

Stock Code: 2483



EXCEL CELL ELECTRONIC CO., LTD.

The 2025 General Shareholder's Meeting

Meeting Handbook

Mode of Convening: Physical Shareholders' Meeting

Time and Date: 9:00 a.m. in May 29, 2025 (Thursday)

Venue: No. 20, Gongyequ 25th Rd., Nantun District, Taichung City

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EXCEL CELL ELECTRONIC CO., LTD.

Meeting Procedure for the 2025 Annual General Shareholders Meeting

- I. Call the Meeting to Order
- II. Chair's Remarks
- III. Reports
- IV. Matters of Ratification
- V. Matters for Discussion
- VI. Election Matters
- VII. Other Matters
- VIII. Extemporaneous Motions
- IX. Adjournment

EXCEL CELL ELECTRONIC CO., LTD.

The 2025 General Shareholder's Meeting Agenda

Time and Date: 9:00 a.m. on May 29, 2025 (Thursday)

Venue: Excel Cell Electronic Co., Ltd. at No. 20, Gongyequ 25th Rd., Nantun District, Taichung City

I. Call the Meeting to Order

II. Chair's Remarks

III. Reports:

- (1) 2024 Employees' and Directors' Remuneration Distribution Statement.
- (2) 2024 Business Report.
- (3) Audit Committee's Review Report.
- (4) Distribution of cash dividends from the 2024 earnings.
- (5) Report on Directors' Remuneration.

IV. Matters of Ratification:

- (1) Ratification of the 2024 Business Report, Financial Statements, and Consolidated Financial Statements.
- (2) Ratification of the 2024 Statement of Earnings Distribution.

V. Matters for Discussion:

- (1) Amendment to the Articles of Incorporation
- (2) Amendment to the Procedures for Acquisition or Disposal of Assets

VI. Election Matters

- (1) Re-election of All Directors, Including Independent Directors

VII. Other Matters

- (1) Release of the Newly Appointed Directors from the Non-Compete Obligation

VIII. Extemporaneous Motions:

IX. Adjournment

Reports:

Motion 1: 2024 Employees' and Directors' Remuneration Distribution Statement.

- Details: 1. As per the Company's Articles of Incorporation, no lower than 1% of the profit made for a fiscal year (the profit refers to the profit before tax and before employee remuneration and directors' remuneration is deducted) shall be allocated as employee remuneration and no higher than 2% for directors' remuneration. However, profits must first be reserved to offset against a cumulative deficit (including adjusted undistributed earnings), if applicable.
2. The Company's 2024 pre-tax profit before employee remuneration and directors' remuneration are deducted amounted to NT\$ 50,701,908; 4% of the balance was allocated for employee remuneration of NT\$ 2,028,076; 2% for directors' remuneration, amounting to NT\$ 1,014,038.

Motion 2: 2024 Business Report.

Details: Please refer to pages 8-10 of this handbook (Attachment 1).

Motion 3: Audit Committee's Review Report.

Details: Please refer to page 11 of this handbook (Attachment 2).

Motion 4: Distribution of cash dividends from the 2024 earnings.

Details: It was proposed to distribute NT\$0.3 per share for the 2024 earnings distribution in the total amount of NT\$32,728,143. After being approved by the board of directors on February 26, 2025, the ex-dividend record date was April 4, 2025, and the dividends were paid out on May 2, 2025.

Motion 5: Report on Directors' Remuneration.

- Details: 1. As per Article 29 of the Articles of Incorporation, the Company shall allocate 2% of the profit for directors' remuneration, and both directors and independent directors are entitled to receive directors' remuneration. The Company regularly evaluates the remuneration to directors in accordance with the Rules for Performance Evaluation of Board of Directors. The performance evaluation and the reasonableness of the remuneration to be paid are reviewed by the Remuneration Committee and the Board of Directors.
2. As per Article 29 of the Articles of Incorporation, in 2024, the Company made a profit for the fiscal year and allocated not higher than 2% of the balance for directors' remuneration, amounting to NT\$ 1,014 thousand, and honoraria for attendance at board meetings, amounting NT\$ 189 thousand, totaling NT\$ 1,203 thousand, as resolved by the Board of Directors.
3. Details of remuneration received by directors are as follows:

NT\$ thousand Dec.31,2024

Title	Name	Remuneration to directors								Sum (A+B+C+D)	
		Base compensation (A)		Severance pays (B)		Directors' remuneration (C)		Business execution expenses (D)			
		The Company	Companies in the Consolidated Financial Statements	The Company	Companies in the Consolidated Financial Statements	The Company	Companies in the Consolidated Financial Statements	The Company	Companies in the Consolidated Financial Statements	The Company	Companies in the Consolidated Financial Statements
Chairman	Liao Pen-Lin	0	0	0	0	112	112	21	21	133	133
Director	Hsiao Teng-Tang	0	0	0	0	112	112	21	21	133	133
Director	Liao Pen-Tien	0	0	0	0	112	112	21	21	133	133
Director	Hsu Min-Cheng	0	0	0	0	113	113	21	21	134	134
Director	Liao Yueh-Shiang	0	0	0	0	113	113	21	21	134	134
Independent director	Hsu Ching-Tao	0	0	0	0	113	113	21	21	134	134
Independent director	Chen Hsiang-Ning	0	0	0	0	113	113	21	21	134	134
Independent director	Terry Chiang	0	0	0	0	113	113	21	21	134	134
Independent director	Chiu, Chuan-Tzu	0	0	0	0	113	113	21	21	134	134
Total		0	0	0	0	1,014	1,014	189	189	1,203	1,203

Matters of Ratification:

Motion 1: Ratification of the 2024 Business Report, Financial Statements, and Consolidated Financial Statements. (Proposed by the Board of Directors)

Details: 1. The following documents were prepared in accordance with Article 228 of the Company Act:

- (1) Please refer to pages 8-10 of this handbook (Attachment 1) for the 2024 Business Report.
 - (2) Please refer to pages 12-32 of this handbook (Attachment 3) for the 2024 Parent Company-only Financial Statements and Consolidated Financial Statements.
2. Submitted for ratification.

Motion 2: Ratification of the 2024 Statement of Earnings Distribution. (Proposed by the Board of Directors)

Details: 1. The earnings distribution table for 2024 is provided on page 33 of this handbook (Attachment 4).

2. Submitted for ratification.

Matters for Discussion

Motion 1: Amendment to the Articles of Incorporation (Proposed by the Board of Directors)

Details: Comparison table before and after please refer to page 34 of this handbook (Attachment). Submitted for resolution.

Motion 2: Amendment to the Procedures for Acquisition or Disposal of Assets (Proposed by the Board of Directors)

Details: Comparison table before and after the revision of Procedures for Acquisition or Disposal of Assets, please refer to page 35-43 of this handbook (Attachment 6). Submitted for resolution.

Election Matters

Motion 1: Re-election of All Directors, Including Independent Directors (Proposed by the Board of Directors)

Details:

- (1) The term of office for the current directors and independent directors will expire on May 30, 2025. The full re-election of directors and independent directors will be conducted at this Annual General Meeting.
- (2) In accordance with the Company's Articles of Incorporation, a total of nine directors (including four independent directors) shall be elected at the 2025 Annual General Meeting. The new directors will assume office upon the conclusion of this meeting, with a term starting from May 29, 2025, and ending on May 28, 2028. The current directors shall be relieved of their duties upon the assumption of office by the newly elected directors (including independent directors).
- (3) Pursuant to the Company's Articles of Incorporation, the election of directors (including independent directors) shall adopt the candidate nomination system. Shareholders shall elect directors from the list of nominated candidates.
- (4) The list of nominated candidates for directors and independent directors has been reviewed and approved at the Board Meeting held on February 26, 2025. Please refer to pages 6-7 of this handbook. Submitted for election.

EXCEL CELL ELECTRONIC CO., LTD.
List of Independent Director Candidates
(Proposed by the Board of Directors)

Name	ID Number	Number of Shares Held	Educational Background	Professional Experience	Has Served Three Consecutive Terms as Independent Director / Reason for Continuation
JIANG,HONG-YOU	B1XXXXXX787	0	Master of Science in Electrical Engineering, University of Southern California (USC)	General Manager, SAG_Securitag Assembly Group Bore Director, SAG_Securitag Assembly Group Bore Director,Siward Technology Co.,Ltd.	Mr. Jiang Hong-You, due to his practical management experience and expertise, can provide valuable advice to the company. Although he has served three consecutive terms as an independent director of the company, his professional skills remain indispensable. In addition to fulfilling his duties as an independent director, he continues to contribute his expertise and offers professional opinions for the supervision of the board of directors. Therefore, it is proposed to re-nominate him for the position of independent director of the company in this election.
CIOU, CHUAN-ZIH	Q2XXXXXX971	0	Doctor of Business Administration, Princeton University, USA	Vice President, China Development Financial, KGI Securities Co., Ltd.	No
LIOU, JIN-JIN	F1XXXXXX422	0	Master of Business Administration, Tatung University	Independent Director, P-DUKE TECHNOLOGY CO., LTD. General Manager, TA Beijing Limited. General Manager, Fly Win Co., Ltd.	No
JHANG, BAO-CHAI	G2XXXXXX060	0	Advanced Executive Program in Innovative Management for Chinese CEOs (President) at Antai College of Economics and Management, Shanghai Jiao Tong University	Chairman, PREMIER INTERNATIONAL DEVELOPMENT INCORPORATION Independent Director, PLANET Technology Corporation Independent Director, Brinno Inc.	No

EXCEL CELL ELECTRONIC CO., LTD.
List of Independent Director Candidates
(Proposed by the Board of Directors)

Name	Household Number	Number of Shares Held	Educational Background	Professional Experience	Number of Shares Held
LIAO, BEN-LIN	2	B1XXXXXX357	6,339,548	Master's Degree, Tulane University, USA	Director, Siward Technology Co., Ltd Director, P-DUKE TECHNOLOGY CO., LTD. Director, SAG_Securitag Assembly Group Director, Fuzetec Technology Co., Ltd. Chairman, PACER TECHNOLOGY CO., LTD
SIAO, DENG-TANG	3	L1XXXXXX706	6,745,729	Master's Degree, Tunghai University	Supervisor, PACER TECHNOLOGY CO., LTD
LIAO, YUE-SIANG	9	B2XXXXXX784	1,185,389	Ling Tung University	Chairman, POLYMATE TECHNOLOGY CO., LTD. Director, P-DUKE TECHNOLOGY CO., LTD.
LIAO, BEN-TIAN	10	B1XXXXXX611	1,594,935	China University of Science and Technology	Chairman, ASEP TEC CO., LTD.
HU, MIN-CHENG	24669	D1XXXXXX836	30,000	Master's Degree, Tulane University, USA	Chairman, EXCEL CELL ELECTRONIC (ANHUI) CO., LTD.

Other Matters:

Motion 1: Release of the Newly Appointed Directors from the Non-Compete Obligation

Details :

- (1) According to Article 209 of the Company Act, "A director who engages in an act within the business scope of the company for himself or for others must explain the important details of such an act to the shareholders' meeting and obtain their consent."
- (2) For the newly elected directors, it is proposed to seek shareholder approval at the shareholders' meeting to lift the non-compete restrictions under Article 209 of the Company Law.
- (3) The list of newly appointed directors for whom the non-compete restriction is proposed to be lifted is provided in **Attachment 7**, page 44.
- (4) Submitted resolution. For resolution

Extemporary Motions

Adjournment

Excel Cell Electronic Co., Ltd. The 2024 Business Report

Operating performance

I. Business Plan Implementation Results:

In 2024, the global macroeconomic landscape was influenced by various factors, including persistent inflationary pressure, political and policy issues in the United States, geopolitical conflicts, and a sluggish Chinese economy. Although the rise of AI applications has continued to drive growth in related industries, numerous uncertainties remained in the global economic environment throughout the year. As a result, end-market demand in the industrial and automotive sectors remained relatively weak, leading to a polarized performance in global manufacturing: while demand for advanced semiconductor processes and servers remained strong, the recovery in production and sales in traditional manufacturing sectors was limited. In 2024, the Company's consolidated operating revenue amounted to NT\$1,806,366 thousand, representing an increase of NT\$9,914 thousand compared to 2023. The consolidated gross profit margin was 13%, a decrease of 1 percentage point from the same period last year. Consolidated gross profit declined by NT\$18,739 thousand, while consolidated operating expenses increased by NT\$13,872 thousand. The consolidated operating loss for 2024 was NT\$64,132 thousand, which was an improvement of NT\$32,611 thousand compared to 2023.

Non-operating income totaled NT\$90,930 thousand, mainly including: foreign exchange gains of NT\$33,207 thousand; share of profit from associates accounted for using the equity method of NT\$32,334 thousand; dividend income of NT\$12,128 thousand; interest income of NT\$11,740 thousand; and other income of NT\$16,383 thousand. Finance costs amounted to NT\$18,507 thousand. Net income after tax for 2024 was NT\$39,591 thousand, of which NT\$37,910 thousand was attributable to owners of the Company. Earnings per share (EPS) were NT\$0.35.

II. Revenue and Expenditure and Profitability Analysis

(I) Financial Position:

Unit: NT\$ thousand		
Account title	2024	2023
Operating revenue	1,806,366	1,796,452
Operation gross profit	230,968	249,707
Operating expenses	295,100	281,228
Operating income (loss)	(64,132)	(31,521)
Net income for this period	39,591	37,036
Net income attributable to		
Owners of the Company	37,910	35,280
Non-controlling interests	1,681	1,756

(II) Profitability analysis:

Item		2024	2023
Gross profit margin (%)		13	14
Return on assets (%)		1.30	1.23
Return on shareholders' equity (%)		1.56	1.44
As a percentage of paid-in capital (%)	Operating income	(5.88)	(2.89)
	Income before tax	2.46	2.33

Net profit margin (%)	2.19	2.06
Earnings per share (NTD)	0.35	0.32

III. R&D status: The main R&D status in 2021 is specified below:

(I) Lead Frame for Semiconductor Industry

- (1) In response to the high-power demand of EV (electric vehicle) charging station power modules, the Company collaborated with a new customer to develop and sample a new lead frame product, thereby expanding its presence in the new energy application market.
- (2) For automotive-grade TVS components requiring new chips, the Company developed dedicated lead frames that have passed customer validation and have been successfully introduced into mass production.
- (3) The Company developed a reel clip suitable for Power ICs, successfully replacing traditional wire bonding processes. This advancement enhances electrical conductivity, assembly stability, and production efficiency of customer products, while also optimizing processes and reducing costs.
- (4) To meet the high-power requirements of EV and smart in-vehicle applications, the Company developed new lead frame design solutions, strengthening its market presence in the high-power electronics sector.

(II) Electronic Components and Stepper Motors

- (1) Developed and promoted terminal blocks (screwless type), push switches, rotary encoder switches, and micro switches targeting future applications in smart industries, automotive, lighting, industrial electronics, and electric power tools.
- (2) Initiated development of high-current, multi-pitch series screwless terminal blocks for specifications required in industrial electromechanical equipment.
- (3) Developed a compact, high-vibration-resistant trigger switch for power tools, featuring integrated Hall-effect sensor technology.
- (4) Developed a series of miniature switch plates for industrial control switches.
- (5) Developed a series of miniature quick-release safety lock-type switch bases for industrial control applications.
- (6) In-house relay testing equipment has been deployed for use; AC relay testing capabilities have been added, achieving the goal of self-developed testing systems.
- (7) Completed development of a 1700V silicon carbide (SiC) opto-isolated relay.
- (8) Successfully sampled and introduced into mass production clock module motors and mechanisms.
- (9) Sampled automotive actuator motors and mechanisms for cooling systems, currently under customer validation.
- (10) Conducted research and validation on valve body structure design and heterogeneous material bonding for expansion valves.
- (11) Completed design and cost evaluation of brushless DC motors for exhaust fans, currently under customer evaluation.
- (12) Completed design of planetary gearboxes.

Future Outlook

Business development plans

(I) Lead Frame for Semiconductor Industry:

- (1) Continue to develop new customers in the European, American, and Southeast Asian markets.
- (2) Expand the business of lead frame for automotive market.
- (3) Develop high-end application products and markets such as smart/green energy products.

(II) Electronic Components and Stepper Motors

- (1) In response to changes in the global landscape, the Company actively expands into emerging markets in ASEAN countries through participation in international trade shows and promotional activities. Efforts are also focused on strengthening online marketing to

grow e-commerce presence, leveraging platforms such as DigiKey to enhance brand visibility. Furthermore, the Company continues to establish partnerships with local e-commerce distributors across various countries to promote its full product range and expand its sales network. The Company is also deepening its presence in high-potential markets such as Eastern Europe, Japan, and South Korea by focusing on the development and collaboration with direct customers to increase market penetration.

- (2) Emphasis is placed on the development of emerging industries such as power supplies for AI servers, renewable energy, and EV charging stations, while continuing to cultivate core markets including industrial automation equipment, security surveillance systems, HVAC and refrigeration, and smart home appliances.
- (3) The Company continues to promote differentiated product technologies such as explosion-proof and THR solutions, while enhancing product specifications including high current load, high-voltage DC, and high insulation resistance.
- (4) Lean manufacturing and SPC (Statistical Process Control) quality management systems are continuously implemented to improve production efficiency and product quality, reduce costs, and maintain global competitiveness. These efforts aim to help customers sustain their leading positions by providing comprehensive and integrated solutions, thereby becoming a long-term strategic partner to customers.
- (5) Expansion of motor product lines includes linear motors, robotic arm motors, screw motors, HB-type stepper motors, and brushless DC motors.
- (6) Motor manufacturing technologies are further applied to expand product applications such as automotive expansion valve coils, solenoid valves, air vent actuators, and linear stepper motor actuators for valves.
- (7) New market development for various motor products includes business expansion in regions such as Europe, the United States, Russia, and Japan.
- (8) Development of expansion valve body products is aimed at expanding into related industries including automotive and HVAC systems.

Looking ahead, with the ongoing development and impact of AI continuing to unfold, the demand for related industries and applications is expected to expand further. Emerging growth opportunities in AI-powered computers, smartphones, and servers will stimulate increased production capacity demand from semiconductor-related manufacturers, which in turn will drive the demand for lead frames upward. As geopolitical tensions show signs of easing and multiple countries around the world begin interest rate cut cycles, some global economic uncertainties are anticipated to gradually subside. This is expected to support steady growth in global trade volumes. Consequently, demand across various industries—such as consumer electronics, 5G, automotive, environmental green energy, and industrial applications—is likely to experience a gradual recovery. Therefore, the manufacturing sector is expected to continue its steady improvement in 2025.

The Company will continue to establish automated production processes, collect automated equipment data in real time, and improve the product production yield. We will adopt lean manufacturing, an SPC(Statistical process control) quality management, strategic marketing, and other innovative activities, to accelerate our R&D of products for environmental protection and green energy, electric vehicles, and smart home control applications, continue to maintain our global competitiveness, and assist clients in achieving and maintaining their leading positions, while providing them with a variety of total solutions as their long-term strategic partner.

Chairman: Liao Pen-Lin

Manager: Liao Pen-Lin

Chief of Accounting Officer: Chiang, Yu-Chang

Audit Committee's Review Report

The board of directors prepared the Company's 2024 Business Report, Financial Statements, and Statement of Earnings Distribution, among which the Financial Statements have been audited by Deloitte & Touche, by whom an audit report has been issued. Business Report, Financial Statements, and proposal for allocation of earnings have been reviewed and determined to be correct and accurate by the Audit Committee members of the Company. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Excel Cell Electronic Co., Ltd.

Convener of the Audit Committee:

Hsu Ching-Tao

February, 26, 2025

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Excel Cell Electronic Company Limited

Opinion

We have audited the accompanying Parent company only financial statements of Excel Cell Electronic Company Limited (the "Company"), which comprise the Parent company only balance sheets as of December 31, 2024 and 2023, and the Parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the Parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and reports of other auditors (please refer to Other Matter section), the accompanying Parent company only financial statement present fairly, in all material respects, the Parent company only financial position of the Company as of December 31, 2024 and 2023, and its Parent company only financial performance and its Parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis For Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Parent company only financial statements for the year ended December 31, 2024. 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.

The key audit matter identified in the Company's Parent company only financial statements for the year ended December 31, 2024 is discussed as follows:

Recognition of sales revenue

The Company's main sales items are electronic components such as programmable switches, relays and lead frames. Certain products which significant growth in customers significantly impact the overall operating revenue and profitability and are therefore identified as a key audit matter. Refer to Notes 4 to the Parent company only financial statements for accounting policies of revenue recognition.

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

1. We understood and tested the design and implementation of internal control over revenue recognition and verified, on a sampling basis, the appropriateness of the approved original orders.
2. We verified the authenticity of the revenue recognition by sampling the sales details of the major sales items to the original orders, sales slips and receipts.

Other Matter

We did not audit the financial statements of Fuzetec Technology Co., Ltd. accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these investments, is based solely on the reports of the other auditors. The balance of these investments accounted for under the equity method amounted to NT\$259,263 thousand and NT\$241,926 thousand, constituting 7% and 6% of the Parent company only total assets as at December 31, 2024 and 2023, respectively, and the comprehensive loss recognized from investments accounted for under the equity method amounted to NT\$30,903 thousand and NT\$15,949 thousand, constituting 63% and 66% of the Parent company only total comprehensive income for the years then ended, respectively. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the financial statements relative to these investees, is based solely on the reports of the other auditors.

Responsibilities of Management and Those Charged with Governance for the Parent company only Financial Statements

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

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

Those charged with governance, including members of the Audit Committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent company only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the Parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the Parent company only financial statements, including the disclosures, and whether the Parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and 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 the Parent company only financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ding-jian, Su and Hsin-wai, Tai.

Independent Accountants

Su, Ting-Chien

Jiang , Shu-Jing

Deloitte & Touche
Taipei, Taiwan
Republic of China
February 26, 2025

EXCEL CELL ELECTRONIC COMPANY LIMITED
PARENT COMPANY ONLY BALANCE SHEETS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

CODE	ASSETS	December 31, 2024		December 31, 2023	
		AMOUNT	%	AMOUNT	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 135,817	3	\$ 309,803	8
1110	Financial assets at fair value through profit or loss – Current (Note 4 and 7)	20,819	-	50,877	1
1120	Financial assets at fair value through other comprehensive income – Current (Note 4 and 11)	67,448	2	71,060	2
1150	Notes receivable from unrelated parties (Note 4 and 8)	10,736	-	7,774	-
1170	Accounts receivable from unrelated parties (Note 4 and 8)	205,143	5	186,852	5
1180	Accounts receivable from related parties (Note 4, 8 and 21)	28,922	1	18,102	-
1200	Other receivables net (Note 17 and 21)	38,174	1	4,624	-
1310	Inventories (Notes 4 and 9)	264,359	7	260,274	6
1470	Other current assets	21,609	1	7,559	-
11XX	Total current assets	<u>793,027</u>	<u>20</u>	<u>916,925</u>	<u>22</u>
	NONCURRENT ASSETS				
1517	Financial assets at fair value through other comprehensive income – Noncurrent (Note 4 and 10)	93,581	2	121,125	3
1550	Investments accounted for using equity method (Note 4 and 11)	1,103,011	29	1,294,903	32
1600	Property, plant and equipment (Notes 4, 12, 21, 22 and 23)	1,752,415	45	1,602,505	39
1780	Intangible assets (Notes 4)	50,374	1	37,855	1
1840	Deferred income tax assets (Notes 4 and 17)	32,958	1	39,426	1
1915	Prepayment for equipment	31,066	1	69,646	2
1975	Net defined benefit asset – Noncurrent (Note 4 and 14)	18,278	1	9,699	-
1990	Other noncurrent assets	4,326	-	2,074	-
15XX	Total noncurrent assets	<u>3,086,009</u>	<u>80</u>	<u>3,177,233</u>	<u>78</u>
1XXX	TOTAL	<u>\$ 3,879,036</u>	<u>100</u>	<u>\$ 4,094,158</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	CURRENT LIABILITIES				
2100	Short-term loans (Note 13 and 22)	\$ 299,000	8	\$ 570,000	14
2170	Notes and accounts payables to unrelated parties	160,938	4	160,650	4
2180	Notes and accounts payables to related parties (Note 21)	29,551	1	25,586	-
2200	Other payables	77,331	2	75,706	2
2230	Current tax liabilities (Notes 4 and 17)	-	-	5,797	-
2313	Deferred income (Note 4 and 13)	2,964	-	2,689	-
2320	Long-term loans - current portion (Note 13)	148,664	4	138,580	3
2399	Other current liabilities	15,250	-	28,980	1
21XX	Total current liabilities	<u>\$ 733,698</u>	<u>19</u>	<u>1,007,988</u>	<u>24</u>
	NONCURRENT LIABILITIES				
2540	Long-term loans (Note 13 and 22)	591,950	16	549,510	14
2570	Deferred income tax liabilities (Notes 4 and 17)	6,651	-	5,883	-
2630	Long-term deferred income (Note 4 and 13)	9,110	-	9,615	-
25XX	Total noncurrent liabilities	<u>607,711</u>	<u>16</u>	<u>565,008</u>	<u>14</u>
2XXX	Total liabilities	<u>1,341,409</u>	<u>35</u>	<u>1,572,996</u>	<u>38</u>
	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT				
3110	Capital stock	1,090,938	28	1,090,938	27
3200	Capital surplus	227,137	6	227,137	6
	Retained earnings				
3310	Legal reserve	333,575	8	329,350	8
3320	Special reserve	16,972	-	16,972	1
3350	Unappropriated earnings	762,024	20	753,337	18
3400	Other equity	106,981	3	103,428	2
3XXX	Total equity	<u>2,537,627</u>	<u>65</u>	<u>2,521,162</u>	<u>62</u>
	TOTAL	<u>\$ 3,879,036</u>	<u>100</u>	<u>\$ 4,094,158</u>	<u>100</u>

The accompanying notes are an integral part of the Parent company only financial statements.
(With Deloitte & Touche auditors' report dated February 26, 2025)

EXCEL CELL ELECTRONIC COMPANY LIMITED
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

Code		2024		2023	
		Amount	%	Amount	%
4000	OPERATING REVENUE, NET (Note 4 and 21)	\$ 1,172,117	100	\$ 1,175,640	100
5000	OPERATING COSTS (Notes 10, 16 and 21)	<u>1,025,495</u>	<u>88</u>	<u>1,005,357</u>	<u>86</u>
5900	GROSS PROFIT	<u>146,622</u>	<u>12</u>	<u>170,283</u>	<u>14</u>
	OPERATING EXPENSES (Notes 16)				
6100	Selling and marketing expenses	46,453	4	38,352	3
6200	General and administrative expenses	87,664	7	85,544	7
6300	Research and development expenses	<u>79,567</u>	<u>7</u>	<u>81,026</u>	<u>7</u>
6000	Total operating expenses	<u>213,684</u>	<u>18</u>	<u>204,922</u>	<u>17</u>
6900	LOSS FROM OPERATIONS	(<u>67,062</u>)	(<u>6</u>)	(<u>34,639</u>)	(<u>3</u>)
	NON-OPERATING INCOME AND EXPENSES				
7050	Finance costs (Note 16)	(17,931)	(2)	(20,266)	(2)
7070	Share of profit of associates accounted for using the equity method (Note 4 and 11)	74,961	6	23,308	2
7100	Interest income	6,984	1	11,546	1
7190	Other income (Note 16 and 21)	20,269	2	18,728	2
7020	Other gains and losses (Note 16)	<u>30,438</u>	<u>3</u>	<u>12,260</u>	<u>1</u>
7000	Total non-operating income and expenses	<u>114,721</u>	<u>10</u>	<u>45,576</u>	<u>4</u>
7900	INCOME BEFORE INCOME TAX	47,659	4	10,937	1
7950	INCOME TAX EXPENSE (PROFIT) (Notes 4 and 17)	<u>9,749</u>	<u>1</u>	(<u>24,343</u>)	(<u>2</u>)
8200	NET PROFIT FOR THE YEAR	<u>37,910</u>	<u>3</u>	<u>35,280</u>	<u>3</u>

(Continued)

(Continued)

Code		2024		2023	
		Amount	%	Amount	%
	OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans (Note 14)	\$ 9,728	1	\$ 5,367	-
8316	Unrealized gain/(loss) on investments in equity instruments at fair value through other comprehensive income	(30,567)	(3)	(3,305)	-
8330	Share of the other comprehensive income of associates accounted for using the equity method (Note 11)	(3,690)	-	6,247	1
8349	Income tax related to items that will not be reclassified subsequently (Note 17)	(1,946)	-	(1,073)	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of the financial statements of foreign operations	36,871	3	(18,303)	(2)
8370	Share of the other comprehensive income of associates accounted for using the equity method	827	-	-	-
8300	Other comprehensive gain (loss) for the year, net of income tax	11,223	1	(11,067)	(1)
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 49,133</u>	<u>4</u>	<u>\$ 24,213</u>	<u>2</u>
	EARNINGS PER SHARE (NT\$, Note 18)				
9750	Basic	<u>\$ 0.35</u>		<u>\$ 0.32</u>	
9850	Diluted	<u>\$ 0.35</u>		<u>\$ 0.32</u>	

The accompanying notes are an integral part of the parent company only financial statements.
(With Deloitte & Touche auditors' report dated February 26, 2025)

EXCEL CELL ELECTRONIC COMPANY LIMITED
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

								(In Thousands of New Taiwan Dollars, Except Earnings Per Share)	
		Share Capital (Note 15)	Capital Surplus (Note 15)	Retained Earnings (Note 15)			Other Equity (Note 4)		Total Equity
Code				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain/(Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
A1	BALANCE AT JANUARY 1, 2023	<u>\$ 1,090,938</u>	<u>\$ 270,775</u>	<u>\$ 312,197</u>	<u>\$ 16,972</u>	<u>\$ 793,700</u>	<u>(\$ 23,710)</u>	<u>\$ 145,171</u>	<u>\$ 2,606,043</u>
	Appropriation of 2022 earnings								
B1	Legal reserve	<u>-</u>	<u>-</u>	<u>17,153</u>	<u>-</u>	<u>(17,153)</u>	<u>-</u>	<u>-</u>	<u>-</u>
B5	Cash dividends	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(65,456)</u>	<u>-</u>	<u>-</u>	<u>(65,456)</u>
C15	Capital Surplus distribute to Cash dividends	<u>-</u>	<u>(43,638)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(43,638)</u>
C7	Changes in equity of associates and joint ventures accounted for using equity method	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,621</u>	<u>-</u>	<u>(2,621)</u>	<u>-</u>
D1	Net profit for the year ended December 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>35,280</u>	<u>-</u>	<u>-</u>	<u>35,280</u>
D3	Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,345</u>	<u>(18,303)</u>	<u>2,891</u>	<u>(11,067)</u>
D5	Total comprehensive income (loss) for the year ended December 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>39,625</u>	<u>(18,303)</u>	<u>2,891</u>	<u>24,213</u>
Z1	BALANCE AT DECEMBER 31, 2023	<u>1,090,938</u>	<u>227,137</u>	<u>329,350</u>	<u>16,972</u>	<u>753,337</u>	<u>(42,013)</u>	<u>145,441</u>	<u>2,521,162</u>
	Appropriation of 2023 earnings								
B1	Legal reserve	<u>-</u>	<u>-</u>	<u>4,225</u>	<u>-</u>	<u>(4,225)</u>	<u>-</u>	<u>-</u>	<u>-</u>
B5	Cash dividends	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(32,728)</u>	<u>-</u>	<u>-</u>	<u>(32,728)</u>
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>60</u>	<u>-</u>	<u>-</u>	<u>60</u>
D1	Net profit for the year ended December 31, 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>37,910</u>	<u>-</u>	<u>-</u>	<u>37,910</u>
D3	Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>7,670</u>	<u>37,698</u>	<u>(34,145)</u>	<u>11,223</u>
D5	Total comprehensive income (loss) for the year ended December 31, 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>45,580</u>	<u>37,698</u>	<u>(34,145)</u>	<u>49,133</u>
Z1	BALANCE AT DECEMBER 31, 2024	<u>\$ 1,090,938</u>	<u>\$ 227,137</u>	<u>\$ 333,575</u>	<u>\$ 16,972</u>	<u>\$ 762,024</u>	<u>(\$ 4,315)</u>	<u>\$ 111,296</u>	<u>\$ 2,537,627</u>

The accompanying notes are an integral part of the Parent company only financial statements.
(With Deloitte & Touche auditors' report dated February 26, 2025)

EXCEL CELL ELECTRONIC COMPANY LIMITED
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

Code		2024	2023
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Income before income tax	\$ 47,659	\$ 10,937
	Adjustments for:		
A20100	Depreciation expense	103,764	96,851
A20200	Amortization expense	5,594	4,116
A20300	Expected credit losses recognized (reversal)	234	(3)
A20400	Net profit of financial instruments at fair value through profit or loss	(5,899)	(4,800)
A20900	Finance costs	17,931	20,266
A21200	Interest income	(6,984)	(11,546)
A21300	Dividend income	(9,083)	(9,018)
A22400	Share of profit of subsidiaries and associates accounted for under equity method	(74,961)	(23,308)
A22500	Loss (gain) on disposal of property, plant and equipment, net	2,091	(158)
A23100	Loss on disposal of investments	-	747
A23700	Allowance for inventory valuation and obsolescence loss	7,521	5,748
A24100	Net unrealized loss (gain) on foreign currency exchange	(2,456)	4,144
A29900	Deferred Income	(2,768)	(2,477)
	Changes in operating assets and liabilities		
A31130	Notes receivable	(2,962)	4,169
A31150	Accounts receivable	(26,797)	810
A31180	Other receivables	(31,733)	(4,147)
A31200	Inventories	11,232	81,336
A31240	Other current assets	(15,354)	6,182
A32150	Notes and accounts payable	4,220	12,841
A32180	Other payables	1,583	(23,083)
A32230	Other current liabilities	(13,730)	13,055
A32240	Net defined benefit plan	1,149	(1,608)
A33000	Cash generated from operations	10,251	181,054
A33100	Interest received	6,984	11,546
A33200	Dividends received	43,809	48,873
A33300	Interest paid	(17,931)	(20,266)
A33400	Dividends paid	(32,728)	(109,094)
A33500	Income tax paid	(12,072)	(10,372)
AAAA	Net cash generated (outflow) from operating activities	(1,687)	101,741

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(Continued)

Code		2024	2023
	CASH FLOWS FROM INVESTING ACTIVITIES		
B00020	Disposal of financial assets at fair value through other comprehensive	\$ 682	\$ 1,462
B00200	Disposal of financial assets at fair value through profit or loss	35,957	-
B01800	Purchase of investments accounted for using the equity method	(32,010)	(101,249)
B02300	Disposal of subsidiaries	-	128,595
B02400	Proceeds from capital reduction of investment	298,108	-
B02700	Payments for property, plant and equipment	(218,408)	(150,425)
B02800	Proceeds from disposal of property, plant and equipment	70	552
B03700	Decreased (Increased) in Refundable deposits	(944)	1,097
B04500	Payments for intangible assets	(5,679)	(3,322)
B07100	Increase in prepayments for equipment	(<u>34,135</u>)	(<u>20,868</u>)
BBBB	Net cash generated (outflow) from investing activities	<u>43,641</u>	(<u>144,158</u>)
	CASH FLOWS FROM FINANCING ACTIVITIES		
C00100	Increase (Decrease) in short-term loans	(271,000)	160,000
C00500	Increase in short-term bills payable	-	(380,000)
C01600	Proceeds from long-term loans	195,383	163,505
C01700	Repayment of long-term loans	(<u>140,323</u>)	(<u>122,018</u>)
CCCC	Net cash generated (outflow) from financing activities	(<u>215,940</u>)	(<u>178,513</u>)
EEEE	NET DECREASE IN CASH AND CASH EQUIVALENTS	(173,986)	(220,930)
E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>309,803</u>	<u>530,733</u>
E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 135,817</u>	<u>\$ 309,803</u>

The accompanying notes are an integral part of the parent company only financial statements.
(With Deloitte & Touche auditors' report dated February 26,2025)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Excel Cell Electronic Company Limited

Opinion

We have audited the accompanying consolidated financial statements of Excel Cell Electronic Company Limited and its subsidiaries (the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and reports of other auditors (please refer to Other Matter section), the accompanying consolidated financial statement present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis For Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. 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.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2024 is discussed as follows:

Recognition of sales revenue

The Group's main sales items are electronic components such as programmable switches, relays and lead frames. Certain products significantly impact the overall operating revenue and profitability and are therefore identified as a key audit matter.

Refer to Notes 4 to the consolidated financial statements for accounting policies of revenue recognition.

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

1. We understood and tested the design and implementation of internal control over revenue recognition and verified, on a sampling basis, the appropriateness of the approved original orders.
2. We verified the authenticity of the revenue recognition by sampling the sales details of the major sales items to the original orders, sales slips and receipts.

Other Matter

We did not audit the financial statements of Fuzetec Technology Co., Ltd. which a wholly-owned consolidated subsidiary and investees accounted for under the equity method. Total investments accounted for using equity method amounted to NT\$259,263 thousand and NT\$241,926 thousand, both constituting 6% of consolidated total assets as at December 31, 2024 and 2023, respectively. Comprehensive income accounted for using equity method of NT\$30,903 thousand and NT\$15,949 thousand, constituting 61% and 58% of consolidated total comprehensive income for the years ended December 31, 2024 and 2023, respectively. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the financial statements relative to the consolidated subsidiary and investees, is based solely on the reports of the other auditors.

We have audited and expressed an unqualified opinion on the parent company only financial statements of Excel Cell Electronic Company Limited as at and for the years ended December 31, 2024 and 2023.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in 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 maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ding-jian, Su and Hsin-wai, Tai.

Independent Accounts

Su, Ting-Chien

Jiang , Shu-Jing

Deloitte & Touche
Taipei, Taiwan
Republic of China
February 26, 2025

EXCEL CELL ELECTRONIC COMPANY LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

CODE	ASSETS	December 31, 2024		December 31, 2023	
		AMOUNT	%	AMOUNT	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 334,634	8	\$ 616,378	15
1110	Financial assets at fair value through profit or loss – Current (Note 4 and 7)	20,819	-	50,877	1
1120	Financial assets at fair value through other comprehensive income – Current (Note 4 and 10)	118,270	3	127,406	3
1150	Notes receivable from unrelated parties (Note 4 and 8)	64,265	2	38,437	1
1170	Accounts receivable from unrelated parties (Note 4 and 8)	358,584	9	295,603	7
1180	Accounts receivable from related parties (Note 4, 8 and 24)	2,232	-	1,368	-
1200	Other receivables (Note 4 and 20)	44,608	1	15,177	-
1310	Inventories (Notes 4 and 9)	379,890	9	371,180	9
1470	Other current assets	35,003	1	12,570	-
11XX	Total current assets	<u>1,358,305</u>	<u>33</u>	<u>1,528,996</u>	<u>36</u>
	NONCURRENT ASSETS				
1517	Financial assets at fair value through other comprehensive income – Noncurrent (Note 4 and 10)	93,611	2	121,308	3
1550	Investments accounted for using equity method (Note 4 and 12)	259,263	6	241,926	6
1600	Property, plant and equipment (Notes 4, 13, 24, 25 and 26)	2,270,607	55	2,139,798	51
1755	Right-of-use assets (Notes 4 and 14)	22,995	1	24,035	-
1780	Intangible assets (Notes 4)	50,373	1	37,854	1
1840	Deferred income tax assets (Notes 4 and 20)	33,451	1	40,139	1
1915	Prepayment for equipment	40,205	1	71,460	2
1975	Net defined benefit asset – Noncurrent (Note 4 and 17)	18,278	-	9,699	-
1990	Other noncurrent assets	3,177	-	2,226	-
15XX	Total noncurrent assets	<u>2,791,960</u>	<u>67</u>	<u>2,688,445</u>	<u>64</u>
1XXX	TOTAL	<u>\$ 4,150,265</u>	<u>100</u>	<u>\$ 4,217,441</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	CURRENT LIABILITIES				
2100	Short-term loans (Note 15)	\$ 299,000	7	\$ 570,000	14
2170	Notes and accounts payables to unrelated parties	224,111	5	199,045	5
2180	Notes and accounts payables to related parties (Note 24)	17,309	1	17,765	1
2219	Other payables (Notes 16)	79,899	2	94,443	2
2220	Payables to equipment suppliers	7,886	-	2,414	-
2230	Current tax liabilities (Notes 4 and 20)	375	-	15,380	-
2280	Lease liabilities – Current (Note 4 and 14)	1,317	-	1,387	-
2313	Deferred income (Note 4 and 15)	161,476	4	3,130	-
2320	Long-term loans - current portion (Note 15 and 25)	148,664	4	138,580	3
2399	Other current liabilities	44,703	1	35,639	1
21XX	Total current liabilities	<u>984,740</u>	<u>24</u>	<u>1,077,783</u>	<u>26</u>
	NONCURRENT LIABILITIES				
2540	Long-term loans (Note 15 and 25)	591,950	14	549,510	13
2570	Deferred income tax liabilities (Notes 4 and 20)	6,669	-	33,915	1
2580	Lease liabilities – Noncurrent (Note 4 and 14)	147	-	1,383	-
2630	Long-term deferred income (Note 4 and 15)	15,955	1	16,668	-
2640	Net defined benefit liabilities – Noncurrent (Note 4 and 17)	406	-	973	-
2645	Guarantee deposits	106	-	102	-
25XX	Total noncurrent liabilities	<u>615,233</u>	<u>15</u>	<u>602,551</u>	<u>14</u>
2XXX	Total liabilities	<u>1,599,973</u>	<u>39</u>	<u>1,680,334</u>	<u>40</u>
	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT				
3110	Capital stock	1,090,938	26	1,090,938	26
3200	Capital surplus	227,137	5	227,137	5
	Retained earnings				
3310	Legal reserve	333,575	8	329,350	8
3320	Special reserve	16,972	1	16,972	-
3350	Unappropriated earnings	762,024	18	753,337	18
3400	Other equity	106,981	3	103,428	3
31XX	Equity attributable to shareholders of the parent	<u>2,537,627</u>	<u>61</u>	<u>2,521,162</u>	<u>60</u>
36XX	NON - CONTROLLING INTERESTS	<u>12,665</u>	<u>-</u>	<u>15,945</u>	<u>-</u>
3XXX	Total equity	<u>2,550,292</u>	<u>61</u>	<u>2,537,107</u>	<u>60</u>
	TOTAL	<u>\$ 4,150,265</u>	<u>100</u>	<u>\$ 4,217,441</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated February 26, 2025)

EXCEL CELL ELECTRONIC COMPANY LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

		(In Thousands of New Taiwan Dollars, Except Earnings Per Share)			
Code		2024		2023	
		Amount	%	Amount	%
4000	OPERATING REVENUE, NET (Note 4 and 24)	\$ 1,806,366	100	\$ 1,796,452	100
5000	OPERATING COSTS (Notes 9, 19 and 24)	<u>1,575,398</u>	<u>87</u>	<u>1,546,745</u>	<u>86</u>
5900	GROSS PROFIT	<u>230,968</u>	<u>13</u>	<u>249,707</u>	<u>14</u>
	OPERATING EXPENSES (Notes 19)				
6100	Selling and marketing expenses	82,200	5	67,985	4
6200	General and administrative expenses	126,658	7	125,114	7
6300	Research and development expenses	<u>86,242</u>	<u>5</u>	<u>88,129</u>	<u>5</u>
6000	Total operating expenses	<u>295,100</u>	<u>17</u>	<u>281,228</u>	<u>16</u>
6900	LOSS FROM OPERATIONS	(<u>64,132</u>)	(<u>4</u>)	(<u>31,521</u>)	(<u>2</u>)
	NON-OPERATING INCOME AND EXPENSES				
7050	Finance costs (Note 19)	(18,507)	(1)	(21,083)	(1)
7100	Interest income	11,740	1	17,138	1
7010	Other income (Note 19 and 24)	28,512	1	29,402	1
7370	Share of profit of associates accounted for using the equity method (Note 4 and 12)	32,334	2	16,408	1
7020	Other gains and losses (Note 19)	<u>36,851</u>	<u>2</u>	<u>15,028</u>	<u>1</u>
7000	Total non-operating income and expenses	<u>90,930</u>	<u>5</u>	<u>56,893</u>	<u>3</u>
7900	INCOME BEFORE INCOME TAX	26,798	1	25,372	1

(Continued)

(Continued)

Code		2024		2023	
		Amount	%	Amount	%
7950	INCOME TAX PROFIT (Note 4 and 20)	(12,793)	(1)	(\$ 11,664)	(1)
8200	NET PROFIT FOR THE YEAR	<u>39,591</u>	<u>2</u>	<u>37,036</u>	<u>2</u>
	OTHER COMPREHENSIVE INCOME (LOSS)				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans (Note 4 and 17)	\$ 10,124	1	5,489	1
8316	Unrealized gain/(loss) on investments in equity instruments at fair value through other comprehensive income	(32,675)	(2)	4,442	-
8320	Share of the other comprehensive income of associates accounted for using the equity method (Note 4 and 12)	(2,258)	-	(26)	-
8349	Income tax related to items that will not be reclassified subsequently (Note 20)	(2,025)	-	(1,098)	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of the financial statements of foreign operations (Note 4)	36,871	2	(18,303)	(1)
8380	Share of the other comprehensive income of associates accounted for using the equity method	<u>827</u>	<u>-</u>	<u>-</u>	<u>-</u>
8300	Other comprehensive gain (loss) for the year, net of income tax	<u>10,864</u>	<u>1</u>	<u>(9,496)</u>	<u>-</u>
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 50,455</u>	<u>3</u>	<u>\$ 27,540</u>	<u>2</u>
	NET PROFIT ATTRIBUTABLE TO:				
8610	Shareholders of the Company	\$ 37,910	2	\$ 35,280	2
8620	Non-controlling interests	<u>1,681</u>	<u>-</u>	<u>1,756</u>	<u>-</u>
8600		<u>\$ 39,591</u>	<u>2</u>	<u>\$ 37,036</u>	<u>2</u>

(Continued)

(Continued)

Code		2024		2023	
		Amount	%	Amount	%
	TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
8710	Shareholders of the Company	\$ 49,133	3	\$ 24,213	2
8720	Non-controlling interests	<u>1,322</u>	<u>-</u>	<u>3,327</u>	<u>-</u>
8700		<u>\$ 50,455</u>	<u>3</u>	<u>\$ 27,540</u>	<u>2</u>
	EARNINGS PER SHARE (Note 21)				
9750	Basic	<u>\$ 0.35</u>		<u>\$ 0.32</u>	
9850	Diluted	<u>\$ 0.35</u>		<u>\$ 0.32</u>	

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated February 26, 2025)

EXCEL CELL ELECTRONIC COMPANY LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

		Equity Attributable to Shareholders of the Parent										
							Other Equity					
Code		Share Capital (Note 18)	Capital Surplus (Note 18)	Retained Earnings (Note 18)			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain/(Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total	Non-Controlling Interests	Total Equity	
				Legal Reserve	Special Reserve	Unappropriated Earnings						
A1	BALANCE AT JANUARY 1, 2023	\$ 1,090,938	\$ 270,775	\$ 312,197	\$ 16,972	\$ 793,700	(\$ 23,710)	\$ 145,171	\$ 2,606,043	\$ 14,444	\$ 2,620,487	
	Appropriation of 2022 earnings											
B1	Legal reserve	-	-	17,153	-	(17,153)	-	-	-	-	-	
B5	Cash dividends	-	-	-	-	(65,456)	-	-	(65,456)	-	(65,456)	
C15	Capital Surplus distribute to Cash dividends	-	(43,638)	-	-	-	-	-	(43,638)	-	(43,638)	
D1	Net profit for the year ended December 31, 2023	-	-	-	-	35,280	-	-	35,280	1,756	37,036	
D3	Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	4,345	(18,303)	2,891	(11,067)	1,571	(9,496)	
D5	Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	39,625	(18,303)	2,891	24,213	3,327	27,540	
O1	Cash dividends distributed by the subsidiaries	-	-	-	-	-	-	-	-	(1,826)	(1,826)	
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	2,621	-	(2,621)	-	-	-	
Z1	BALANCE AT DECEMBER 31, 2023	1,090,938	227,137	329,350	16,972	753,337	(42,013)	145,441	2,521,162	15,945	2,537,107	
	Appropriation of 2023 earnings											
B1	Legal reserve	-	-	4,225	-	(4,225)	-	-	-	-	-	
B5	Cash dividends	-	-	-	-	(32,728)	-	-	(32,728)	-	(32,728)	
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	60	-	-	60	(9)	51	
M1	Cash dividends distributed by the subsidiaries	-	-	-	-	-	-	-	-	(2,191)	(2,191)	
O1	Cash capital reduction of subsidiaries	-	-	-	-	-	-	-	-	(2,402)	(2,402)	
D1	Net profit for the year ended December 31, 2024	-	-	-	-	37,910	-	-	37,910	1,681	39,591	
D3	Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	7,670	37,698	(34,145)	11,223	(359)	10,864	
D5	Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	45,580	37,698	(34,145)	49,133	1,322	50,455	
Z1	BALANCE AT DECEMBER 31, 2024	\$ 1,090,938	\$ 227,137	\$ 333,575	\$ 16,972	\$ 762,024	(\$ 4,315)	\$ 111,296	\$ 2,537,627	\$ 12,665	\$ 2,550,292	

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(With Deloitte & Touche auditors' report dated February 26, 2025)

EXCEL CELL ELECTRONIC COMPANY LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

Code		2024	2023
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Income before income tax	\$ 26,798	\$ 25,372
A20010	Adjustments for:		
A20100	Depreciation expense	167,914	159,221
A20200	Amortization expense	6,918	5,248
A20300	Expected credit losses recognized (reversal)	282	(57)
A20400	Net profit of financial instruments at fair value through profit or loss	(5,899)	(4,800)
A20900	Finance costs	18,507	21,083
A21200	Interest income	(11,740)	(17,138)
A21300	Dividend income	(12,128)	(11,682)
A22300	Share of profit of associates accounted for under equity method	(32,334)	(16,408)
A22500	Loss (Gain) on disposal of property, plant and equipment, net	2,156	(542)
A23700	Allowance for inventory valuation and obsolescence loss	22,638	11,436
A24100	Net unrealized loss (gain) on foreign currency exchange	(2,978)	4,922
A29900	Deferred Income	(2,768)	(2,924)
A30000	Changes in operating assets and liabilities		
A31130	Notes receivable	(25,828)	(1,651)
A31150	Accounts receivable	(60,359)	35,826
A31180	Other receivables	(37,026)	(5,000)
A31200	Inventories	24,639	87,488
A31240	Other current assets	(23,524)	6,054
A32150	Notes and accounts payable	23,713	14,338
A32180	Other payables	(8,962)	(28,100)
A32230	Other current liabilities	9,066	11,579
A32250	Deferred income	158,056	-
A32240	Net defined benefit plan	978	(1,818)
A33000	Cash generated from (used in) operations	238,119	292,447
A33100	Interest received	11,740	17,138
A33200	Dividends received	26,461	44,242

(Continued)

(Continued)

Code		2024	2023
A33300	Interest paid	(18,507)	(21,083)
A33400	Dividends paid	(32,728)	(109,094)
A33500	Income tax paid	(18,086)	(38,552)
AAAA	Net cash generated from (used in) operating activities	<u>206,999</u>	<u>185,098</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
B00020	Disposal of financial assets at fair value through other comprehensive	\$ 4,207	\$ 9,374
B00200	Disposal of financial assets at fair value through profit or loss	35,956	-
B02700	Payments for property, plant and equipment	(290,616)	(188,537)
B02800	Proceeds from disposal of property, plant and equipment	18,683	14,035
B03800	Refundable deposits paid (refunded)	(947)	1,145
B04500	Payments for intangible assets	(5,679)	(3,321)
B06700	Increase in other noncurrent assets	-	(1,132)
B07100	Increase in prepayments for equipment	(45,989)	(22,874)
BBBB	Net cash used in investing activities	(<u>284,385</u>)	(<u>191,310</u>)
CASH FLOWS FROM FINANCING ACTIVITIES			
C00200	Increase (Decrease) in short-term loans	(271,000)	160,000
C00500	Decrease in short-term bills payable	-	(380,000)
C01600	Proceeds from long-term loans	195,383	163,505
C01700	Repayment of long-term loans	(140,323)	(139,390)
C03100	Increase (Decrease) in guarantee deposits received	4	(2)
C04020	Repayment of the principal portion of lease liabilities	(1,447)	(1,330)
C05800	Change in non-controlling interests	(<u>4,593</u>)	(<u>1,826</u>)
CCCC	Net cash outflow from financing activities	(<u>221,976</u>)	(<u>199,043</u>)
DDDD	EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	<u>17,618</u>	(<u>9,610</u>)
EEEE	NET DECREASE IN CASH AND CASH EQUIVALENTS	(281,744)	(214,865)
E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>616,378</u>	<u>831,243</u>
E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 334,634</u>	<u>\$ 616,378</u>

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated February 26, 2025)

Excel Cell Electronic Co., Ltd.
The 2024 Earnings Distribution Statement

Unit: NT\$

Summary	Amount		Remark
	Subtotal	Total	
Undistributed earnings at the beginning of the period		716,384,340	
Net income after tax for 2024	37,910,300		
The remeasurement of defined benefit plans recognized in retained earnings	7,669,300		
Disposal of Investment of Equity Instruments at fair value through other comprehensive income, accumulated income directly transferred to retained earnings.	59,507		
The net income after tax for this period plus the amount of items other than the net income after tax for this period included in this year's undistributed earnings		45,639,107	
Provision for legal reserve		(4,563,911)	
Distributable earnings for this period		757,459,536	
Items to which earnings are distributed		-	
Shareholder dividends - cash		32,728,143	Dividend per share NT\$ 0.3
Undistributed earnings in the end of the period		724,731,393	

Remark 1: As of February 26, 2025, a total of 109,093,807 shares were issued.

Remark 2: Undistributed earnings for 2024 was prioritized for the distribution of earnings.

Chairman: Liao Pen-Lin

Manager: Liao Pen-Lin

Chief of Accounting Officer: Chiang, Yu-Chang

Excel Cell Electronic Co., Ltd.

Comparison Table of Amendments to the Articles of Incorporation

The article after amendment	The article before amendment	Detail
Article 29 Where the Company makes a profit for a fiscal year, it shall appropriate no lower than 1% of the balance for employee remuneration. <u>The portion of this allocation designated for base-level employees' compensation shall not be less than 40% of the total employee compensation allocation</u> , which shall be distributed in the form of stock or cash by the resolution of the Board of Directors, and the recipients include employees at subsidiaries who meet certain criteria; and appropriate no higher than 2% for directors' remuneration. The employee remuneration and directors' remuneration proposal shall be reported to the shareholders' meeting. However, if the Company still has a cumulative deficit, it shall reserve an amount for offsetting the deficit in advance and then appropriate employee remuneration and directors' remuneration at the percentages in the preceding paragraph.	Article 29 Where the Company makes a profit for a fiscal year, it shall appropriate no lower than 1% of the balance for employee remuneration, which shall be distributed in the form of stock or cash by the resolution of the Board of Directors, and the recipients include employees at subsidiaries who meet certain criteria; and appropriate no higher than 2% for directors' remuneration. The employee remuneration and directors' remuneration proposal shall be reported to the shareholders' meeting. However, if the Company still has a cumulative deficit, it shall reserve an amount for offsetting the deficit in advance and then appropriate employee remuneration and directors' remuneration at the percentages in the preceding paragraph.	Amended in accordance with Article 14, Section 6 of the Securities and Exchange Act and relevant FAQs.
Article 33 ... The 26th amendment was made on July 29, 2021. The 27th amendment was made on May 31, 2022. <u>The 28th amendment was made on May 29, 2025.</u>	Article 33 ... The 26th amendment was made on July 29, 2021. The 27th amendment was made on May 31, 2022.	The 28th amendment record was added.

Excel Cell Electronic Co., Ltd.

Comparison Table of Amendment to Asset Acquisition or Disposal Procedures

The article after amendment	The article before amendment	Detail
II. Scope of Application: The assets referred to in this procedure are as follows: - Investments in securities such as stocks, government bonds, corporate bonds, financial bonds, recognition funds, depositary receipts, subscription warrants, beneficiary securities, and asset-backed securities. - Real estate (including land, buildings, and investment properties) and equipment. - Membership certificates. - Intangible assets such as patents, copyrights, trademarks, and licenses. - Right-of-use assets. - Claims of financial institutions (including receivables, foreign exchange discounting, loans, and collection of debts). - Derivatives. - Assets acquired or disposed of due to mergers, divisions, acquisitions, or share transfers in accordance with the law. - Other significant assets.	II. Scope of Application: The assets referred to in this procedure are as follows: Investments in securities such as stocks, government bonds, corporate bonds, financial bonds, recognition funds, depositary receipts, subscription warrants, beneficiary securities, and asset-backed securities, real estate (including land, buildings, and investment properties) and equipment, membership certificates, intangible assets such as patents, copyrights, trademarks, and licenses. Right-of-use assets, claims of financial institutions (including receivables, foreign exchange discounts, loans, and collection of debts), derivatives, assets acquired or disposed of due to mergers, divisions, acquisitions, or share transfers in accordance with the law, other significant assets.	Scope of application of assets defined by external laws, expressed in terms of articles and items.
4. Content:	4. Content:	
5. Procedures for determining the terms of transaction and <u>authorization limits for the acquisition or disposal of real estate and its usage rights</u>: <u>5.1</u> The decision on transaction terms and prices should refer to the announced present value, assessed value, actual transaction prices of nearby properties, etc. An analysis report should be prepared and submitted to the <u>chairman</u>. If the transaction price is less than <u>20% of the company's paid-in capital</u> or NT\$300 million, the <u>chairman's</u> approval is required and must be reported at the next board meeting. If the <u>transaction price exceeds 20% of the company's paid-in capital</u> or NT\$300 million, it must first be approved by the board of directors. <u>5.2</u> However, for the acquisition of real estate through land development by self-construction, leased land development, joint construction and division of housing, joint construction and profit-sharing, or joint construction and sale, where the transaction	5. The acquisition or disposal of real estate and its usage rights assets shall refer to the announced current value, appraised value, actual transaction prices of nearby real estate, etc., to decide the transaction terms and prices. An analysis report should be submitted to the <u>CEO</u> for review. If the transaction price is below NT\$300 million, approval from the <u>CEO</u> should be obtained, and it must be reported in the next board meeting; if the transaction price exceeds NT\$300 million, the transaction must be approved by the board of directors before proceeding.	1. Added a key summary to improve review convenience. 2. (1) 5.1 According to the authorization procedure #12044, the approval authority for the acquisition or disposal of real estate and its usage rights assets is added, specifying that the transaction price is either below or above 20% of the company's paid-in capital. (2) 5.2 Added provisions regarding approval authority for land development (self-owned land development) and related transactions.

The article after amendment	The article before amendment	Detail
counterpart is not a related party, if the transaction price is less than NT\$500 million, the chairman's approval is required and must be reported at the next board meeting. If the transaction price exceeds NT\$500 million, it must first be approved by the board of directors. 5.3 The acquisition or disposal of real estate and its usage rights from related parties shall also be handled in accordance with the relevant resolution procedures as stipulated in section 13.1.		(3) 5.3 Added provisions regarding decision-making procedures for transactions with related parties. 3.The <u>approval authority</u> is changed from the CEO to the Chairman of the Board.
6. Acquisition or disposal of equipment or its usage rights assets, <u>decision-making process for transaction terms and authorization limits</u>: 6.1 The transaction should be conducted through one of the following methods: quotation, price comparison, negotiation, or tendering. <u>The decision shall be made by the Chairman</u> of the Board. If the <u>transaction amount exceeds 20% of the company's paid-in capital or NT\$300 million</u>, it must be approved by the Board of Directors. 6.2 Acquisition or disposal of equipment or its <u>usage rights assets for business use, where the transaction counterpart is not a related party</u>: If the transaction amount is less than NT\$500 million, it should be submitted for approval by the Chairman and reported at the most recent Board meeting afterward; if the transaction amount exceeds NT\$500 million, it must be approved by the Board of Directors. 6.3 Acquisition or disposal of equipment or its <u>usage rights assets from or to related parties must be handled in accordance with the resolution procedures stipulated in Section 13.1.</u>	6. Acquisition or disposal of equipment or its usage rights assets shall be conducted by <u>either</u> requesting quotations, comparing prices, negotiating, or through a bidding process. The decision must be made after approval <u>by the CEO</u>. If the transaction amount reaches the <u>paid-in capital of the company</u>, it must be approved by the Board of Directors.	1.Added a key points summary for easier review and accessibility. 2. (1) In section 6.1, the approval authority for the acquisition or disposal of equipment has been updated to include cases where the transaction price exceeds 20% of the company's paid-in capital or NT\$300 million, and the reference to the paid-in capital has been removed (with the revised amount aligning with the announcement standards). (2) Section 6.2 adds the approval authority for equipment or usage rights assets used for business operations, with the revised amount subject to the same announcement standards. (3) Section 6.3 adds the decision-making procedure for transactions with related parties. 3.The approval authority has been changed from the CEO to the Chairman of the Board.

The article after amendment	The article before amendment	Detail
7. The company's acquisition or disposal of real estate, equipment, or their usage rights assets shall be executed by the <u>User Departments</u> and the Management Department after the approval process, in accordance with the approved authority.	7. The company's acquisition or disposal of real estate, equipment, or their usage rights assets shall be executed by the <u>Human Resources and Resources Division and the Management Department</u> after the approval process, in accordance with the approved authority.	Modify the executing department to align with the current internal organizational structure.
8. The valuation report for the acquisition or disposal of real estate, equipment, or their <u>usage rights assets</u> by the company: Except for transactions with domestic government agencies, self-owned land development, land lease development, or the acquisition or disposal of equipment or its usage rights assets for business use, if the transaction amount reaches 20% of the company's paid-in capital or exceeds NT\$300 million, a professional valuation report must be obtained in advance of the occurrence of the transaction. The report should comply with the following requirements:	8. The company's acquisition or disposal of real estate, equipment, or their usage rights assets: Except for transactions with domestic government agencies, self-owned land development, land lease development, or the acquisition or disposal of equipment or their usage rights assets for business use, if the transaction amount reaches 20% of the company's paid-in capital or exceeds NT\$300 million, a professional valuation report must be obtained in advance of the transaction. The report must comply with the following requirements:	Add a summary of key points to facilitate easier review.
12. The company's acquisition or disposal of <u>securities requires expert opinion</u> : <u>12.1</u> Before the transaction occurs, the most recent financial statements audited or reviewed by an accountant for the target company should be obtained as a reference for evaluating the transaction price. Additionally, if the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million, the company should consult with an accountant prior to the transaction to express an opinion on the reasonableness of the transaction price. However, if the securities are publicly quoted in an active market or are subject to regulations from authorities (such as in the appendix), these requirements do not apply. <u>12.2</u> The calculation of the transaction amount under <u>Articles 8 and 12.1</u> should be handled in accordance with the provisions of Article 32.9, where the "one year" period refers to the period starting from the date of the transaction, looking back one year. Any professional valuation	12. About the company's acquisition or disposal of securities, before the transaction occurs, the most recent financial statements audited or reviewed by an accountant for the target company should be obtained as a reference for evaluating the transaction price. Additionally, if the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million, the company should consult with an accountant prior to the transaction to express an opinion on the reasonableness of the transaction price. However, if the securities are publicly quoted in an active market or are subject to regulations from authorities (such as in the appendix), these requirements do not apply. <u>12.1</u> The calculation of the transaction amount in <u>Articles 8 and 12</u> should be handled in accordance with the provisions of Article 32.9, where the "one year" period refers to the period starting from the date of the transaction, looking back one year. Any professional valuation report or	The content should be formatted and split into Articles 12.1 and 12.2 for easier review and accessibility.

The article after amendment	The article before amendment	Detail
report or accountant's opinion obtained in accordance with these guidelines is exempt from being recalculated.	accountant's opinion obtained in accordance with these guidelines is exempt from being recalculated.	
13. When the company acquires or disposes of assets with related parties, in addition to following the procedures for acquiring real estate mentioned above, the company shall also follow the relevant decision-making procedures and assess the reasonableness of the transaction terms as outlined below. If the transaction amount reaches more than 10% of the company's total assets, the company must also obtain a valuation report or accountant's opinion from a professional appraiser as required in the previous section. The calculation of the transaction amount referred to in the preceding paragraph shall be handled in accordance with the provisions of Article 12.2. In addition, when determining whether the transaction counterparty is a related party, both the legal form and the substantive relationship should be considered. <u>13.1</u> When the company acquires or disposes of real estate or its usage rights from a related party, or acquires or disposes of other assets from 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, the following documents must be submitted to the board of directors for approval before entering into the transaction contract and making any payments, except for transactions involving domestic government bonds, bonds with repurchase or resale conditions, or subscriptions or repurchases of money market funds issued by domestic securities investment trust enterprises:	13. When the company acquires or disposes of assets with related parties, in addition to following the procedures for acquiring real estate mentioned above, the company shall also follow the relevant decision-making procedures and assess the reasonableness of the transaction terms as outlined below. If the transaction amount reaches more than 10% of the company's total assets, a professional appraisal report or the opinion of an accountant must be obtained according to the provisions of the previous section. The calculation of the transaction amount referred to in the preceding paragraph shall be handled in accordance with the provisions of Article <u>12.1</u>. In addition, when determining whether the transaction counterparty is a related party, both the legal form and the substantive relationship should be considered. When the company acquires or disposes of real estate or its usage rights from a related party, or acquires or disposes of other assets from 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, the following documents must be submitted to the board of directors for approval before entering into the transaction contract and making any payments, except for transactions involving domestic government bonds, bonds with repurchase or resale conditions, or subscriptions or repurchases of money market funds issued by domestic securities investment trust enterprises:	I. Amendments to Article 13: (1) The original 13.1 to 13.7 have been revised as 13.1.1 to 13.1.7. (2) The original 13.9 to 13.9.2 have been revised as 13.2 to 13.2.2. (3) The original 13.9.3 has been revised as 13.3. (4) The original 13.10 to 13.11 have been revised as 13.4 to 13.5. This is in alignment with the tier structure of Article 15 of the "Regulations for the Acquisition or Disposal of Assets by Public Companies." II. Article 13.2 clarifies the "specific amount" authorized by the Chairman to make decisions within the set limit.
<u>13.1.1</u> The purpose, necessity, and expected benefits of acquiring or disposing of the asset.	<u>13.1</u> The purpose, necessity, and expected benefits of acquiring or disposing of assets.	

The article after amendment	The article before amendment	Detail
<u>13.1.2</u> The reasons for selecting a related party as the transaction counterparty. <u>13.1.3</u> The relevant information for evaluating the reasonableness of the planned transaction terms when acquiring real estate or its usage rights from a related party, in accordance with Sections 14.1 and 14.4. <u>13.1.4</u> The date and price of the related party's original acquisition, the transaction counterpart, and the relationship between the company and the related party. <u>13.1.5</u> A cash inflow and outflow forecast for each month in the upcoming year, starting from the expected contract date, and an assessment of the necessity of the transaction and the reasonableness of the fund usage. <u>13.1.6</u> The valuation report issued by a professional appraiser or the opinion of an accountant obtained in accordance with Section 13. <u>13.1.7</u> The limitations and other important terms and conditions of the transaction. <u>13.2</u> The company and its subsidiaries, or subsidiaries in which the company directly or indirectly holds 100% of the issued shares or capital, may engage in the following transactions. The Board of Directors may authorize the Chairman to make decisions in advance on transactions where the amount involved is less than 20% of the Company's paid-in capital, 10% of the total assets, or NT\$300 million, whichever is lower. Such transactions shall be submitted to the most recent Board meeting for ratification afterward. <u>13.2.1</u> Acquisition or disposal of equipment or its usage rights for business operations. <u>13.2.2</u> Acquisition or disposal of real estate usage rights for business operations. <u>13.3</u> If independent directors have been	<u>13.2</u> The reasons for selecting a related party as the transaction counterparty. <u>13.3</u> The relevant information for evaluating the reasonableness of the planned transaction terms when acquiring real estate or its usage rights from a related party, in accordance with Sections 14.1 and 14.4. <u>13.4</u> The date and price of the related party's original acquisition, the transaction counterpart, and the relationship between the company and the related party. <u>13.5</u> A cash inflow and outflow forecast for each month in the upcoming year, starting from the expected contract date, and an assessment of the necessity of the transaction and the reasonableness of the fund usage. <u>13.6</u> The valuation report issued by a professional appraiser or the opinion of an accountant obtained in accordance with Section 13. <u>13.7</u> The limitations and other important terms and conditions of the transaction. <u>13.8</u> (Deleted) <u>13.9</u> The company and its subsidiaries, or subsidiaries in which the company directly or indirectly holds 100% of the issued shares or capital, may engage in the following transactions. <u>The board of directors may, in accordance with Article 4, Section 5, authorize the chairman to make decisions within a certain limit,</u> and the decision must be subsequently reported for approval at the nearest board meeting: <u>13.9.1</u> Acquisition or disposal of equipment or its usage rights for business operations. <u>13.9.2</u> Acquisition or disposal of real estate usage rights for business operations. <u>13.9.3</u> If independent directors have been	

The article after amendment	The article before amendment	Detail
appointed in accordance with the regulations, when the proposal is presented to the board for discussion as per Section 1, the opinions of all independent directors should be fully considered. If any independent director has opposing or reserved opinions, these should be recorded in the meeting minutes of the board. <u>13.4</u> If a subsidiary of the company engages in a transaction as specified in Article 13 and the transaction amount reaches more than 10% of the company's total assets, the company must submit the information listed in Article 13 to the shareholders' meeting for approval before signing the transaction contract and making payment. However, transactions between the company and its parent company, subsidiaries, or between subsidiaries themselves are not subject to this requirement. <u>13.5</u> The calculation of transaction amounts in Articles 13 and 13.4 shall be handled in accordance with the provisions of Article 32.9. The "within one year" period refers to the period starting from the date of the transaction event, and calculations should be made backward to one year prior. Any parts of the transaction that have already been submitted and approved by the shareholders' meeting or board of directors under this procedure do not need to be recalculated.	appointed in accordance with the regulations, when the proposal is presented to the board for discussion as per Section 1, the opinions of all independent directors should be fully considered. If any independent director has opposing or reserved opinions, these should be recorded in the meeting minutes of the board. <u>13.10</u> If a subsidiary of the company engages in a transaction as specified in Article 13 and the transaction amount reaches more than 10% of the company's total assets, the company must submit the information listed in Article 13 to the shareholders' meeting for approval before signing the transaction contract and making payment. However, transactions between the company and its parent company, subsidiaries, or between subsidiaries themselves are not subject to this requirement. <u>13.11</u> The calculation of transaction amounts in Articles 13 and <u>13.10</u> shall be handled in accordance with the provisions of Article 32.9. The "within one year" period refers to the period starting from the date of the transaction event, and calculations should be made backward to one year prior. Any parts of the transaction that have already been submitted and approved by the shareholders' meeting or board of directors under this procedure do not need to be recalculated.	
21. Acquisition or Disposal of Membership Certificates, <u>Decision Process for Transaction Terms and Authorization Limit</u>: The transaction terms and prices should be based on the market fair market value. An analysis report should be submitted to the <u>Chairman</u> for approval. If the amount is less than 1% of the paid-in capital or below NT\$3 million, it should be submitted to the <u>Chairman</u> for approval and reported in the subsequent board meeting. If the amount exceeds NT\$3 million, it must be approved by the Board of Directors before proceeding.	21. Acquisition or Disposal of Membership Certificates: The transaction terms and prices should be based on the market fair market value. An analysis report should be submitted to the <u>CEO</u> for approval. If the amount is less than 1% of the paid-in capital or below NT\$3 million, it should be submitted to the <u>CEO</u> for approval and reported in the subsequent board meeting. If the amount exceeds NT\$3 million, it must be approved by the Board of Directors before proceeding.	1. Add a summary of key points to improve review convenience. 2. Change approval authority from CEO to Chairman of the board.

The article after amendment	The article before amendment	Detail
22. Acquisition or Disposal of Intangible Assets or Their Usage Rights: <u>Decision Process for Transaction Terms and Authorization Limits</u> : The transaction terms and prices should be based on expert evaluation reports or market fair value. An analysis report should be prepared and submitted to the <u>Chairman</u> of the Board. If the transaction amount is less than 10% of the paid-in capital or less than NT\$20 million, it should be approved by the <u>Chairman</u> and reported at the next board meeting. If the transaction amount exceeds NT\$20 million, it must be approved by the Board of Directors.	22. Acquisition or Disposal of Intangible Assets or Their Usage Rights The transaction terms and prices should be based on expert evaluation reports or market fair value. An analysis report should be prepared and submitted to the <u>CEO</u> . If the transaction amount is less than 10% of the paid-in capital or less than NT\$20 million, it should be approved by the <u>CEO</u> and reported at the next board meeting. If the transaction amount exceeds NT\$20 million, it must be approved by the Board of Directors.	1. Add a summary of key points to improve review convenience. 2. Change approval authority from CEO to Chairman of the board.
23. <u>Valuation report</u> for the acquisition or disposal of membership certificates: If the transaction amount reaches 1% of the paid-in capital or NT\$3 million or more, an expert valuation report should be obtained.	23. If the transaction amount of the company's acquisition or disposal of membership certificates reaches 1% of the paid-in capital or NT\$3 million or more, an appraisal report issued by an expert shall be obtained.	Add a summary of key points to improve review convenience.
24. When the company acquires or disposes of membership certificates or intangible assets or their usage rights, the decision shall be made according to the approval authority in Articles <u>21 and 22</u> , and the execution shall be carried out by the relevant department and the finance or management department after approval.	24. When the company acquires or disposes of membership certificates or intangible assets or their usage rights, the decision shall be made according to the approval authority in the <u>previous</u> paragraph, and the execution shall be carried out by the relevant department and the finance or <u>administration department</u> after approval.	To align with the current internal organizational structure, modify the executing department.
25. The <u>appraisal report</u> for the acquisition or disposal of intangible assets or their usage rights: If the transaction amount reaches 10% of the paid-in capital or exceeds NT\$20 million, an expert appraisal report must be obtained.	25. If the transaction amount for the acquisition or disposal of intangible assets or their usage rights reaches 10% of the paid-in capital or exceeds NT\$20 million, an expert appraisal report must be obtained.	Add a summary of key points to improve review convenience.
26. <u>Expert Assessment Opinion</u> Regarding the Company's Acquisition or Disposal of Membership Certificates, Intangible Assets, or Right-of-Use Assets: if the transaction amount reaches 20% of the company's paid-in capital or exceeds NT\$300 million, except for transactions with domestic government agencies, the company must consult an accountant to provide an opinion on the reasonableness of the transaction price before the transaction occurs.	26. If the company acquires or disposes of membership certificates, intangible assets, or their usage rights, and the transaction amount reaches 20% of the company's paid-in capital or exceeds NT\$300 million, except for transactions with domestic government agencies, the company must consult an accountant to provide an opinion on the reasonableness of the transaction price before the transaction takes place.	Add a summary of key points to improve review convenience.
28. Procedures for the acquisition or disposal of derivatives 28.1 Trading principles and guidelines 28.1.3 Division of responsibilities: (1) Financial Department: a. Traders a.4 In the event of significant changes in	28. Procedures for the acquisition or disposal of derivatives 28.1 Trading principles and guidelines 28.1.3 Division of responsibilities: (1) Financial Department: a. Traders a.4 In the event of significant changes in	The approval authority is changed from the CEO to the Chairman of the Board.

The article after amendment	The article before amendment			Detail																								
the financial markets, if the traders determine that the existing strategy is no longer applicable, they must promptly submit an evaluation report and revise the strategy. The revised strategy must be approved by the <u>Chairman</u> of the board and will serve as the basis for conducting transactions. b. Accounting Personnel b.2 Conduct monthly evaluations, and the evaluation report must be submitted for approval to the <u>Chairman</u> of the board. d. Derivative Product Approval Authority d.1 Approval authority for hedging transactions.	the financial markets, if the traders determine that the existing strategy is no longer applicable, they must promptly submit an evaluation report and revise the strategy. The revised strategy must be approved by the <u>CEO</u> and will serve as the basis for conducting transactions. b. Accounting Personnel b.2 Conduct monthly evaluations, and the evaluation report must be submitted for approval to the <u>CEO</u>. d. Derivative Product Approval Authority d.1 Approval authority for hedging transactions.																											
<table><tr><td>Approval authority</td><td>The highest executive of the general management office</td><td><u>Chairman</u></td><td><u>Board of Directors</u></td></tr><tr><td>Daily trading authority</td><td>Below 1 million USD</td><td>—</td><td>—</td></tr><tr><td>Net cumulative position trading authority</td><td>Below 3 million USD</td><td>Up to 6 million USD (inclusive)</td><td>600 million USD (inclusive) and above</td></tr></table>	Approval authority	The highest executive of the general management office	<u>Chairman</u>	<u>Board of Directors</u>	Daily trading authority	Below 1 million USD	—	—	Net cumulative position trading authority	Below 3 million USD	Up to 6 million USD (inclusive)	600 million USD (inclusive) and above	<table><tr><td>Approval authority</td><td>The highest executive of the general management office</td><td><u>CEO</u></td><td><u>Board of Directors</u></td></tr><tr><td>Daily trading authority</td><td>Below 1 million USD</td><td>—</td><td>—</td></tr><tr><td>Net cumulative position trading authority</td><td>Below 3 million USD</td><td>Up to 6 million USD (inclusive)</td><td>600 million USD (inclusive) and above</td></tr></table>			Approval authority	The highest executive of the general management office	<u>CEO</u>	<u>Board of Directors</u>	Daily trading authority	Below 1 million USD	—	—	Net cumulative position trading authority	Below 3 million USD	Up to 6 million USD (inclusive)	600 million USD (inclusive) and above	
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(3) Performance Evaluation: a. Hedging Transactions a.3 The finance department should provide foreign exchange position evaluations, market trends, and market analysis to the <u>Chairman</u> for management reference and instructions. (4) Establishment of Contract Total Amount and Loss Limit: a. Contract Total Amount a.2 Specific Purpose Transactions: Based on the forecast of market changes, the finance department may, if necessary, develop a strategy. The strategy must be approved by the <u>Chairman</u> and then presented for board approval before proceeding.	(3) Performance Evaluation: a. Hedging Transactions a.3 The finance department should provide foreign exchange position evaluations, market trends, and market analysis to the <u>CEO</u> for management reference and instructions. (4) Establishment of Contract Total Amount and Loss Limit: a. Contract Total Amount a.2 Specific Purpose Transactions: Based on the forecast of market changes, the finance department may, if necessary, develop a strategy. The strategy must be approved by the <u>CEO</u> and then presented for board approval before proceeding.																											

The article after amendment	The article before amendment	Detail
b. Establishment of Loss Limit b.2 For specific purpose transaction contracts, once the position is established, a stop-loss point should be set to prevent excessive losses. The stop-loss point should be capped at 5% of the transaction contract amount. If the loss exceeds 5% of the transaction amount, it must be immediately reported to the <u>Chairman</u> and presented to the board for discussion on necessary countermeasures. 28.2 Risk management measures : 28.2.1 Credit Risk Management: Due to market fluctuations caused by various factors, derivative financial instruments are exposed to operational risks. Therefore, the following principles will be applied in market risk management: (3) Transaction Amount: The unsettled transaction amount with the same counterparty should not exceed 50% of the authorized total amount. However, this limit does not apply if approved by the chairman.	b. Establishment of Loss Limit b.2 For specific purpose transaction contracts, once the position is established, a stop-loss point should be set to prevent excessive losses. The stop-loss point should be capped at 5% of the transaction contract amount. If the loss exceeds 5% of the transaction amount, it must be immediately reported to the <u>CEO</u> and presented to the board for discussion on necessary countermeasures. 28.2 Risk management measures : 28.2.1 Credit Risk Management: Due to market fluctuations caused by various factors, derivative financial instruments are exposed to operational risks. Therefore, the following principles will be applied in market risk management: (3) Transaction Amount: The unsettled transaction amount with the same counterparty should not exceed 50% of the authorized total amount. However, this limit does not apply if approved by the CEO.	

2025 The list of newly appointed directors for whom the non-compete restriction

Title	Name	Holding Concurrent Positions in Other Companies.
Director	LIAO, BEN-LIN	Director, Siward Technology Co.,Ltd
		Director, P-DUKE TECHNOLOGY CO., LTD.
		Director, Fuzetec Technology Co., Ltd.
		Director, SAG_Securitag Assembly Group
		Chairman, EXCEL CELL ELECTRONIC (USA) CORP.
		Chairman, PACER TECHNOLOGY CO., LTD
		Director, POLYMATE TECHNOLOGY CO., LTD.
		Director, ASEP TEC CO., LTD.
		Director, Chih Fu No.1 Capital Development Co., Ltd.
		Chairman, Huazhong Venture Capital Co., Ltd.
Director	SIAO, DENG-TANG	Director,TAI CHUNG PRECISION STEEL MOLD CO., LTD.
		Director, EXCEL CELL ELECTRONIC (USA) CORP.
		Director, Huazhong Venture Capital Co., Ltd.
Director	LIAO, BEN-TIAN	Chairman, ASEP TEC CO., LTD.
Director	HSU, MIN-CHENG	Chairman, EXCEL CELL ELECTRONIC (SUZHOU) CO., LTD.
		Chairman, EXCEL CELL ELECTRONIC (ANHUI) CO., LTD.
Director	LIAO, YUE-SIANG	Director, EXCEL CELL ELECTRONIC (SUZHOU) CO., LTD.
		Director, P-DUKE TECHNOLOGY CO., LTD.
		Chairman, POLYMATE TECHNOLOGY CO., LTD.
Independent Director	JIANG, HONG-YOU	Director, SAG Securitag Assembly Group
		Director, Siward Technology Co.,Ltd
Independent Director	LIOU, JIN-JIN	Independent Director, P-DUKE TECHNOLOGY CO., LTD.
		Director, OWA Metallic (SHANGHAI) Ltd.
Independent Director	JHANG, BAO-CHAI	Chairman, PREMIER INTERNATIONAL DEVELOPMENT INCORPORATION
		Independent Director, PLANET Technology Corporation
		Independent Director, Brinno Inc.

Excel Cell Electronic Co., Ltd.
Rules of Procedure for Shareholders Meetings

- I. Purpose: To establish an excellent governance system for the Company's shareholders' meeting, improve the supervisory function, and strengthen the management function, these Rules are formulated in accordance with the provisions of Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies for compliance.
- II. Scope: The rules of procedure for the Company's shareholders' meetings shall be governed by these Rules, unless otherwise stipulated by laws and regulations or the Articles of Incorporation.
- III. Definition of terms: None.
- IV. Contents:
 1. The Company shall, at the venue of the shareholders' meeting, furnish the attending shareholders with an attendance book to sign in, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in.
 2. Attendance and voting at shareholders' meetings shall be counted based on numbers of shares.
 3. The venue for a shareholders' meeting shall be the Company's premises or a place that is easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
 4. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or unable to perform the duties as the chair for any reason, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the directors shall elect from among themselves one person to serve as the chair.
 - 4.1. If a shareholders' meeting is convened by a party with power to convene other than the Chairman, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
 5. The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.
 6. The Company shall make an audio and video recording of the entire proceedings of a shareholders' meeting and preserve the recordings, along with the attending shareholders' sign-in book and proxy forms, for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, such materials shall be retained until the conclusion of the litigation. Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting, and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes in the preceding paragraph may be prepared and distributed in the form of announcement. The minutes shall be retained for the duration of the existence of the Company.
 - 6.1. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of votes won by each candidate in the event of an election of directors or supervisors.
 7. The chair shall call the meeting to order upon the meeting time. However, when the attending shareholders do not represent a majority of the total number of outstanding shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.
 - 7.1. If attending shareholders still represent less than the required total number of the issued shares, however, attending shareholder represent at least one third of outstanding shares, tentative resolutions may be passed in accordance with Article 175, Paragraph 1 of the Company Act.
 - 7.2. When the attending shareholders represent a majority of the total issued shares, the chair may resubmit the tentative resolution for a vote by the meeting pursuant to Article 174 of the Company Act.
 8. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set

by the Board of Directors. Votes shall be cast on relevant proposals on the agenda one by one (including extempore motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution by the shareholders' meeting.

- 8.1. The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with the power to convene other than the Board of Directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extempore motions). If the chair declares the meeting adjourned in violation of the rules of procedure, the attending shareholders may elect a new chair in accordance with statutory procedures by agreement of a majority of the votes represented by the attending shareholders to continue the meeting.
- 8.2. After the meeting is adjourned, shareholders may not nominate another chair or seek another venue for continuation of the meeting.
- 8.3. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of the removal of the non-compete clause for the directors, capitalization of earnings, capitalization of legal reserve, dissolution, merger, or demerger of the Company, or any matter under Article 185, Paragraph 1 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out and the essential contents explained in the notice of the shareholders' meeting. None of the above matters may be raised by an extempore motion. The main content may be disclosed on the website designated by the competent securities authority or the Company, and the website address shall be stated in the meeting notice.
- 8.4. Where an election of all directors and their inauguration date shall be stated in the notice of the shareholders' meeting, after the completion of the re-election in said meeting, such inauguration date may not be altered by any extempore motion or otherwise in the same meeting.
- 8.5. A shareholder holding 1% or more of the total number of outstanding shares may submit to the Company a proposal for discussion at an annual general meeting of shareholders. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. A shareholder's proposal in alignment with any circumstance under any subparagraph of paragraph 4 of Article 172-1 of the Company Act may not be included in the meeting agenda by the Board of Directors. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.
9. A shareholder wishing to speak at a shareholders meeting shall first fill out a slip, specifying therein the major points of their speech, shareholder account number (or attendance card number) and account name, and the chair shall determine their order of giving a speech.
 - 9.1. A shareholder who submits a speech slip without giving a speech shall be considered as not having given a speech. If the contents of the speech are different from those specified on the slip, the contents of their speech shall prevail.
 - 9.2. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
10. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal for ratification, discussion, or resolution, and a single speech may not exceed five minutes; may not speak more than once on the same report, and a single speech may not exceed five minutes. However, if the shareholder's speech violates the rules or exceeds the scope of the proposal, or the proposals or speeches on matters that cannot be brought up by extempore motion or proposals or speeches on matters that are not required to be resolved by the shareholders' meeting as per law, the chair may not allow the speech or have the shareholder stop the speech. .
11. When a juridical person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When an institutional shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed

- may speak on the same proposal.
12. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
 13. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting. At the shareholders meeting, the Board of Directors shall explain in the meeting handbook the reasons for any shareholders' proposals not included in the agenda. Where the reasons are explained in the meeting handbook, they are deemed to have been explained to the shareholders' meeting and may not be included in the meeting minutes. For a shareholder proposal that has been included in the agenda, if the proposing shareholder fails to attend in person or by proxy or does not participate in the discussion about the proposal despite attendance in person or by proxy, the chair may set aside the shareholder proposal.
 14. Scrutineers and vote counting personnel for the voting on proposals shall be appointed by the chair, provided that all scrutineers be shareholders of the Company. The results of the voting shall be announced on-site at the meeting and recorded.
 15. When a meeting is in progress, the chair may announce a break based on time considerations.
 16. Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. If no objection is voiced after the chair consults the shareholders, a proposal is deemed to be passed, and its effect is the same as voting. A shareholder shall be entitled to one vote for each share held. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting rights represented by them shall not exceed 3% of the total number of the Company's voting shares, otherwise, the portion of excessive voting rights shall not be counted.
 - 16.1. Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company at least five days before the date of the shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form.
 - 16.2. Once a proxy form is received by the Company, if the shareholder wishes to attend the shareholders' meeting in person, a written proxy rescission notice shall be filed with the Company no later than two days prior to the date of the shareholders' meeting, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.
 - 16.3. When the Company holds a shareholders' meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the exercise of voting rights in writing. The method of exercise shall be specified in the shareholders' meeting notice. A shareholder's exercise of voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived their rights with respect to the extempore motions and amendments to original proposals of that meeting. Therefore, it is advisable for the Company to avoid putting forth extempore motions and amendments to the original proposals.
 17. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
 18. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting venue, they shall wear an armband, reading "Proctor".
 19. These Rules and any amendments thereto shall come into force after being approved by the shareholders' meeting. Matters not specified in these Rules may be decided by the chair.

Excel Cell Electronic Co., Ltd.
Rules of Election of Directors

- I. Purpose: These Rules have been formulated in accordance with the Company Act, Securities and Exchange Act, the Articles of Incorporation, and applicable laws and regulations. The elections of directors shall be handled in accordance with these Rules.
- II. Scope: The elections of the Company's directors are held at the shareholders' meetings.
- III. Definition of terms: None.
- IV. Contents:
 1. Except as otherwise provided by law and regulation or by the Company's the Articles of Incorporation, elections of directors shall be conducted in accordance with these Rules.
 2. The overall composition of the Board of Directors shall be taken into account in the election of the Company's directors. The composition of the Board of Directors shall be based on the diversity principle with an appropriate diversity policy formulated based on the Company's business operations, operating models, and development needs.
 3. A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors.
 4. The elections of directors shall be conducted in accordance with the Articles of Incorporation and Article 192-1 of the Company Act through a candidate nomination system.
 5. The qualifications for the Company's independent directors shall be in compliance with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
 6. The elections of independent directors shall be in compliance with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and shall be conducted in accordance with Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.
 7. In the case of the dismissal of a director for any reason, the Company shall hold a by-election as per the following rules:
 - 7.1 When the number of directors falls below five due to the discharge of a director for any reason, the Company shall hold a by-election for the director at the soonest shareholders' meeting. When the number of directors falls short by one-third of the total number prescribed by the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting within 60 days of the occurrence of that fact for a by-election for director(s).
 - 7.2 When the number of independent directors falls below the required number under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the soonest shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, an extraordinary shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
 8. A cumulative voting method shall be used for the Company's elections of the directors. Each share will have voting rights in number equal to the directors to be elected and may be cast for a single candidate or split among multiple candidates.
 9. The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
 10. The number of directors will be as specified in the Company's Articles of Incorporation, with voting rights separately counted for the independent and the non-independent directorships. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of directorships, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
 11. Before the election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting.
 12. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the scrutineers before the voting commences.
 13. A ballot is invalid under any of the following circumstances:
 - 13.1 The ballot was not prepared by a person with the right to convene.
 - 13.2 A blank ballot is placed in the ballot box.
 - 13.3 The writing is unclear and indecipherable or has been altered.
 - 13.4 The candidate whose name is entered in the ballot does not conform to the director candidate list.
 - 13.5 Other words or marks are entered in addition to the number of voting rights allotted.
 14. The voting rights shall be counted on site immediately after the end of the voting, and the counting results, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on-site.
 15. The Board of Directors shall issue notifications to the persons elected as directors.
 16. These Rules and any amendments thereto shall come into force after being approved by the shareholders' meeting.
 17. Matters not specified in these Rules shall be handled in accordance with the Company Act and applicable laws and regulations.

Articles of Incorporation of Excel Cell Electronic Co., Ltd.

Chapter 1 General Provisions

- Article 1 The Company is incorporated in accordance with the Company Act and named 百容電子股份有限公司; its English name is Excel Cell Electronic Co., Ltd.
- Article 2 The scope of the Company's business is as follows:
I. CC01080 Electronics Components Manufacturing.
II. CC01090 Manufacture of Batteries and Accumulators.
III. CE01040 Watches and Clocks Manufacturing.
IV. CC01110 Computer and Peripheral Equipment Manufacturing.
V. CB01990 Other Machinery Manufacturing.
VI. CA02080 Metal Forging.
VII. CA02990 Other Metal Products Manufacturing.
VIII. C805050 Industrial Plastic Products Manufacturing.
IX. F401010 International Trade.
X. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Company is headquartered in Taichung City and may set up branches at home or abroad by the resolution of the Board of Directors.
- Article 4 The announcement methods by the Company shall be handled in accordance with Article 28 of the Company Act.
- Article 4-1 The Company may provide endorsements or guarantees to external entities in accordance with the Company's Operating Procedures for Endorsements and Guarantees.

Chapter 2 Shares

- Article 5 The Company's total capital is NT\$1.34 billion, which is divided into 134 million shares at NT\$10 per share, which may be issued in tranches. Of said capital, 5.1 million shares are reserved for the conversion of issued employee stock warrants, and the unissued shares may be issued by the Board of Directors depending on the actual needs.
- Article 6 The Company's shares are issued after being signed or sealed by at least three directors and certified by the competent authority or a certifying institution it approves. Regarding the shares issued, The Company may be exempted from printing stock certificates but shall register with the centralized securities depository enterprise.
- Article 7 Unless otherwise stipulated by other laws and regulations, the Company's shareholder service shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 8 The Company's registered shares may be transferred by stock holders through endorsement, and the names or tiles of transferees shall be recorded in the stock certificates, while the transferees' names and addresses shall be recorded in the Company's shareholder register as the only means of defense against the Company.
- Article 9 If a stock certificate is lost or damaged, the shareholder shall submit a written application to the Company for reissuance of the stock certificate in accordance with legal procedures.
- Article 10 (Deleted)

Article 11 The Company's book closure period shall be handled in accordance with the Company Act and other applicable laws and regulations.

Chapter 3 Shareholders' Meeting

- Article 12 There are general and extraordinary shareholders' meetings. The Board of Directors shall convene the general meeting once per year within six months after the end of each fiscal year, with a notice sent to all shareholders no later than 30 days before the meeting, while an extraordinary meeting may be convened at any time if needed as per law. With shareholders' consent, the meeting notice may be given by electronic means. Prior to the general shareholders' meeting convened, shareholders may submit to the Company proposals for the general shareholders' meeting in accordance with Article 172-1 of the Company Act during the acceptance period announced by the Company.
- Article 12-1 The Company may convene the shareholders' meeting by means of visual communication network or other methods promulgated by the central competent authority.
- Article 13 Any shareholder who is unable to attend a shareholders' meeting for any reason may appoint a proxy to attend the meeting by presenting a proxy form as per Article 177 of the Company Act. However, shareholders who make proposals pursuant to Article 172-1 of the Company Act shall attend the shareholders' meeting in person or appoint a proxy to participate in the discussion of such proposals.
- Article 14 A shareholders' meeting shall be chaired by the Chairman. When the Chairman is absent, the Vice Chairman shall chair the meeting on his behalf. Where the Vice Chairman is absent, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the directors shall elect from among themselves one person to serve as the chair.
- Article 15 A shareholder shall be entitled to one vote per share held, except when the shares are deemed non-voting shares under any of the circumstances under Article 179 of the Company Act.
- Article 16 Resolutions at a shareholders' meeting shall, unless otherwise provided in applicable laws and regulations or the Articles of Incorporation, be adopted by a majority vote of the shareholders present, who represent more than half of the total issued shares.
- Article 17 Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. A summary of the deliberations and their voting results shall be recorded in the meeting minutes, which , along with the attending shareholders' sign-in book and proxy forms, shall be retained at the Company. The meeting minutes in the preceding paragraph may be distributed in the form of announcement.

Chapter 4 Board of Directors and Supervisors

- Article 18 The Company shall have nine to eleven directorships on the board. A candidate nomination system shall be adopted for the elections of directors. The shareholders' meeting shall elect such directors from a list of candidates; the term of office is three years, and they may be re-elected.

Article 18-1	Of the above-mentioned number of directors, the number of independent directors shall not be fewer than three and shall not be fewer than one-fifth of the total number of directorships. A candidate nomination system shall be adopted. The shareholders' meeting shall elect such independent directors from a list of candidates;
Article 18-2	The method of accepting the nominations for director candidates and making announcements shall be handled in accordance with the Company Act, the Securities and Exchange Act, and applicable laws and regulations. Independent directors and non-independent directors shall be elected together, while the elected candidates shall be counted separately.
Article 18-3	The Board of Directors shall be delegated to determine directors' remuneration and honoraria based on the degree of their participation in the Company's operations and the value of individuals' contribution, while with reference to the general standards in the industry.
Article 18-4	The Company may purchase directors liability insurance to reduce the risk of directors being sued by shareholders or other related parties due to performance of duties as required by law. The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for directors at the soonest board meeting.
Article 18-5	The Company's Audit Committee is formed by all independent directors as per law. The performance of duties by the Audit Committee and its members and relevant matters shall be handled in accordance with the Securities and Exchange Act and applicable laws and regulations.
Article 19	When the number of directors falls short by one-third of the total number, the Board of Directors shall convene an extraordinary shareholders' meeting within 60 days to hold a by-election, and new directors shall only hold the position till the end of the term of office of the existing directors.
Article 19-1	If independent directors are dismissed for any reason, causing the number falls short of that required under Article 18-1, a by-election shall be held at the soonest shareholders' meeting. When the independent directors are dismissed en masse, the Board of Directors shall call an extraordinary shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies. New directors shall only hold the position till the end of the term of office of the existing directors.
Article 20	When the term of office of the existing directors ends and an election of new directors fails to be held in time, their term shall be extended till new directors take office. However, the competent authority may order the Company to hold an election of new directors prior to a deadline; if the Company fails to follow suit, the directors shall be certainly dismissed after the deadline.
Article 21	The Board of Directors is formed by all directors. The Chairman and the Vice Chairman are elected with the approval of more than half of the directors present at a board meeting attended by more than two thirds of all directors, and they both handle all the Company's business in accordance with laws, regulations, the Articles of Incorporation, and resolutions adopted by the shareholders' meeting and the Board of Directors.
Article 22	The Company's business approaches and other important matters shall be carried out by the resolution of the Board of Directors. Except for the first board meeting of each term of the Board of Directors that shall be held in accordance with Article 203 of the Company Act, the remaining board meetings shall be convened and chaired by the Chairman. When the Chairman is unable to perform his duties, the Vice Chairman shall act as the chair on his behalf; if the Vice Chairman is unable to perform his duties for a specific reason, the Chairman shall designate a director to act as the acting chair; where the Chairman fails to make such a designation, the

- Article 23 directors shall elect from among themselves one person to serve as the acting chair. The board meeting notice may be sent in writing or by email or fax no later than seven days before a board meeting. In case of emergency, a board meeting may be convened at any time, and the meeting notice may also be sent in writing or by email or by fax.
- Unless otherwise provided in the Company Act, a board meeting shall be convened with the consent of more than half of all directors present at a board meeting attended by more than half of all directors. If a director is unable to attend the meeting for a specific reason, they shall issue a proxy form, specifying therein the scope of authority with reference to the issues to be discussed at the meeting, to entrust another director to attend the meeting on their behalf; however, each director shall be entrusted by only one director. A director who has a personal interest in the matter under discussion at a meeting, which may impair the Company's interest, shall not vote nor exercise the voting right on behalf of another director.
- If a director's spouse, relative within the second degree of kinship by blood, or a company with which the director has a controlling and subordinate relation has an interest in a matter discussed in said meeting, the director shall be deemed to have their personal interest involved in the matter.
- Article 24 Matters relating to the resolutions by a board meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each director within 20 days after the conclusion of the meeting. A summary of the deliberations and their voting results shall be recorded in the meeting minutes, which, along with the attending board' sign-in book and proxy forms, shall be retained at the Company.
- Article 25 (Deleted)

Chapter 5 Managers and Employees

- Article 26 The Company's managers: The Company may appoint one CEO and several presidents and vice presidents for business divisions whose responsibilities shall be determined by the Board of Directors. Their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.
- Article 27 The Company may hire consultants and important staff by the resolution of the Board of Directors in accordance with Article 23 of the Articles of Incorporation.

Chapter 6 Accounting

- Article 28 The Board of Directors shall prepare the following documents and submit them to the general shareholders' meeting for ratification as per the procedures required by law:
- I. Business Report.
 - II. Financial Statements.
 - III. A statement of earnings distribution or deficit compensation.
- Article 29 Where the Company makes a profit for a fiscal year, it shall appropriate **no lower than 1%** of the balance for employee remuneration, which shall be distributed in the form of stock or cash by the resolution of the Board of Directors, and the recipients include employees at subsidiaries who meet certain criteria; and appropriate **no higher than 2%** for directors' remuneration. The employee remuneration and directors' remuneration proposal shall be reported to the shareholders' meeting. However, if the Company still has a cumulative deficit, it shall reserve an amount for offsetting the deficit in advance and then appropriate employee remuneration and directors' remuneration at the percentages in the

preceding paragraph.

Article 29-1

The industry to which the Company belongs is highly competitive and ever-changing, and the Company is in a stage of steady growth. To be aligned with the Company's future capital needs, long-term financial plan, and shareholders' needs for cash inflows, if the Company has a profit for a fiscal year as per the annual financial statements, the profit shall be first used for paying the profit-seeking enterprise income tax, offsetting a cumulative deficit, appropriating 10% of the remaining profit as a legal reserve unless it has reached the total amount of the Company's paid-in capital, and then appropriating an amount for or reversing a special reserve in accordance with laws and regulations, and then any remaining profit, together with any undistributed retained earnings from the prior years, as distributable earnings shall be adopted by the Company's Board of Directors as the basis for making a distribution proposal, which shall then be submitted to the shareholders' meeting for a resolution. Among them, cash dividends shall not be lower than 10% of the total shareholder dividends to be paid out, and the percentage may be determined by the Board of Directors depending on the year's profit and capital based on the capital expenditure and business expansion needs.

All or part of the shareholder dividends mentioned in the preceding paragraph, the legal reserve appropriated, or capital surplus provided to pay out cash shall be carried out by the resolution adopted by more than half of all directors present at a board meeting attended by two-thirds or more of all directors as delegated, while being reported to the shareholders' meeting.

Article 29-2

The recipients of the Company's employee treasury shares, employee stock warrants, employee remuneration, new shares subscribed for by employees, and restricted stock awards may include employees at the controlling company or subsidiaries who meet certain criteria.

Chapter 7 Supplementary Provisions

Article 30

The Company's organizational charters and enforcement rules shall be formulated separately by the Board of Directors.

Article 31

The limit on the Company's investment in other businesses is not regulated by Article 13 of the Company Act (the investment shall not exceed 40% of a company's paid-in share capital).

Article 32

Matters not specified in the Articles of Incorporation shall be handled in accordance with the Company Act and other laws and regulations.

Article 33

The Articles of Incorporation was formulated on November 23, 1981.

The 1st amendment was made on May 4, 1982.

The 2nd amendment was made on June 15, 1985.

The 3rd amendment was made on June 9, 1987.

The 4th amendment was made on May 1, 1991.

The 5th amendment was made on October 14, 1994.

The 6th amendment was made on September 6, 1997.

The 7th amendment was made on December 20, 1997.

The 8th amendment was made on May 9, 1998.

The 9th amendment was made on May 15, 1999.

The 10th amendment was made on May 5, 2000.

The 11th amendment was made on April 9, 2001.

The 12th amendment was made on June 20, 2002.

The 13th amendment was made on June 18, 2003.

The 14th amendment was made on January 16, 2004.

The 15th amendment was made on June 10, 2005.

The 16th amendment was made on June 12, 2006.

The 17th amendment was made on June 10, 2009.
The 18th amendment was made on June 10, 2010.
The 19th amendment was made on June 10, 2011.
The 20th amendment was made on June 13, 2012.
The 21st amendment was made on June 11, 2013.
The 22nd amendment was made on June 11, 2015.
The 23rd amendment was made on June 8, 2016.
The 24th amendment was made on June 8, 2017.
The 25th amendment was made on June 10, 2019.
The 26th amendment was made on July 29, 2021.
The 27th amendment was made on May 31, 2022.

Excel Cell Electronic Co., Ltd.

Chairman: Liao Pen-Lin

EXCEL CELL ELECTRONIC CO., LTD.**Total Number of Shares Held by All Directors and the Minimum Required Shareholding**

May 29, 2025

Title	Name	Date elected	Term	Number of shares held when elected		Number of shares currently held	
				Number of shares	Share holding (%)	Number	Shareholding (%)
Chairman	Liao Pen-Lin	May 31, 2022	3 years	7,339,548	6.73	6,339,548	5.81
Director	Hsiao Teng-Tang	May 31, 2022	3 years	6,745,729	6.18	6,745,729	6.18
Director	Liao Pen-Tien	May 31, 2022	3 years	1,594,935	1.46	1,594,935	1.46
Director	Liao Yueh-Shiang	May 31, 2022	3 years	1,185,389	1.09	1,185,389	1.09
Director	Hsu, Min-Cheng	May 31, 2022	3 years	30,000	0.03	30,000	0.03
Independent Director	Hsu Ching-Tao	May 31, 2022	3 years	-	-	-	-
Independent Director	Chen Hsiang-Ning	May 31, 2022	3 years	-	-	-	-
Independent Director	Terry Chiang	May 31, 2022	3 years	-	-	-	-
Independent Director	Chiu, Chuan-Tzu	May 31, 2022	3 years	-	-	-	-

Notes:

- I. The total number of the Company's issued shares is 109,093,807. As per the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the legal minimum number of shares held by all directors should be 8,000,000.
- II. The Company has established the Audit Committee, with the four independent directors serving as the committee members. Therefore, no supervisor is engaged, and the regulation that the number of shares held by supervisors shall not be fewer than a certain percentage does not apply.

Details of the Shareholder Written Proposals Not Included in the General Shareholders' Meeting Agenda

Details of shareholder proposals for this general shareholders' meeting:

- Details: 1. As per Article 172 of the Company Act, each shareholder who holds 1% or more of the total issued shares may submit a written proposal to the Company for the general shareholders' meeting, covering only one issue, without exceeding 300 words.
2. The period of accepting such proposals for the general shareholders' meeting was from March 21, 2025 through March 31, 2025 and has been announced on the MOPS as per law.
3. The Company does not receive any shareholder proposal.