare that the proposal is not approved, and it is unnecessary to vote.

Where there is an amendment or alternative to the same proposal, the chairman shall combine the amended or alternative proposal with the original proposal and decide the order of voting. If one of the proposals has been passed, the other proposals shall be deemed rejected and no further voting shall be required.

The monitors and ballot counters for voting shall be designated by the chairman; however, only such persons who are shareholders may serve as monitors.

The counting of votes for meeting of shareholders or election proposals shall be conducted in a public place at the venue of the meeting of shareholders; after the counting of votes is completed, the voting results shall be immediately announced on the spot, including statistical weights, and shall be recorded.

Article 11

The chairman may direct monitors or security guards to help maintain order in the venue of meeting. If the venue of meeting is equipped with sound amplifying equipment, the chairman may stop the shareholder who does not use the equipment configured by the company to speak.

If a shareholder violates the rules of procedure and disobey the chairman's correction, obstructs the progress of the meeting and still disobeys despite being stopped, the chairman may direct the scrutineers or security guards to ask him/her to leave the venue of meeting.

Article 12

During the progress of the meeting, the chairman may announce an appropriate time of break at his/her discretion. In the event of force majeure, the chairman may rule to suspend the meeting temporarily and announce a time when the meeting will be resumed, depending on the circumstances. Before concluding all the meeting discussions (including provisional motions) set on the agenda set by the meeting of shareholders, if the venue of meeting is no longer available for continued use at that time, the meeting of shareholders may adopt a resolution to find another venue to resume the meeting.

The meeting of shareholders may resolve to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 13

These Rules shall be implemented after a resolution is adopted at the meeting of shareholders, and the same shall apply when any amendment is made thereto.

CoreIntelligence Holdings Corporation
Rules Governing Election of Directors and Supervisor

Article 1

The election of the Company's directors and supervisors shall be handled in accordance with these Rules. Matters not stipulated in these Rules shall be handled in accordance with relevant laws and regulations.

Article 2

The election of the Company's directors and supervisors shall adopt cumulative voting system. The number of votes exercisable in respect of one share shall be the same as the number of directors and supervisors to be elected, and the total number of votes per share may be consolidated for electing a single candidate or may be split for electing multiple candidates. If the Company appoints independent directors, the election of independent directors and non-independent directors shall be conducted concurrently, with the number of elected seats calculated separately. After the Company publicly issues its shares, the election of directors, supervisors, and independent directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. After the Company publicly issues its shares, it shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act to replace the supervisors. The Audit Committee shall be composed of all independent directors. From the date of establishment of the Audit Committee, the term of office of the incumbent supervisors who have been elected shall continue until the date on which the first Audit Committee of the Company is duly constituted.

Article 3

The board of directors and supervisors shall prepare separate ballots for directors in number identical to that of the directors to be elected, and the number of voting rights associated with each ballot shall be specified on the ballots. The ballots shall be distributed to the shareholders present at the meeting of shareholders. The recording of the name of a voter may be replaced by the attendance card number printed on the ballots.

Article 4

The directors and supervisors of the Company shall be elected, in accordance with the number of seats prescribed in the Articles of Incorporation, by those candidates receiving the highest number of votes, in descending order. If two or more candidates obtain the same number of votes, but the number of positions exceeds the required number, they shall draw lots to decide the winner. The chair shall conduct the drawing for the candidates who are absent.

Article 5

Before the election begins, the chair shall appoint a number of monitors and ballot counters with shareholder status to perform various related duties. The ballot box shall be prepared by the Company and publicly opened and exhibited by the monitor before voting begins.

Article 6

Ballots shall be invalid under any of the following circumstances:

1. The ballot used is not that prepared by the person having the convening right.
2. A blank ballot is placed in the ballot box.
3. The writing on the ballot is illegible and unrecognizable or is altered.
4. The verification indicates that the name of the candidate entered on the ballot is inconsistent with that appeared on the list of director candidates.
5. Other words are entered on the ballot in addition to entering the number of voting rights allotted.

Article 7

Ballots shall be calculated on the spot after the voting, and the results of the balloting, the list of elected directors and supervisors, shall be announced on the spot by the chair.

The ballots for the election matters stated in the preceding Paragraph shall be properly kept in custody and for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, it shall be kept until the conclusion of the lawsuit.

Article 8

These Rules shall be implemented after a resolution is adopted at the meeting of shareholders, and the same shall apply when any amendment is made thereto.

CoreIntelligence Holdings Corporation
Rules of Procedure of the Board of Directors

1. Purpose: These Rules are established to ensure that the procedures for meetings of the Board of Directors of the Company are properly followed, in accordance with Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
2. Scope: Unless otherwise provided by the Company Act, the Securities and Exchange Act, the Company's Articles of Incorporation, or other applicable laws and regulations, the principal agenda items, operating procedures, matters to be recorded in the minutes, announcements, and other matters to be observed for meetings of the Board of Directors of the Company shall be governed by these Rules.
3. Authorities and Responsibilities:
 - 3.1 Where a meeting of the Board of Directors is convened by the Chairman, the Chairman shall act as the chairperson of the meeting. However, for the first meeting of each term of the Board, where it is convened by the director receiving the highest number of votes at the shareholders' meeting, such director shall act as the chairperson of the meeting; where there are two or more persons having convening authority, one shall be elected from among themselves to act as the chairperson.

Where a meeting of the Board of Directors is convened by a majority of the directors pursuant to Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the directors shall elect one person from among themselves to act as the chairperson.

Where the Chairman is absent, the Chairman shall designate a director to act on his or her behalf; if no such designation is made, the directors shall elect one person from among themselves to act as the proxy.
 - 3.2 Except for matters required to be submitted to the Board of Directors for discussion under Subparagraph 5.2 of these Rules, the levels of delegation and the content of matters authorized for execution pursuant to laws and regulations or the Company's Articles of Incorporation shall be clearly specified.
4. Operating Procedures:
 - 4.1 Convening of Board Meetings and Meeting Notices
 - 4.1.1 The Company shall convene a meeting of the Board of Directors at least once each quarter, and each director and supervisor shall be notified at least seven days in advance, specifying the time and place of the meeting and the reasons for convening; provided, however, that in the case of emergency, a meeting may be convened at any time, and directors may not raise an objection on the grounds that the notice period is less than seven days. The aforesaid notice may be given in writing, by facsimile, or by electronic mail.
 - 4.1.2 The time and place of Board meetings shall be held at the Company's location and during office hours, or at a place and time convenient for directors to attend and suitable for holding such meetings.

- 4.1.3 Matters set forth in Subparagraph 5.2 of these Rules shall be specified in the notice of convening and may not be raised by way of extempore motion.
- 4.1.4 The unit responsible for handling Board meeting affairs designated by the Company shall be the functional unit assigned by the Chairman according to the Company's organizational structure. The unit responsible for meeting affairs shall prepare the agenda and provide sufficient meeting materials, which shall be sent together with the meeting notice. Where a director considers the meeting materials insufficient, he or she may request supplementation from the unit responsible for meeting affairs. Where a proposal submitted to the Board for discussion is considered insufficiently supported by two or more directors, or where more than half of the directors agree, a request may be made to the Board to postpone the consideration of such proposal, and the Board shall adopt such request.
- 4.1.5 When the Company convenes a Board meeting, directors, supervisors, or independent directors may, as necessary based on the content of the proposals and subject to the consent of the convener, notify personnel of relevant departments or subsidiaries to attend the meeting as non-voting participants to provide reports and respond to inquiries raised by directors, so as to facilitate the Board in making appropriate resolutions. Where necessary, certified public accountants, attorneys, or other professionals may also be invited to attend the meeting and provide explanations. However, they shall leave the meeting during discussion and voting.
- 4.2 Chairperson of the Board Meeting and Meeting Proceedings
- 4.2.1 A sign-in book shall be prepared at Board meetings and signed by attending directors for reference; directors shall attend meetings in person, and a director who is unable to attend may appoint another director in writing to attend on his or her behalf. Where a Board meeting is conducted via video conference, a director participating in the meeting by such means shall be deemed to have attended in person.
- 4.2.2 Where a director appoints another director to attend a Board meeting on his or her behalf, such appointment shall be limited to one proxy, and the scope of authorization for each convening matter shall be specified in each proxy form. A director residing abroad may appoint in writing another shareholder residing domestically to attend Board meetings on a regular basis as proxy; such proxy arrangement shall be filed with the competent authority for registration.
- 4.2.3 Where the scheduled meeting time has arrived and less than half of all directors are present, the chairperson may announce a postponement of the meeting on the same day, provided that such postponement shall be limited to two times. If a quorum is still not met after two postponements, the chairperson may reconvene the meeting in accordance with the procedures set forth in Subparagraph 4.1. The total number of directors shall be calculated based on the actual number of directors then in office.
- 4.2.4 The Board meeting shall proceed in accordance with the agenda set out in the meeting notice. However, the agenda may be changed with the consent of more than half of the directors present. Without the consent of more than half of the directors present, the chairperson may not unilaterally declare adjournment of the meeting.

During the proceedings of the Board meeting, if the number of directors present falls below a majority of attending directors, upon motion by the directors present, the chairperson shall declare a suspension of the meeting, and Subparagraph 4.2.3 shall apply *mutatis mutandis*.

Where, during the proceedings of the Board meeting, the chairperson is unable to preside or declares adjournment in violation of the preceding paragraph, the selection of a proxy shall be governed *mutatis mutandis* by Subparagraph 3.1, Paragraph 3.

4.3 Voting, Vote Counting, and Vote Monitoring Methods of the Board of Directors

- 4.3.1 When the chairperson considers that a proposal has been sufficiently discussed by the directors and is ready for voting, the chairperson may announce the conclusion of the discussion and submit a proposal for voting. When a proposal is put to a vote at a Board meeting, if the chairperson, upon inquiry, receives no objection from all directors present, the proposal shall be deemed approved; if any objection is raised upon such inquiry by the chairperson, the proposal shall be submitted for voting. The term “all directors present” as used above shall exclude directors who are not permitted to exercise voting rights pursuant to Subparagraph 4.3.5.
- 4.3.2 The method of voting shall be determined by the chairperson from among the following; however, where any attendee raises an objection, the decision shall be made based on the opinion of the majority:
- 1) Voting by a show of hands or by voting apparatus.
 - 2) Roll-call voting.
 - 3) Voting by ballot.
 - 4) Any other voting method adopted by the Company.
- 4.3.3 In any resolution of the Board of Directors, each director shall have one vote, and unless otherwise provided by applicable laws or the Company Act, a resolution shall require the attendance of more than one-half of all directors and the approval of more than one-half of the directors present.
- 4.3.4 Where the Company has independent directors, at least one independent director shall attend each Board meeting in person; for matters required to be submitted to the Board of Directors for resolution pursuant to Article 14-3 of the Securities and Exchange Act, all independent directors shall attend the Board meeting, and where an independent director is unable to attend in person, he or she shall appoint another independent director to attend as proxy. Where an independent director expresses a dissenting or qualified opinion, such opinion shall be recorded in the minutes of the Board meeting; where an independent director is unable to attend the Board meeting in person to express such opinion, he or she shall, unless there is a justifiable reason, provide a written opinion in advance, which shall be recorded in the minutes of the Board meeting.
- 4.3.5 Where a director has an interest in any matter under discussion at a Board meeting, whether for himself or herself or for the juristic person he or she represents, the director shall explain the essential content of such interest at the meeting; where there is a likelihood of prejudice to the interests of the Company, the director shall not

participate in discussion or voting, shall recuse himself or herself during discussion and voting, and shall not exercise voting rights on behalf of another director.

Where a director's spouse, blood relatives within the second degree of kinship, or a company having a controlling or subordinate relationship with such director has an interest in the matter under discussion, such interest shall be deemed to be that of the director.

Directors shall also exercise self-discipline and shall not provide mutual support in voting. Where a director participates in voting in violation of the recusal requirement, such vote shall be deemed invalid. A director who is not permitted to exercise voting rights pursuant to this subparagraph shall not be counted in the number of voting rights of directors present.

Matters requiring recusal by directors include, but are not limited to, the lifting of non-compete restrictions on directors, resolutions on directors' remuneration, and other matters in which directors have a personal interest.

4.3.6 For voting on Board proposals, the chairperson may designate personnel to count the votes, and all directors present shall act as vote monitors.

5. Agenda Items, Matters for Discussion, and Minutes

5.1 The agenda of the Company's regular Board meetings shall at least include the following items:

5.1.1 Reports:

- 1) The minutes of the previous meeting and the status of implementation.
- 2) Important financial and business reports.
- 3) Internal audit reports.
- 4) Other important reports.

5.1.2 Matters for Discussion:

- 1) Matters reserved from the previous meeting.
- 2) Matters scheduled for discussion at the current meeting.

5.1.3 Extempore motions.

5.2 The following matters shall be submitted to the Board of Directors for discussion:

5.2.1 The Company's operating plans.

5.2.2 Annual financial reports signed or sealed by the Chairman, managerial officers, and the chief accounting officer.

5.2.3 The adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and the assessment of the effectiveness of the internal control system.

5.2.4 The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for major financial and business actions such as acquisition or disposal of assets, engaging in derivatives transactions, loaning of funds to others, and making endorsements/guarantees.

5.2.5 The offering, issuance, or private placement of equity securities.

5.2.6 The election or dismissal of the Chairman.

5.2.7 The appointment or dismissal of the heads of finance, accounting, or internal audit.

- 5.2.8 Donations to related parties or material donations to non-related parties. However, in the case of charitable donations for emergency relief due to major natural disasters, such donations may be submitted to the next Board meeting for ratification. The term “related party” as used above refers to related parties as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers; the term “material donations to non-related parties” refers to any single donation amount, or the cumulative donations to the same recipient within one year, reaching NT\$100 million or more, or reaching 1% or more of the net operating revenue as stated in the most recent annual financial statements audited and certified by a certified public accountant, or 5% or more of paid-in capital. The term “within one year” as used above refers to the one-year period retroactively calculated from the date of the current Board meeting; any portion already approved by the Board of Directors shall not be counted again.
- 5.2.9 Matters required to be resolved by the Board of Directors pursuant to Article 14-3 of the Securities and Exchange Act, or other matters required by laws and regulations, the Articles of Incorporation, or as prescribed by the competent authority to be resolved by the shareholders’ meeting or the Board of Directors.
- 5.3 Matters to be recorded in the minutes of Board meetings and their preservation
- 5.3.1 The proceedings of Board meetings shall be recorded in minutes, which shall include at least the following particulars:
- 1) The session (or year) of the meeting, and the time and place.
 - 2) The name of the chairperson.
 - 3) The attendance status of directors, including the names and number of those present, on leave, and absent.
 - 4) The names and titles of attendees.
 - 5) The name of the minute taker.
 - 6) Matters reported.
 - 7) Matters for discussion: the method and results of resolution for each proposal, a summary of statements made by directors, supervisors, experts, and other persons, the names of directors having an interest as described in Subparagraph 4.3.5, an explanation of the material content of such interest, the reasons for recusal or non-recusal, the circumstances of recusal, and any dissenting or qualified opinions with records or written statements, and written opinions provided by independent directors pursuant to Subparagraph 4.3.4.
 - 8) Extempore motions: the name of the proposer, the method and results of resolution for each proposal, a summary of statements made by directors, supervisors, experts, and other persons, the names of directors having an interest as described in Subparagraph 4.3.5, an explanation of the material content of such interest, the reasons for recusal or non-recusal, the circumstances of recusal, and any dissenting or qualified opinions with records or written statements.
 - 9) Other matters to be recorded.

- 5.3.2 Where any of the following circumstances apply to resolutions of the Board of Directors, in addition to being recorded in the minutes, the Company shall, within two days from the date of the Board meeting, make an announcement and report on the information reporting website designated by the competent authority:
- 1) An independent director expresses a dissenting or qualified opinion that is recorded or provided in writing.
 - 2) A matter is approved by more than two-thirds of all directors without having been approved by the Audit Committee.
- 5.3.3 The attendance book for Board meetings shall form part of the minutes and shall be properly preserved for the duration of the Company's existence.
- 5.3.4 The minutes shall be signed or sealed by the chairperson and the minute taker, and shall be distributed to all directors and supervisors within twenty days after the meeting, and shall be included in the Company's important records and properly preserved for the duration of the Company's existence. The preparation and distribution of the minutes may be conducted in electronic form.
- 5.3.5 The Company shall make audio or video recordings of the entire proceedings of Board meetings and retain such recordings for at least five years, which may be stored in electronic form. Where any litigation arises in relation to resolutions of the Board of Directors before the expiration of the retention period, the relevant audio or video recordings shall be retained until the conclusion of such litigation.
- 5.3.6 Where a Board meeting is conducted via video conference, the audio-visual recordings of the meeting shall form part of the minutes and shall be properly preserved for the duration of the Company's existence.

6. Implementation and Amendments

- 6.1 Any matters not provided for in these Rules shall be governed by the Company Act, the Company's Articles of Incorporation, and other applicable laws and regulations.
- 6.2 These Rules shall be implemented upon approval by the Board of Directors and submission to the shareholders' meeting for reporting. Any future amendments may be authorized to be resolved by the Board of Directors.