

Handbook for 2025 Annual Shareholders' Meeting (Translation)

Method of Convening the Meeting : Physical shareholders' meeting
Time: 9:00 A.M. May 26, 2025
Location: 11F-1, No. 23, Huanke 1st Rd., Zhubei City,
Hsinchu County, Taiwan (R.O.C.)



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Meeting Agenda

Meeting Agenda for 2025 Annual Shareholders' Meeting

Time : 9:00 A.M. May 26, 2025

Method of Convening the Meeting : Physical shareholders' meeting

Location : 11F-1, No. 23, Huanke 1st Rd., Zhubei City, Hsinchu County , Taiwan
(R.O.C.)

1. Attendance: shareholders and equity representatives.
2. Chairman: Mr. Genda Hu, Chairman of the Board of Directors
3. Announce the start of the meeting (report the number of shares attended)
4. Chairman's speech
5. Matters for Report
 - (1) 2024 business report
 - (2) Audit committee's review report
 - (3) Report of 2024 Employees and Directors Compensation Distributions
 - (4) Status report of the company's share buyback program
6. Matters for Ratification
 - (1) Adoption of 2024 business report and financial statements
 - (2) Adoption of the proposal for distribution of 2024 profits
7. Matters for Discussion
 - (1) Amendment to the "Articles of Incorporation"
 - (2) Amendment to the "Rules of Procedure for Shareholders' Meeting"
 - (3) Issuance of Restricted Stock Awards
 - (4) To conduct the private placement of common shares
8. Extemporaneous Motions
9. Adjournment

Matters for Report

Report item (1)

Subject: 2024 Business Report

Descriptions: 2024 Business Report is attached on page 12~14, Attachment 1.

Report item (2)

Subject: Audit Committee's Review Report

Descriptions: Audit Committee's Review Report is attached on page 15, Attachment 2.

Report item (3)

Subject: Report of 2024 Employees and Directors Compensation Distributions

Descriptions:

- (1) According to Article 26-1 of the Articles of Incorporation, if there is an annual profit, no less than 1% of the profit shall be allocated as employee compensation, and no more than 1.5% of the profit shall be allocated as directors' compensation.
- (2) After the resolution of the board of directors, the total remuneration for employees of the company in 2024 was NT\$83,947,847 and the total remuneration for directors was NT\$2,014,748, and all were paid in cash.

Report item (4)

Subject: Status report of the company's share buyback program

Descriptions:

(1) please refer the table below:

Buy-Back Batch	7th
Board of Directors Resolution Day	2025/02/21
The Purpose for Buying	Transfer shares to employees
Planned Buying Back Period	2025/02/24~2025/04/20
Upper Limit of Dollar Amount to Be Used for Buying Back Shares	NT\$ 7,330,551,000
Share Type and Quantity Planned to Buy Back	3,000,000 shares of common stock
Planned Price Range for Buying Back	NT\$54.3- NT\$114.6, but will continue to buy back shares, once the stock price is under the minimum of planned range
Actual Buying Back Period	2025/03/12~2025/04/17
Quantity and Type of Shares Bought Back	3,000,000 shares of common stock
Actual Dollar Amount Used for Buying Back	NT\$193,998,164
Average Share Bought Price	NT\$64.67
Execution Result of Buying Back Program	Completely bought back during the planned buy-back period.
Shares Eliminated and Transferred	0 shares of common stock
Cumulative Holding Quantity of Company Shares	3,697,000 shares of common stock
Proportion of Cumulative Holding Quantity of Company Shares in the Total Issued Shares	1.69%

(2) The Transferring Rule to employees of the 7th Share Buy-Back Program is attached on page 16~18, Attachment 3.

Matters for Ratification

Ratification item (1):

[Proposed by the Board]

Subject: Adoption of the 2024 Business Report and Financial Statements

Descriptions:

- (1) The Company's 2024 business report and financial statements had been approved by the Board of Directors. The 2024 financial statements were audited by independent auditors Ms. Huei-Min Huang and Mr. Chih-Ming Shao of Deloitte & Touche.
- (2) The Company's 2024 business report, independent auditor report and financial statements are attached on page 12~14, Attachment 1 and attached on page 19~36, Attachment 4.

Resolution:

Ratification item (2):

[Proposed by the Board]

Subject: Adoption of the proposal for distribution of 2024 profits

Descriptions:

- (1) The Company's 2024 net income was NT\$ 574,062,400. After adding NT\$ 2,274,347 for remeasurement of defined benefit plans, reserving NT\$ 57,633,675 as a legal reserve, and adding the unappropriated retained earnings of previous years NT\$ 505,727,461, the distributable earnings amount is NT\$ 1,024,430,533.
- (2) The above distributable earnings, it is planned to distribute cash dividends NT\$ 378,000,000. Based on the company's outstanding common shares 219,216,782 shares on December 31, 2024, it is equivalent around to a cash dividend of NT\$1.72 per share is allocated. The above cash dividends would be distributed priority from 2024 net income.
- (3) After the shareholders' meeting approval, it is proposed to authorize the chairman to set the base date, payment date, and follow-up related matters. In the future, if the treasury shares are bought back, or the treasury shares are transferred or cancelled, the issuance of restricted stocks and the exercise of employee stock options, it is necessary to cancel shares or issue new shares, which will affect the total number of outstanding shares of the company. If the dividend rate changes as a result due to the outstanding share amount change, it is proposed to authorize the chairman to adjust it. The total amount of cash dividends distributed by each shareholder is round down to NT dollar. The gap between actual payments and distribution proposal will be accounted to other income of the company.

(4) 2024 Profit Distribution Table is attached on page 37, Attachment 5.

Resolution:

Matters for Discussion

Discussion item (1):

[Proposed by the Board]

Subject: Amendment to the “Articles of Incorporation”

Descriptions:

- (1) The Company's Articles of Incorporation have been revised, according to Article 14, Paragraph 6 of the Securities and Exchange Act modified.
- (2) The Amendment Comparison Table is attached on page 38~39, as attachment 6.

Resolution:

Discussion item (2):

[Proposed by the Board]

Subject: Amendment to the “Rules of Procedure for Shareholders’ Meeting”

Descriptions:

- (1) The Company's Rules of Procedure for Shareholders’ Meeting have been modified the content as appropriate, according to the “Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies” modified.
- (2) The Amendment Comparison Table is attached on page 40~41, as attachment 7.

Resolution:

Discussion item (3):

[Proposed by the Board]

Subject: Issuance of restricted stock awards

Descriptions:

- (1) In order to attract and retain the talents needed by the company, motivate employees, enhance employee cohesion, and create benefits for the company and shareholders, the company plans to issue restricted stocks in accordance with the relevant provisions of Article 267 of Company Act and the " Regulations Governing the Offering and Issuance of Securities by Securities Issuers ".
- (2) Total issuance amount: NTD30,000,000 at par value NTD 10 per share. Total shares of issuance: 3,000,000 common shares.

(3) Issue Condition:

1. Issue price: NTD 10 per share
2. Type: common stock of the company.
3. Vesting conditions: From the date when employees are granted restricted stocks, if the employees abide by the service code and do not violate the company's labor contract, work rules and regulations or employee management system, the company will grant the employee one-third of the shares for every year of service, which will be vested in three years.
4. After employees allocated or subscribed restricted stocks, if the vesting conditions are not met or inheritance occurs, they should be handled in accordance with the issuance regulations formulated by the company.

(4) Eligible employees and shares to grant:

1. Full-time employees of the company and the full-time employees of domestic and foreign subsidiaries that directly or indirectly held more than 50% of the voting shares by the company are eligible.
2. The actual number of new shares granted to employees in accordance with these regulations will be determined based on factors such as seniority, position, work performance, overall contribution, special achievements or other factors, and will take into account the company's operating needs and business development strategies. It will be proposed by the Chairman and submitted to the Audit Committee and the Board of Directors for approval; however, for executive and director who serve as employee, the number of new shares shall be submitted to the Remuneration Committee and the Board of Directors for approval.

(5) Reasons for the issuance of restricted stocks:

In order to attract and retain the talents needed by the company, motivate employees, enhance employee cohesion, and create benefits for the company and shareholders.

(6) Amounts that may be expensed, dilution of the company's earnings per share, and other matters affecting shareholders' equity:

1. Estimated expense amount: Based on the average closing price of the company's common stocks in January 2025, NT\$76.3, the estimated expensed amount is approximately NT\$198,900 thousand in total. Based on the established vesting period and vested conditions, the expensed amount allocated each year after issuance from the first year to the fourth year will be NT\$30,388 thousand, NT\$104,975 thousand, NT\$ 46,962 thousand and NT\$16,575 thousand.
2. Dilution of EPS: Based on the outstanding shares of 219,270,949 shares in January 2025, the annual dilution of EPS from the first year to the fourth year

after issuance will be NT\$0.14, NT\$0.48, NT\$0.21, and NT\$0.08. The dilution of the Company's EPS is limited and has no significant impact on shareholders' equity.

- (7) If there are other matters not covered in this case, such as changes in the laws and regulations of the competent authorities in the future or changes in other objective environmental factors that require amendments, the shareholders' meeting is requested to authorize the board of directors to handle them with full authority.
- (8) The rules and processes of restricted stocks issuance is attached on page 42~45, as attachment 8.

Resolution:

Discussion item (4):

[Proposed by the Board]

Subject: To conduct the private placement of common shares

Descriptions:

- (1) For the Company's long-term operational development, the company plans to introduce strategic investors to jointly develop products or expand business operations. In accordance with Article 43-6 of the Securities and Exchange Act, the Company intends to conduct cash capital increase through private placement of common shares, and issues no more than 40,000,000 shares, at par value NT\$ 10 per share. It will be conducted 1 to 3 times within one year from the date of resolution of the shareholders' meeting.
- (2) Basis and rationality of price setting for the private placement:
 - 1. The price of the private placement shares shall be no less than 80% of the higher of the following two reference prices:
 - A. The simple average closing price of the common shares for either 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - B. The simple average closing price of the common shares for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - 2. The actual issue price of the common shares in this private placement will be determined with reference to the Company's operating conditions, future prospects, the restriction that the shares cannot be freely transferred for three years, and the recent stock price. The price will be determined in accordance with the " Directions for Public Companies Conducting Private Placements of

Securities" and the provisions of current laws and regulations. Therefore, the setting of the private placement price should be reasonable.

(3) Method of selecting specific persons for private placement:

1. The private placement parties are limited to specific persons as defined in Article 43-6 of the Securities and Exchange Act, and must be strategic investors. They can contribute the Company's long-term development and benefits.

2. Purpose, Necessity, and Expected Benefits of Selecting Strategic Investors:

For the Company's long-term operational development, the Company intends to introduce strategic investors for joint product development or business expansion. They will enhance operational performance, strengthen the financial structure, improve overall competitiveness, and create the interests of shareholders.

3. No investors have been finalized at this stage.

(4) Necessity for Conducting Private Placement:

1. Reason for conducting non-public offering:

The Company plans to introduce strategic investors to improve its future competitiveness. Private placement securities are subject to the regulation that they cannot be freely transferred within three years, which can ensure the long-term cooperative relationship between the Company and its strategic investment partners. Therefore, the Company intends to raise funds from specific persons through private placement to improve the timeliness and flexibility of this fund raising.

2. The purpose of funds from private placements and the expected benefits:

The number of the private placement of common shares will issue no more than 40,000,000 shares and it will be conducted 1 to 3 times within one year from the date of resolution of the shareholders' meeting. All funds are used to purchase materials, increase working capital, payback bank loans, or other needs for its future development. The plan will enhance the company's competitiveness, strengthen the shareholders structure and upgrade operating efficiency, and create the interests of shareholders.

- (5) The rights and obligations of the private placement of common shares are the same as those of the Company's outstanding common shares. However, in accordance with Article 43-8 of the Securities and Exchange Act, unless otherwise specified, the shares may not be traded within three years from the

delivery or transfer date. After the three-year period, the Company will apply for public issuance and listing in accordance with relevant laws and regulations.

- (6) The important contents of the private placement plan, except the private placement pricing ratio, including issue shares, price, terms, timing, fundraising amount, investor selection, and other relevant matters. In the event of changes due to amendments in laws and regulations, instructions from competent authorities, or objective environmental changes, it is proposed that the shareholders' meeting authorize the Board of Directors to determine and adjust such matters based on market conditions and the Company's operational needs, and to fully handle all related matters in accordance with applicable regulations, and authorize the chairman to sign all contracts and documents related to the private placement of common shares on behalf of the company.

Resolution:

Extemporaneous Motions

Adjournment

Attachment

Attachment 1

FocalTech Systems Co., Ltd. 2024 Business Report

Dear Shareholders,

Following the challenges brought by the pandemic, the Russo–Ukrainian war, inflationary pressure, and aggressive interest rate hikes by central banks worldwide. The global economy gradually stabilized and end-market consumer demand steadily recovered 2024. Faced with a rapidly changing and highly competitive environment, FocalTech, through continuous innovation and concerted team efforts, not only maintained its market share in the mobile phone market but also achieved notable growth in other fields such as tablets, notebooks, and automotive electronics, which contributed to improve the Company’s overall operating performance.

According to market research, global shipments of mobile phones and tablets increased by approximately 5% in 2024. However, FocalTech outpaced the market with a 26% year-over-year growth in shipment volume. Although revenue was affected by a decline in prices for LCD IDC (TDDI) mobile phone products, it still grew by 7% to reach NT\$14.54 billion. Benefiting from the growth in AMOLED Touch IC shipments, the annual gross margin increased to 22.4%, with gross profit reaching NT\$3.26 billion, representing a 20.3% increase compared to the previous year. Net income after tax in 2024 amounted to NT\$568 million, and earnings per share (EPS) reached NT\$2.71, reflecting an increase of more than 60% compared to the previous year and demonstrating the Company’s sound and steady business performance.

Technological innovation remains the core of FocalTech’s business growth. As a leading global provider of human–machine interface solutions for mobile devices, the Company has continued to deepen its presence in the mobile phone market while actively expanding into tablets, notebooks, and automotive electronics—building a more comprehensive and diversified product portfolio to enhance market competitiveness. In 2024, research and development (R&D) expenses totaled NT\$2.133 billion, representing a 19% increase over the previous year and accounting for 14.67% of total annual revenue, which reflects the Company’s proactive R&D strategy. The Company filed 50 new patent applications, and 40 patents were granted, laying a solid foundation for FocalTech to present its technical capabilities.

In the LCD market, FocalTech continues to leverage its advanced design capabilities to develop high value-added and innovative products while closely monitoring market trends to drive stable business growth. In the area of display driver ICs for mobile phones, FocalTech applies innovative design approaches to optimize cost structures. Amidst intense price competition and market saturation, such efforts have not only mitigated pricing pressure but also helped maintain the Company's market share. As tablet devices shift toward higher refresh rates and higher resolution, demand for active stylus support is also on the rise. FocalTech offers corresponding high-end solutions to meet the diverse technical requirements of customers across various application scenarios. In the automotive electronics segment, FocalTech, as a pioneer in LCD IDC solutions, continues to advance along with the development of in-vehicle display technologies. The Company's high-performance, high-quality chips support customers' steady growth during the transformation of the automotive market. As of now, cumulative shipments have exceeded 24 million units. FocalTech was selected one of the Top 10 Brands in China's Intelligent Cockpit Industry in 2024 and was awarded the title of "Top 10 Automotive Display Brands of the Year", demonstrating the market's strong recognition of FocalTech.

In the AMOLED display market, FocalTech has maintained a leading position in the touch controller segment, particularly excelling in high-barrier, technology-intensive domains. As the penetration rate of AMOLED panel in the mobile phone market continues to increase, FocalTech's annual touch product shipment hit a new high, making the Company become the leading manufacturer in mainland China's touch product market share, ranking third and aiming for second place.

In the notebook application segment, FocalTech made notable breakthroughs with the launch of its module products. Both shipment volume and revenue achieved exceptional growth, contributing significantly to overall business performance. Furthermore, the Company successfully integrated touch and fingerprint recognition technologies and put them into mass production, fully demonstrating FocalTech's advantages in the integration of multiple technologies. In the future, FocalTech will actively expand the application of its products and seize different high value-added markets.

While striving to enhance operational performance, FocalTech also actively implements corporate sustainability practices and consistently ranks among the top tiers in corporate governance evaluations. The Company was honored with several prestigious awards in 2024, including the Silver Award at the Taiwan Corporate Sustainability Awards (TCSA), the GoPro USA Corporate Social Responsibility Award, and the IC Top Award –

Corporate Social Responsibility Reward of the China Semiconductor Investment Alliance. In response to global carbon reduction trends, FocalTech has adopted the ISO 14064-1 standard for greenhouse gas inventory and promoted energy-saving and carbon-reduction initiatives, demonstrating a firm commitment to the goal of net-zero emissions. Upholding the belief that “what is taken from society should be used for the benefit of society”, FocalTech actively engages in public welfare, cares for the underprivileged, and participates in public affairs to fulfill its corporate social responsibility.

Looking ahead to 2025, emerging applications such as AI, high-performance computing, and electric vehicles continue to show long-term growth potential. However, the global economic outlook remains cautious due to rising geopolitical risks, uncertainties surrounding tariff policies, and intensifying market competition. In the face of such challenges, FocalTech will leverage its solid technological foundation and market presence to continuously strengthen operational resilience, focusing on product diversification and expansion into overseas markets. At the same time, the Company will optimize its product mix and focus on high value-added applications to increase long-term gross margins. Finally, we would like to thank our shareholders for their long-term trust and support. Moving forward, FocalTech will advance steadily and prudently, working with our partners to meet challenges, embrace opportunities, and deliver greater value for shareholders.

Chairman and President:



Accountant Officer:



FocalTech Systems Co., Ltd.
Audit Committee's Review Report

The Board of Directors has prepared the 2024 Business Report, Financial Statements, and proposal for profits distribution of the Company. The CPA firm of Deloitte & Touche was appointed to audit the Company's Financial Statements and has issued an audit report accordingly. The Business Report, Financial Statements, and proposal for profits distribution have been reviewed by the Audit Committee of the Company and determined to be correct and accurate. We hereby submit this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

2025 Annual Shareholders Meeting, FocalTech Systems Co., Ltd.



Chairperson of Audit Committee: Chan-Jane Lin
February 21, 2025

Attachment 3

FocalTech Systems Co., Ltd. The Transferring Rule to employees of the 7th Share Buy-Back Program

Article One:

To motivate employees and in accordance with R.O.C. Securities and Exchange Law article 28-2-1-1 and regulation of Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan, R.O.C. on “Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies”, FocalTech (the Company) establishes the “Transferring Rule of the 7th Share Buy-Back Program” (this procedure). The repurchased shares will be transferred to employees according to related laws and this procedure.

Article Two:

The shares to be transferred are the common shares with the same right and obligation as other outstanding shares except defined and ruled by related laws and this procedure.

Article Three:

The repurchased shares could be transferred to employees in five years from the buying back day in one or multiple batches.

Article Four:

On the record date, the employees officially hired by the Company or the Company's subsidiaries, 50% or more owned by the Company directly or indirectly, are entitled to subscribe the shares specified in article five of this procedure.

Article Five:

The shares allocated to eligible employees would be based on job grade, seniority and contribution level to the Company. It will be proposed by the Chairman and submitted to the Audit Committee and the Board of Directors for approval; however, for executive and director who serve as employee, the number of shares shall be submitted to the Remuneration Committee and the Board of Directors for approval.

Article Six:

The transfer procedure:

- According to the previous board resolution, announcement and application, the shares are purchased from the market during the repurchase period.

- The board of directors establish and announce the subscription record date, the subscription amount, the payment period, the rights contents and restrictions etc. under this procedure.
- Calculate the actual share amounts with payments and transfer the shares accordingly.

Article Seven:

The transfer price to employees for the shares comes from the average actual repurchase price. However, prior to the transfer, in the event of an increase or decrease in the number of outstanding common shares issued by the company, the transfer price may be adjusted according to the increase or decrease pro-rata.

Or according to the articles of incorporation of the company, if the transfer price is planned to be lower than the actual repurchase price, the special shareholder meeting resolution, 2/3 voting approval with more than 50% shareholder representatives attending, is required. The agenda of the shareholder meeting should include the description defined by “Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies” Article 10-1.

Transfer price adjustment formula:

Adjusted Transfer Price = the average price of the actually bought back shares X (the total number of common shares that have been issued at the time of repurchasing the shares ÷ the total number of common shares that have been issued when the repurchased shares are transferred to employees)

Remark: the total common shares should exclude those the Company bought back.

Article Eight:

After the repurchased shares are being transferred and registered under employees’ names, unless otherwise specified, the rights and obligations of the shares are the same as the other common shares.

Article Nine:

The shares bought back should be transferred in full within five years from the date of purchase. Overdue non-transferred parts shall be regarded as unissued shares of the company and shall be cancelled in accordance with the law.

The eligibility of subscription be disqualified if the employee leaves during the subscription base date to the subscription payment due date.

Employees who have not subscribed for payment at the end of their payment period shall be deemed to have abstained from the grant; the Chairman shall be authorized to contact other employees to purchase the unsubscribed shares.

Article Ten:

This procedure is valid by the approval of the Board of Directors but should be reported in the Shareholder's meeting. This rule shall be applied to any amendments.

Article Eleven:

This procedure was established on February 21, 2025.

Attachment 4

Independent Auditors' Report and Standalone/Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders
FocalTech Systems Co., Ltd.

Opinion

We have audited the accompanying financial statements of FocalTech Systems Co., Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole and, in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's financial statements for the year ended December 31, 2024 are stated as follows:

Valuation of Inventory

Due to high market demand fluctuation and rapid technological development, the inventories may turn obsolete or have a lower net realizable value which may result in inventories being impaired. The Company has performed impairment assessment on inventories through evaluation of aging and net realizable value of inventories quarterly. The management has practiced their professional judgement in estimating the possible loss on impairment based on the sales performance of each product. Therefore, inventory valuation is considered as a key audit matter for the financial year ended December 31, 2024.

Refer to Notes 4 and 11 for the accounting policy, accounting estimation and disclosure

information.

Our audit procedures related to the abovementioned Key Audit Matters included the following:

1. We obtained an understanding of the Company's accounting policies and procedures on the assessment of impairment through analyzing the net realizable value calculation report and inventory aging report prepared by the management. We have inspected the supporting documents of recent selling price, and re-calculated the net realizable value of inventory to ensure its accuracy and reasonableness of the management's estimation on impairment loss.
2. We obtained an understanding of the Company's judgement on the estimation of impairment loss for obsolete items information and discussed recent sales performance and the reasonableness on the estimates of inventory devaluation in the future. We also performed inspection on recent sales to evaluate the reasonableness of the impairment loss provided on obsolete stock.

Responsibilities of Corporate Management and Governance Hierarchy For the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management level 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) is responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with 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 financial statements for the years 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 audit resulting in this independent auditors' report are Huei-Min Huang and Chih-Ming Shao.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 21, 2025

FOCALTECH SYSTEMS CO., LTD.
BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Par Value)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 4 and 6)	\$ 4,019,476	26	\$ 2,781,182	17
Accounts receivables, net (Note 4 and 10)	853,585	5	1,368,404	9
Inventories (Note 4 and 11)	1,812,676	12	1,555,548	10
Other financial assets (Note 4 and 9)	812,280	5	1,688,775	11
Other current assets (Note 25)	<u>120,094</u>	<u>1</u>	<u>94,465</u>	<u>-</u>
Total current assets	<u>7,618,111</u>	<u>49</u>	<u>7,488,374</u>	<u>47</u>
NON-CURRENT ASSETS				
Financial asset at fair value through profit or loss (Note 4 and 7)	260,996	2	217,670	1
Financial assets at fair value through other comprehensive income (Note 4 and 8)	9,767	-	-	-
Investments accounted for using equity method (Note 4 and 12)	4,327,951	28	3,557,725	22
Property, plant and equipment (Note 4 and 13)	1,244,519	8	1,238,657	8
Goodwill (Notes 4 and 14)	1,237,268	8	1,237,268	8
Other intangible assets (Notes 4 and 15)	126,245	1	112,465	1
Deferred income tax assets (Notes 4 and 25)	161,559	1	175,545	1
Refundable deposits (Notes 16)	<u>454,124</u>	<u>3</u>	<u>1,852,750</u>	<u>12</u>
Total non-current assets	<u>7,822,429</u>	<u>51</u>	<u>8,392,080</u>	<u>53</u>
TOTAL	<u>\$ 15,440,540</u>	<u>100</u>	<u>\$ 15,880,454</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Accounts payables (Note 18 and 31)	\$ 2,215,498	15	\$ 1,500,085	9
Other payables (Note 19)	324,711	2	229,991	2
Current tax liabilities (Note 4 and 25)	37,297	-	127,997	1
Current position of long-term borrowings (Note 17)	-	-	26,386	-
Other current liabilities (Note 23)	<u>49,030</u>	<u>-</u>	<u>11,812</u>	<u>-</u>
Total current liabilities	<u>2,626,536</u>	<u>17</u>	<u>1,896,271</u>	<u>12</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 17)	-	-	760,454	5
Deferred tax liabilities (Notes 4 and 25)	217,109	1	219,167	1
Net defined benefit liabilities (Notes 4 and 20)	10,817	-	13,955	-
Guarantee deposits received (Notes 21)	<u>2,464,950</u>	<u>16</u>	<u>3,682,534</u>	<u>23</u>
Total non-current liabilities	<u>2,692,876</u>	<u>17</u>	<u>4,676,110</u>	<u>29</u>
Total liabilities	<u>5,319,412</u>	<u>34</u>	<u>6,572,381</u>	<u>41</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 22 and 27)				
Share capital				
Ordinary shares	<u>2,192,168</u>	<u>14</u>	<u>2,178,900</u>	<u>14</u>
Capital surplus	<u>6,150,242</u>	<u>40</u>	<u>6,031,904</u>	<u>38</u>
Retained earnings				
Legal reserve	747,512	5	712,562	4
Undistributed earnings	<u>1,082,065</u>	<u>7</u>	<u>757,830</u>	<u>5</u>
Total retained earnings	<u>1,829,577</u>	<u>12</u>	<u>1,470,392</u>	<u>9</u>
Other equity	<u>112,201</u>	<u>1</u>	<u>(210,063)</u>	<u>(1)</u>
Treasury shares	<u>(163,060)</u>	<u>(1)</u>	<u>(163,060)</u>	<u>(1)</u>
Total equity	<u>10,121,128</u>	<u>66</u>	<u>9,308,073</u>	<u>59</u>
TOTAL	<u>\$ 15,440,540</u>	<u>100</u>	<u>\$ 15,880,454</u>	<u>100</u>

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

FOCALTECH SYSTEMS CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
REVENUE (Note 4 and 23)	\$ 8,972,445	100	\$ 10,073,062	100
COSTS OF SALES (Notes 4,11, 24 and 31)	<u>(7,505,562)</u>	<u>(84)</u>	<u>(8,316,026)</u>	<u>(83)</u>
GROSS PROFIT	<u>1,466,883</u>	<u>16</u>	<u>1,757,036</u>	<u>17</u>
OPERATING EXPENSES (Notes 24, 27, 28 and 31)				
Selling and marketing expenses	(154,396)	(2)	(87,347)	(1)
General and administrative expenses	(242,182)	(2)	(218,780)	(2)
Research and development expenses	<u>(1,242,046)</u>	<u>(14)</u>	<u>(1,002,973)</u>	<u>(10)</u>
Total operating expenses	<u>(1,638,624)</u>	<u>(18)</u>	<u>(1,309,100)</u>	<u>(13)</u>
OPERATIONS (LOSS) INCOME	<u>(171,741)</u>	<u>(2)</u>	<u>447,936</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES				
Finance costs (Note 24)	(14,724)	-	(17,051)	-
Share of loss of subsidiaries and joint ventures (Note 4)	493,896	5	(190,940)	(2)
Interest income (Note 4)	181,693	2	155,746	2
Gain (loss) on financial assets and liabilities at fair value through profit or loss (Notes 4)	2,771	-	17,038	-
Other gains and losses	58,691	1	9,460	-
Gain on foreign currency exchange (Note 4)	<u>35,034</u>	<u>-</u>	<u>15,632</u>	<u>-</u>
Total non-operating income and expenses	<u>757,361</u>	<u>8</u>	<u>(10,115)</u>	<u>-</u>
INCOME BEFORE INCOME TAX	585,620	6	437,821	4
INCOME TAX EXPENSE (Notes 4 and 25)	<u>(11,558)</u>	<u>-</u>	<u>(75,902)</u>	<u>(1)</u>
NET INCOME	<u>574,062</u>	<u>6</u>	<u>361,919</u>	<u>3</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 20)	2,644	-	(861)	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Notes 4 and 25)	<u>(370)</u>	<u>-</u>	<u>120</u>	<u>-</u>
	<u>2,274</u>	<u>-</u>	<u>(741)</u>	<u>-</u>

(Continued)

FOCALTECH SYSTEMS CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Unrealized loss from debt instrument investments measured at fair value through other comprehensive income (Notes 4)	\$ (22)	-	\$ -	-
Share of other comprehensive loss of subsidiaries (Notes 4)	<u>238,433</u>	<u>3</u>	<u>(34,675)</u>	<u>-</u>
	<u>238,411</u>	<u>3</u>	<u>(34,675)</u>	<u>-</u>
Total other comprehensive income (loss), net of income tax	<u>240,685</u>	<u>3</u>	<u>(35,416)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ 814,747</u>	<u>9</u>	<u>\$ 326,503</u>	<u>3</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 2.71</u>		<u>\$ 1.74</u>	
Diluted	<u>\$ 2.64</u>		<u>\$ 1.69</u>	

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

(Concluded)

FOCALTECH SYSTEMS CO., LTD.
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Share Capital		Retained Earnings			Other Equity				
	Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Undistributed Earnings	Exchange Differences from Translating Financial Statement of Foreign Operations	Unrealized Gains(losses) on Financial Assets at Fair Value through Other comprehensive income	Unearned employee compensation	Treasury Shares	Total Equity
BALANCE, JANUARY 1, 2023	\$ 2,161,107	\$ 6,041,988	\$ 712,562	\$ 211,479	\$ 196,847	\$ 52,472	\$ (13,138)	\$ (335,829)	\$ (196,057)	\$ 8,831,431
Appropriation of 2022 earnings										
Special reserve	-	-	-	(211,479)	211,479	-	-	-	-	-
Net income for the year ended December 31, 2023	-	-	-	-	361,919	-	-	-	-	361,919
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	(741)	(41,294)	6,619	-	-	(35,416)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	361,178	(41,294)	6,619	-	-	326,503
Cash dividends distributed from capital surplus	-	(108,000)	-	-	-	-	-	-	-	(108,000)
Changes in other additional paid-in capital	-	(1,499)	-	-	(11,674)	-	-	-	-	(13,173)
Compensation cost of employee share options	-	24,940	-	-	-	-	-	-	-	24,940
Treasury shares transferred to employees	-	-	-	-	-	-	-	-	32,997	32,997
Issuance of ordinary shares from exercise of employee share options	463	508	-	-	-	-	-	-	-	971
Issuance of restricted stock for employees	20,330	137,024	-	-	-	-	-	(137,024)	-	20,330
Retirement of restricted stock employees	(3,000)	(63,057)	-	-	-	-	-	63,057	-	(3,000)
Compensation cost of restricted stock of employees	-	-	-	-	-	-	-	195,074	-	195,074
BALANCE AT DECEMBER 31, 2023	2,178,900	6,031,904	712,562	-	757,830	11,178	(6,519)	(214,722)	(163,060)	9,308,073
Appropriation of 2023 earnings										
Legal reserve	-	-	34,950	-	(34,950)	-	-	-	-	-
Cash dividends	-	-	-	-	(217,151)	-	-	-	-	(217,151)
Net income for the year ended December 31, 2024	-	-	-	-	574,062	-	-	-	-	574,062
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	2,274	232,160	6,251	-	-	240,685
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	576,336	232,160	6,251	-	-	814,747
Changes in other additional paid-in capital	-	(2,134)	-	-	-	-	-	-	-	(2,134)
Compensation cost of employee share options	-	7,810	-	-	-	-	-	-	-	7,810
Issuance of restricted stock for employees	17,800	162,435	-	-	-	-	-	(162,435)	-	17,800
Compensation cost of restricted stock of employees	-	-	-	-	-	-	-	196,515	-	196,515
Retirement of restricted stock employees	(4,532)	(49,773)	-	-	-	-	-	49,773	-	(4,532)
BALANCE AT DECEMBER 31, 2024	<u>\$ 2,192,168</u>	<u>\$ 6,150,242</u>	<u>\$ 747,512</u>	<u>\$ -</u>	<u>\$ 1,082,065</u>	<u>\$ 243,338</u>	<u>\$ (268)</u>	<u>\$ (130,869)</u>	<u>\$ (163,060)</u>	<u>\$ 10,121,128</u>

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

FOCALTECH SYSTEMS CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax from continuing operation	\$ 585,620	\$ 437,821
Adjustments for:		
Depreciation expenses	74,917	62,873
Amortization expenses	112,893	91,362
Net gain on financial assets and liabilities at fair value through profit or loss	(2,771)	(17,038)
Finance costs	14,724	17,051
Interest income	(181,693)	(155,746)
Compensation cost of employee share options	3,377	8,633
Share of (gain) loss of subsidiaries and joint ventures	(493,896)	190,940
Gain on disposal of property plant and equipment	(27,526)	-
(Gain) loss on disposal of investments	(5,334)	5,942
(Reversal gain) loss on write-down of inventories	(330,673)	(1,089,693)
Compensation cost of restricted stock to employees	163,051	110,775
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(35,221)	118,886
Accounts receivables	514,819	(446,011)
Inventories	73,545	3,644,072
Other current assets	(25,968)	59,302
Accounts payables	715,413	274,353
Other payables	94,720	(359,697)
Other current liabilities	37,510	(31,988)
Net defined benefit liabilities	(494)	(466)
Cash generated from operations	1,287,013	2,921,371
Interest paid	(15,016)	(18,007)
Income tax paid	(110,764)	(153,677)
Net cash inflow from operating activities	1,161,233	2,749,687
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial asset at fair value through other comprehensive income	(9,750)	-
Acquisition of property, plant and equipment	(88,304)	(46,972)
Disposal of property, plant and equipment	35,051	-
Decrease in refundable deposits	1,398,626	796,196
Acquisition of intangible assets	(126,673)	(145,821)
Decrease in other non-current assets	-	2,486
Decrease (increase) in other financial assets	876,495	(1,504,515)
Interest received	202,057	134,817
Net cash inflow (outflow) from investing activities	2,287,502	(763,809)

(Continued)

FOCALTECH SYSTEMS CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term borrowings	\$ -	\$(1,400,000)
Decrease in long-term borrowings	(786,840)	(200,000)
Decrease in guarantee deposits received	(1,217,584)	(660,402)
Cash dividends paid	(217,151)	(108,000)
Exercise of employee share options	-	971
Treasury shares transferred to employees	-	32,997
Issuance of restricted stock for employees	17,800	20,330
Retirement of restricted stock employees	(4,532)	(3,000)
Other	<u>(2,134)</u>	<u>(1,499)</u>
Net cash outflow from financing activities	<u>(2,210,441)</u>	<u>(2,318,603)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,238,294	(332,725)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,781,182</u>	<u>3,113,907</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 4,019,476</u>	<u>\$ 2,781,182</u>

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

(Conclude)

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders
FocalTech Systems Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of FocalTech Systems Co., Ltd. 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 notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, 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.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2024 are stated as follows:

Valuation of Inventory

Due to high market demand fluctuation and rapid technological development, the inventories may turn obsolete or have a lower net realizable value which may result in inventories being impaired. The Group has performed impairment assessment on inventories through evaluation of aging and net realizable value of inventories quarterly. The management has practiced their professional judgement in estimating the possible loss on impairment based on the sales performance of each product. Therefore, inventory valuation is considered as a key audit matter for the financial year ended December 31, 2024.

Refer to Notes 4 and 11 for the accounting policy, accounting estimation and disclosure information.

Our audit procedures related to the abovementioned Key Audit Matters included the following:

1. We obtained an understanding of the Group's accounting policies and procedures on the assessment of impairment through analyzing the net realizable value calculation report and inventory aging report prepared by the management. We have inspected the supporting documents of recent selling price, and re-calculated the net realizable value of inventory to ensure its accuracy and reasonableness of the management's estimation on impairment loss.

2. We obtained an understanding of the Group's judgement on the estimation of impairment loss for obsolete items information and discussed recent sales performance and the reasonableness on the estimates of inventory devaluation in the future. We also performed inspection on recent sales to evaluate the reasonableness of the impairment loss provided on obsolete stock.

Other Matter

We have also audited the parent company only financial statements of FocalTech Systems Co., Ltd. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

Responsibilities of Corporate Management and Governance Hierarchy for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and 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 level 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 members of the Audit Committee) is responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and 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 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 reviews resulting in this independent auditors' review report are Huei-Min Huang and Chih-Ming Shao.

Deloitte & Touche
Taipei, Taiwan
Republic of China
February 21, 2025

FOCALTECH SYSTEMS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 4 and 6)	\$ 8,247,879	44	\$ 4,444,804	24
Financial assets at fair value through profit or loss (Note 4 and 7)	280,700	2	250,205	1
Financial assets at fair value through other comprehensive income (Note 4 and 8)	54,014	-	129,746	1
Accounts receivables, net (Note 4 and 10)	1,339,654	7	1,649,039	9
Inventories (Note 4 and 11)	2,573,928	14	2,675,092	15
Other financial assets (Note 4 and 9)	912,274	5	2,806,629	15
Other current assets (Note 25)	<u>271,013</u>	<u>1</u>	<u>227,685</u>	<u>1</u>
Total current assets	<u>13,679,462</u>	<u>73</u>	<u>12,183,200</u>	<u>66</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss (Note 4 and 7)	415,826	2	365,725	2
Financial assets at fair value through other comprehensive income (Note 4 and 8)	9,767	-	50,364	-
Property, plant and equipment (Note 4 and 13)	2,529,675	14	2,439,730	13
Goodwill (Notes 4 and 14)	1,237,268	7	1,237,268	7
Other intangible assets (Note 4 and 15)	153,258	1	114,519	1
Deferred tax assets (Note 4 and 25)	165,739	1	179,725	1
Refundable deposits (Note 16)	459,603	2	1,857,769	10
Other non-current assets (Note 32)	<u>12,282</u>	<u>-</u>	<u>26,997</u>	<u>-</u>
Total non-current assets	<u>4,983,418</u>	<u>27</u>	<u>6,272,097</u>	<u>34</u>
TOTAL	<u>\$ 18,662,880</u>	<u>100</u>	<u>\$ 18,455,297</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 17)	\$ 935,802	5	\$ 860,242	5
Accounts payables (Note 18)	2,357,450	13	1,478,429	8
Other payables (Note 19)	2,019,653	11	1,456,384	8
Current tax liabilities (Notes 4 and 25)	253,700	1	387,792	2
Current position of long-term borrowings (Note 17)	22,576	-	198,493	1
Other current liabilities (Notes 23)	<u>209,387</u>	<u>1</u>	<u>78,002</u>	<u>-</u>
Total current liabilities	<u>5,798,568</u>	<u>31</u>	<u>4,459,342</u>	<u>24</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 17)	-	-	760,454	4
Deferred tax liabilities (Note 4 and 25)	217,109	1	219,167	2
Net defined benefit liabilities (Note 4 and 20)	10,817	-	13,955	-
Guarantee deposits received (Note 21)	<u>2,514,805</u>	<u>14</u>	<u>3,688,279</u>	<u>20</u>
Total non-current liabilities	<u>2,742,731</u>	<u>15</u>	<u>4,681,855</u>	<u>26</u>
Total liabilities	<u>8,541,299</u>	<u>46</u>	<u>9,141,197</u>	<u>50</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Notes 4, 22 and 27)				
Share capital				
Ordinary shares	<u>2,192,168</u>	<u>12</u>	<u>2,178,900</u>	<u>12</u>
Capital surplus	<u>6,150,242</u>	<u>33</u>	<u>6,031,904</u>	<u>32</u>
Retained earnings				
Legal reserve	747,512	4	712,562	4
Undistributed earnings	<u>1,082,065</u>	<u>6</u>	<u>757,830</u>	<u>4</u>
Total retained earnings	<u>1,829,577</u>	<u>10</u>	<u>1,470,392</u>	<u>8</u>
Other equity	<u>112,201</u>	<u>-</u>	<u>(210,063)</u>	<u>(1)</u>
Treasury shares	<u>(163,060)</u>	<u>(1)</u>	<u>(163,060)</u>	<u>(1)</u>
Equity attributable to owners of the parent	10,121,128	54	9,308,073	50
NON-CONTROLLING INTERESTS (Note 22)	<u>453</u>	<u>-</u>	<u>6,027</u>	<u>-</u>
Total equity	<u>10,121,581</u>	<u>54</u>	<u>9,314,100</u>	<u>50</u>
TOTAL	<u>\$ 18,662,880</u>	<u>100</u>	<u>\$ 18,455,297</u>	<u>100</u>

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

FOCALTECH SYSTEMS CO., LTD. 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)

	2024		2023	
	Amount	%	Amount	%
REVENUE (Note 4 and 23)	\$ 14,538,987	100	\$ 13,568,371	100
COSTS OF SALES (Notes 4,11 and 24)	<u>(11,279,954)</u>	<u>(78)</u>	<u>(10,859,718)</u>	<u>(80)</u>
GROSS PROFIT	<u>3,259,033</u>	<u>22</u>	<u>2,708,653</u>	<u>20</u>
OPERATING EXPENSES (Notes 24, 27,28 and 31)				
Selling and marketing expenses	(504,628)	(3)	(365,715)	(3)
General and administrative expenses	(454,505)	(3)	(430,621)	(3)
Research and development expenses	<u>(2,133,128)</u>	<u>(15)</u>	<u>(1,789,672)</u>	<u>(13)</u>
Total operating expenses	<u>(3,092,261)</u>	<u>(21)</u>	<u>(2,586,008)</u>	<u>(19)</u>
OPERATING INCOME	<u>166,772</u>	<u>1</u>	<u>122,645</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES				
Finance costs (Note 24)	(56,019)	-	(56,044)	-
Interest income (Note 4)	373,956	3	267,968	2
Gain (Loss) on financial assets and liabilities at fair value through profit or loss (Notes 4)	2,573	-	34,507	-
Other gains and losses, net	68,086	-	52,804	-
Gain on foreign exchange (Notes 4)	<u>25,363</u>	<u>-</u>	<u>3,837</u>	<u>-</u>
Total non-operating income and expenses	<u>413,959</u>	<u>3</u>	<u>303,072</u>	<u>2</u>
INCOME BEFORE INCOME TAX	580,731	4	425,717	3
INCOME TAX EXPENSE (Notes 4 and 25)	<u>(12,275)</u>	<u>-</u>	<u>(72,702)</u>	<u>(1)</u>
NET INCOME	<u>568,456</u>	<u>4</u>	<u>353,015</u>	<u>2</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 20)	2,644	-	(861)	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Notes 4 and 25)	<u>(370)</u>	<u>-</u>	<u>120</u>	<u>-</u>
	<u>2,274</u>	<u>-</u>	<u>(741)</u>	<u>-</u>

(Continued)

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences from translating the financial statements of foreign operations (Notes 4)	\$ 232,192	2	\$ (41,192)	2
Unrealized loss from debt instrument investments measured at fair value through other comprehensive income (Notes 4)	<u>6,251</u>	<u>-</u>	<u>6,619</u>	<u>-</u>
	<u>238,443</u>	<u>2</u>	<u>(34,573)</u>	<u>2</u>
Total other comprehensive income (loss), net of income tax	<u>240,717</u>	<u>2</u>	<u>(35,314)</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 809,173</u>	<u>6</u>	<u>\$ 317,701</u>	<u>(13)</u>
NET INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 574,062	4	\$ 361,919	(15)
Non-controlling interests	<u>(5,606)</u>	<u>-</u>	<u>(8,904)</u>	<u>-</u>
	<u>\$ 568,456</u>	<u>4</u>	<u>\$ 353,015</u>	<u>(15)</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 814,747	6	\$ 326,503	(13)
Non-controlling interests	<u>(5,574)</u>	<u>-</u>	<u>(8,802)</u>	<u>-</u>
	<u>\$ 809,173</u>	<u>6</u>	<u>\$ 317,701</u>	<u>(13)</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 2.71</u>		<u>\$ 1.74</u>	
Diluted	<u>\$ 2.64</u>		<u>\$ 1.69</u>	

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

(Concluded)

FOCALTECH SYSTEMS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Parent												
	Share Capital		Retained Earnings			Other Equity				Treasury Shares	Total	Non-controlling Interests	Total Equity
	Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Undistributed Earnings	Exchange Differences from Translating the Financial Statement of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value through Other Comprehensive Income	Unearned employee compensation					
BALANCE, JANUARY 1, 2023	\$ 2,161,107	\$ 6,041,988	\$ 712,562	\$ 211,479	\$ 196,847	\$ 52,472	\$ (13,138)	\$ (335,829)	\$ (196,057)	\$ 8,831,431	\$ 14,829	\$ 8,846,260	
Appropriation of 2022 earnings													
Reversal of special reserve	-	-	-	(211,479)	211,479	-	-	-	-	-	-	-	
Net income (loss) for the year ended December 31, 2023	-	-	-	-	361,919	-	-	-	-	361,919	(8,904)	353,015	
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	(741)	(41,294)	6,619	-	-	(35,416)	102	(35,314)	
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	361,178	(41,294)	6,619	-	-	326,503	(8,802)	317,701	
Cash distribution from additional paid-in capital	-	(108,000)	-	-	-	-	-	-	-	(108,000)	-	(108,000)	
Changes in other additional paid-in capital	-	(1,499)	-	-	(11,674)	-	-	-	-	(13,173)	-	(13,173)	
Compensation cost of employee share options	-	24,940	-	-	-	-	-	-	-	24,940	-	24,940	
Treasury shares transferred to employees	-	-	-	-	-	-	-	-	32,997	32,997	-	32,997	
Issuance of ordinary shares from exercise of employee share options	463	508	-	-	-	-	-	-	-	971	-	971	
Issuance of restricted stock employees	20,330	137,024	-	-	-	-	-	(137,024)	-	20,330	-	20,330	
Retirement of restricted stock employees	(3,000)	(63,057)	-	-	-	-	-	63,057	-	(3,000)	-	(3,000)	
Compensation cost of restricted stock to employees	-	-	-	-	-	-	-	195,074	-	195,074	-	195,074	
BALANCE, DECEMBER 31, 2023	2,178,900	6,031,904	712,562	-	757,830	11,178	(6,519)	(214,722)	(163,060)	9,308,073	6,027	9,314,100	
Appropriation of 2023 earnings													
Legal reserve	-	-	34,950	-	(34,950)	-	-	-	-	-	-	-	
Cash dividends	-	-	-	-	(217,151)	-	-	-	-	(217,151)	-	(217,151)	
Net income (loss) for the year ended December 31, 2024	-	-	-	-	574,062	-	-	-	-	574,062	(5,606)	568,456	
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	2,274	232,160	6,251	-	-	240,685	32	240,717	
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	576,336	232,160	6,251	-	-	814,747	(5,574)	809,173	
Changes in other additional paid-in capital	-	(2,134)	-	-	-	-	-	-	-	(2,134)	-	(2,134)	
Compensation cost of employee share options	-	7,810	-	-	-	-	-	-	-	7,810	-	7,810	
Issuance of restricted stock employees	17,800	162,435	-	-	-	-	-	(162,435)	-	17,800	-	17,800	
Compensation cost of restricted stock to employees	-	-	-	-	-	-	-	196,515	-	196,515	-	196,515	
Retirement of restricted stock employees	(4,532)	(49,773)	-	-	-	-	-	49,773	-	(4,532)	-	(4,532)	
BALANCE, DECEMBER 31, 2024	\$ 2,192,168	\$ 6,150,242	\$ 747,512	\$ -	\$ 1,082,065	\$ 243,338	\$ (268)	\$ (130,869)	\$ (163,060)	\$10,121,128	\$ 453	\$10,121,581	

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

FOCALTECH SYSTEMS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 580,731	\$ 425,717
Adjustments for:		
Depreciation expenses	135,424	113,685
Amortization expenses	120,082	91,815
Net gain on financial assets at fair value through profit or loss	(2,573)	(34,507)
Finance costs	56,019	56,044
Interest income	(373,956)	(267,968)
Compensation cost of employee share options	7,810	24,940
(Gain) loss on disposal of property plant and equipment	(27,271)	225
(Gain) loss on disposal of investments	(5,334)	5,942
Reversal gain on write-down of inventories	(331,164)	(1,159,428)
Unrealized loss on foreign exchange	44,689	11,720
Compensation cost of restricted stock to employees	196,515	195,074
Changes in operating assets and liabilities		
Financial assets mandatorily measured at fair value through profit or loss	(45,498)	(124,005)
Accounts receivables	326,118	(505,568)
Inventories	485,941	4,220,604
Other current assets	(47,208)	72,958
Accounts payables	853,421	557,263
Other payables	480,004	(192,185)
Other current liabilities	127,777	(1,914)
Net defined benefit liabilities	(494)	(466)
Cash generated from operations	2,581,033	3,489,946
Interest paid	(56,965)	(55,999)
Income tax paid	(171,114)	(192,444)
Net cash inflow from operating activities	2,352,954	3,241,503
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial asset at fair value through other comprehensive income	(9,750)	-
Proceeds from disposal of financial asset at fair value through other comprehensive income	136,476	-
Acquisition of property, plant and equipment	(171,926)	(59,324)
Disposal of property, plant and equipment	35,051	-
Decrease in refundable deposits	1,398,433	796,631
Acquisition of intangible assets	(158,438)	(145,821)
Decrease (Increase) in other financial assets	1,946,486	(2,300,717)
Decrease (Increase) in other non-current assets	15,734	(2,059)
Interest received	408,132	237,124
Other	-	(11,674)
Net cash inflow (outflow) from investing activities	3,600,198	(1,485,840)

(Continued)

FOCALTECH SYSTEMS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	\$ 30,450	\$ (2,198,472)
Decrease in long-term borrowings	(943,559)	(24,368)
Decrease in guarantee deposits	(1,174,262)	(681,044)
Dividends paid to owners of the Company	(217,151)	(108,000)
Exercise of employee share options	-	971
Treasury shares transferred to employees	-	32,997
Issuance of restricted stock employees	17,800	20,330
Retirement of restricted stock employees	(4,532)	(3,000)
Other	<u>(2,134)</u>	<u>(1,499)</u>
Net cash outflow from financing activities	<u>(2,293,388)</u>	<u>(2,962,085)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>143,311</u>	<u>(23,244)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,803,075	(1,229,666)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>4,444,804</u>	<u>5,674,470</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 8,247,879</u>	<u>\$ 4,444,804</u>

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

(Concluded)

Attachment 5

FocalTech 2024 Profit Distribution Table

Unit: NTD

Item	Amount
Undistributed Earnings in the beginning of the year	505,727,461
Plus: Net profit of 2024	574,062,400
Plus: Remeasurement of defined benefit plans	2,274,347
Minus: Statutory surplus reserve	(57,633,675)
Earnings available for distribution	1,024,430,533
Distribution Items:	
Dividend to common shareholders	(378,000,000)
Unappropriated retained earnings	646,430,533

Chairman:



CEO:



Accountant Officer:



Attachment 6

FocalTech Systems Co., Ltd.**Amendment to the “Articles of Incorporation” Comparison Table**

Article	Content		Reason for modification
	Before Amended	After Amended	
16-2	When the directors of the company perform the duties of the company, regardless of the operating profit and loss of the company, the compensation may be paid and the remuneration is authorized by the board of directors considering the normal level of the industry. If the company has a profit, the remuneration shall be distributed in accordance with the provisions of Article <u>27</u> .	When the directors of the company perform the duties of the company, regardless of the operating profit and loss of the company, the compensation may be paid and the remuneration is authorized by the board of directors considering the normal level of the industry. If the company has a profit, the remuneration shall be distributed in accordance with the provisions of Article <u>26-1</u> .	Modified the corresponding article
26-1	If the company makes a profit in the year, it should extract no less than 1% for the employee's remuneration, and be resolute by the board of directors whether to distribute it by stock or cash. The object must be employees who meet certain conditions, and the conditions are authorized by the board of directors to resolute. The company can base on the profit amount, and let the board of directors resolute the director's remuneration which is less than 1.5%. The employee's compensation and the directors' compensation shall be reported to the shareholders' meeting. However, when the company still has accumulated losses, it should retain the amount of compensation in advance, and then provide employees' compensation and directors' compensation according to the proportion of the preceding paragraph.	If the company makes a profit in the year, it should extract no less than 1% for the employee's remuneration, <u>and no less than 2% of it for the grassroots employees</u> , and be resolute by the board of directors whether to distribute it by stock or cash. The object must be employees who meet certain conditions, and the conditions are authorized by the board of directors to resolute. The company can base on the profit amount, and let the board of directors resolute the director's remuneration which is less than 1.5%. The employee's compensation and the directors' compensation shall <u>be approved by upon a majority of the directors present at a directors meeting, attended by two-thirds or more of directors</u> , and be reported to the shareholders' meeting. However, when the company still has accumulated losses, it should retain the amount of	In accordance with the revision of the law.

Article	Content		Reason for modification
	Before Amended	After Amended	
		compensation in advance, and then provide employees' compensation and directors' compensation according to the proportion of the preceding paragraph.	
31	<p>This Article was established on December 15, 2005. The first amendment was made on January 19, 2006. The second amendment was made on March 28, 2006. The third amendment was made on October 5, 2006. The fourth amendment was made on May 10, 2007. The fifth amendment was made on June 6, 2008. The sixth amendment was made on June 16, 2009. The seventh amendment was made on June 15, 2011. The eighth amendment was made on June 13, 2012. The ninth amendment was made on June 18, 2013. The tenth amendment was made on June 30, 2014. The eleventh amendment was made on January 5, 2015. The twelfth amendment was made on June 10, 2015. The thirteenth amendment was made on June 22, 2016, the fourteenth Amendment on June 20, 2019, the fifteenth Amendment on June 20, 2020, and the sixteenth Amendment on August 19, 2021, and the seventeenth Amendment on June 9, 2022.</p>	<p>This Article was established on December 15, 2005. The first amendment was made on January 19, 2006. The second amendment was made on March 28, 2006. The third amendment was made on October 5, 2006. The fourth amendment was made on May 10, 2007. The fifth amendment was made on June 6, 2008. The sixth amendment was made on June 16, 2009. The seventh amendment was made on June 15, 2011. The eighth amendment was made on June 13, 2012. The ninth amendment was made on June 18, 2013. The tenth amendment was made on June 30, 2014. The eleventh amendment was made on January 5, 2015. The twelfth amendment was made on June 10, 2015. The thirteenth amendment was made on June 22, 2016, the fourteenth Amendment on June 20, 2019, the fifteenth Amendment on June 20, 2020, and the sixteenth Amendment on August 19, 2021, the seventeenth Amendment on June 9, 2022, <u>and the eighteenth Amendment on May 26, 2025.</u></p>	The eighteenth Amendment date added.

FocalTech Systems Co., Ltd.
Amendment to the “Rules of Procedure for Shareholders’ Meeting”
Comparison Table

Article	Content		Reason for modification
	Before Amended	After Amended	
3	<p>(Convening shareholders’ meetings and notices regarding shareholders’ meetings)</p> <p>Except where otherwise provided by law or regulations, the Company’s shareholders’ meetings shall be convened by the Board of Directors.</p> <p>Changes in the manner of convening a shareholders’ meeting must be made via resolutions of the Board of Directors, and shall be made no later than mailing of the shareholders’ meeting notice.</p> <p>The Company shall prepare electronic versions of the notice of shareholders’ meeting; proxy forms; and reasons for and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, and the election/dismissal of directors, and shall upload said materials to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders’ meeting and at least 15 days before the date of a special shareholders’ meeting. The Company shall also prepare electronic versions of the shareholders’ meeting agenda book and the supplemental meeting materials and upload them to the MOPS at least 21 days before the date</p>	<p>(Convening shareholders’ meetings and notices regarding shareholders’ meetings)</p> <p>Except where otherwise provided by law or regulations, the Company’s shareholders’ meetings shall be convened by the Board of Directors.</p> <p>Changes in the manner of convening a shareholders’ meeting must be made via resolutions of the Board of Directors, and shall be made no later than mailing of the shareholders’ meeting notice.</p> <p>The Company shall prepare electronic versions of the notice of shareholders’ meeting; proxy forms; and reasons for and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, and the election/dismissal of directors, and shall upload said materials to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders’ meeting and at least 15 days before the date of a special shareholders’ meeting. The Company shall also prepare electronic versions of the shareholders’ meeting agenda book and the supplemental meeting materials and upload them to the MOPS at least 21 days before the date of a regular shareholders’ meeting</p>	In accordance with the revision of the law.

Article	Content		Reason for modification
	Before Amended	After Amended	
	<p>of a regular shareholders' meeting and at least 15 days before the date of a special shareholders' meeting. However, in the case of a TWSE or TPEx listed company with paid-in capital reaching NT\$<u>10</u> billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held. In addition, at least 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda book and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.</p> <p>(Omitted)</p>	<p>and at least 15 days before the date of a special shareholders' meeting. However, in the case of a TWSE or TPEx listed company with paid-in capital reaching NT\$<u>2</u> billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held. In addition, at least 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda book and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.</p> <p>(Omitted)</p>	

Attachment 8

Rules and Processes of 2025 1st Restricted Stocks Issuance

1. The Purpose of Issuance:

In order to attract and retain the talents needed by the company, motivate employees, enhance employee cohesion, and create benefits for the company and shareholders, the company plans to issue restricted stocks in accordance with the relevant provisions of Article 267 of Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers".

2. Declaration and issuance period:

The declaration shall be processed once or many times within one year from the date of the resolution of the shareholders' meeting. The shares could be issued once or many times within two years from the arrival of the approval notice of from the Financial Supervision and Administration Commission (hereinafter referred to as the competent authority). The actual date of issue is determined by the chairman.

3. Qualification requirements for employees and a grant amount:

(1) Full-time employees of the company and the full-time employees of domestic and foreign subsidiaries that directly or indirectly held more than 50% of the voting shares by the company are eligible.

(2) The actual number of new shares granted to employees in accordance with these regulations will be determined based on factors such as seniority, position, work performance, overall contribution, special achievements or other factors, and will take into account the company's operating needs and business development strategies. It will be proposed by the Chairman and submitted to the Audit Committee and the Board of Directors for approval; however, for executive and director who serve as employee, the number of new shares shall be submitted to the Remuneration Committee and the Board of Directors for approval.

(3) The upper limit to issue to a single employee should follow the rules defined in Regulations Governing the Offering and Issuance of Securities by Securities Issuers. Once the rules or regulations are updated, the upper limit shall follow thereafter.

4. Total issuance amount: NT\$30,000,000 at par value NT\$10 per share. Total shares of issuance: 3,000,000 common shares.

5. Issue Condition:

- (1) Issue price: NT\$10 per share
 - (2) Type: common stock of the company.
 - (3) Vesting conditions: From the date when employees are granted restricted stocks, if the employees abide by the service code and do not violate the company's labor contract, work rules and regulations or employee management system, the company will grant the employee one-third of the shares for every year of service, which will be vested in three years.
6. Restrictions on shares before vesting conditions:
- (1) Before the vested conditions stipulated in the preceding article are fulfilled, employees shall not be allowed to sell, pledge, transfer, gift to others, set, or dispose.
 - (2) The new shares issued before vested, the attendance, proposal, speech, voting and voting rights in the shareholders' meeting shall be the same as the common shares issued by the company and shall be subject to trust. The custody contract or the company's other custody methods shall be implemented.
 - (3) Before the shares vested, the dividends (form the earnings or the additional paid-in capital) in share or in cash could be allotted to employees in the current year, not subject to the same restrictions as the unvested shares.
 - (4) New restrict shares issued by the company to the employees with Chinese nationality shall immediately be delivered to the trust institution designated by the company as the trust for custody of the trust. Until the conditions are met, the trust and custody shall be continuously kept. For those issued to employees with other nationalities, share shall be put in the appointed custody bank.
7. Treatment to shares could not meet the vesting conditions:
- In the event that the acquired conditions are not met, the allocated shares will be purchased by the company at the original issue price and cancelled.
8. Processes to employees' voluntary resignation, dismissal, severance, leave without pay, retirement, death, etc.:
- (1) Voluntary resignation, dismissal, and severance: When employees voluntarily quit or are terminated or lay off, those shares could not meet the vested conditions, the company will purchase them back at the original issue price and cancel them.
 - (2) Leave without pay: employees who have been allocated new restricted shares and have been approved by the company to apply for suspension of pay due to childcare, injuries, etc., and the restricted shares vesting periods shall exclude the actual suspension period.

- (3) Retirement: Until the retirement effective date, those shares could not meet the vested conditions, the company will purchase them back at the original issue price and cancel them.
- (4) General death: Until the date of death, those shares could not meet the vested conditions, the company will purchase them back at the original issue price and cancel them.
- (5) Persons with disabilities or deaths due to duty and job execution: If the persons with disabilities or the deaths are due to or related to duty and job execution, all the granted shares shall be deemed to have fulfilled all vested conditions. For the deceased, the heirs shall complete the statutory necessary procedures and provide relevant supporting documents in accordance with the Civil Law Inheritance Code and the "Public Issuing Companies' Stock Handling Guidelines" and other provisions to be able to apply for the shares they should inherit.
- (6) Transfer staff: Due to the company's operational needs, for the employees transferred within company and its affiliates, rights and obligations of the restricted shares are not affected by the transfer.
- (7) If an exception for the above conditions is necessary, it shall be approved by the Chairman for employees. However, it shall be approved by the Remuneration Committee and the Board of Directors for executive and director who serve as employee.

9. Taxes: The shares allocated by employees in accordance with these Measures and the related taxation shall be handled in accordance with the tax laws of the Republic of China at that time.

10. Confidentiality and restrictions:

- (1) After being allocated new restricted shares in accordance with these measures, employees shall strictly follow company's confidentiality regulations, and shall not inquire about others or disclose the personal content and quantity of the granted shares. The company has the right to buy its shares at the original issue price and cancel the new shares that have not yet achieved the vesting conditions when employees violate the confidentiality rules.
- (2) After an employee is allocated new restricted shares in accordance with these Measures, in the event of a violation of the company's labor contract, work rules, or the company's employee management regulations, the company has the right to use the original issue price to buy back and cancel the shares.

11. Detailed Implementation Rules: The relevant procedures and detailed operation

time schedule for processing the grant list, related documents and obtaining the signature of employees who are assigned for restricted shares shall be completed and defined by the responsible department. The following notifications to process these procedures will be delivered to employees separately.

12. Other important agreed matters:

- (1) These rules shall be approved by upon a majority of the directors present at a directors meeting, attended by two-thirds or more of directors and become effective after the approval by the competent authority. The chairman of the board of directors is authorized to revise these rules first due to the regulation changes, and then the revision should be sent to the board of directors for approval retroactively.
- (2) New shares issued by the company that restrict the rights of employees are handled in the form of stock trust custody, and the company or a person designated by the company acts as an agent on behalf of all assigned employees trust affairs.
- (3) If there are any unresolved matters in these measures, unless otherwise provided by laws and regulations, the board of directors or its authorized persons shall be authorized to amend or implement them in accordance with relevant laws and regulations.

Appendix 1

FocalTech Systems Co., Ltd. Articles of Incorporation (before amended)

Section I General Provisions

- Article 1 The Company shall be incorporated as a limited liability company with shares defined by the Company Act and its name shall be “FocalTech Systems Co., Ltd.”.
- Article 2 The scope of business of the Company shall be as follow:
1. CC01080 Electronic component manufacturing
2. I301010 Information Software Services
3. IG02010 Research and Development Service
4. I501010 Product Design
5. F219010 Retail Sale of Electronic Materials
6. F401010 International Trade
7. I301020 Data Processing Services
8. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval
- Article 3 The Company shall have its head office in Hsinchu County and, if necessary, may set up branches domestically or overseas after the approval its Board of Directors and the authority.
- Article 4 Public notices of the Company shall be made in accordance with Article 28 of the Company Act.

Section II Shares

- Article 5 The total capital amount of the Company shall be five billion New Taiwan Dollars accounting for five hundred million shares, at a par value of Ten New Taiwan Dollars (NT\$10) per share. The Board of Directors is authorized to issue the unissued shares in installments
- Article 5-1 If the company intends to issue employee stock options at a share price lower than the market price (net book value per share), it shall comply with the provisions of Article 56-1 and 76 of the Code of Dealing with the Offering and Issuance of Securities of the Issuer. After being resolved by the shareholders' meeting, the shares could be issued.

Article 5-2 If the company intends to transfer the shares of the company to the employees at the price lower than the average actual purchase price, it shall comply with the provisions of Article 10-1 and Article 13 of the Measures for Buying Back Stocks of the Company by the Listed and OTC company. The approval by 2/3 of the more than 50% of the attending voting shares in the latest shareholders' meeting is required.

Article 5-3 The employees in subordinate companies are eligible for the transfer of treasury shares, allotment of new shares, the issue of employee stock options and the restriction shares with particular requirements, which are authorized to the board of directors to define.

Article 6 The share certificate of the Company shall be all name registered share certificates and shall be signed by, and affixed with the seals or signed by representative directors of the Company, and issued after duly authentication pursuant to the law. The Company can also issue shares by registering or wiring into account books based on related regulations, rather printing physical shares.

Article 7 The company's stock handling operations, besides the provisions of laws and securities regulations, also shall be in accordance with the "Standards for the Issuance of Stocks of Public Share Issuing Companies". When the relevant laws and regulations are changed, they shall be executed at any time after the change.

Article 8 Registration for transfer of shares shall all be suspended 60 days before the convocation of any ordinary shareholders' meeting, 30 days before the convocation of extraordinary shareholders' meeting, or 5 days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company.

Section III Shareholder Meeting

Article 9 The shareholders' meeting is divided into two, ordinary meetings and temporary meetings, the regular meeting shall be convened by the board of directors within six months after the end of each fiscal year; the convening of the temporary meeting shall be conducted in accordance with the relevant laws and regulations of the Republic of China. For the shareholders' meeting convening, shall notify the shareholders and announce the date, place and convening of the meeting before 30 days for ordinary meetings and 15 days for

temporary meetings. For a shareholder holding a registered stock of less than one thousand shares, the notice could be done by announcing.

Article 9-1 Shareholders who hold 1 per cent of the total number of issued shares at the time when the company convened a regular meeting of shareholders could submit no more than one shareholder meeting proposal to the company in writing. Any proposal more than one shall not be included in the shareholders meeting. The operations are handled in accordance with Company Act and related regulations.

Article 10 Resolutions of the shareholders' meeting may be processed in writing or electronically. Except specified by the provisions of Company Act, the resolution should be made by the agreement of more than half of the attending voting shares, which are more than half of the issued shares.

Article 10-1 The shareholders' meeting of the Company can be held via video conference or through other methods as announced by the central competent authority.

Article 11 When the shareholders are unable to attend the shareholders' meeting, according to Article 177 of Company Act, the power of attorney shall specify the scope of authorization and entrust the agent to attend the meeting. The power of attorney shall reach the company five days before the meeting.
The method of entrusting the shareholders to attend shall be handled in accordance with the provisions of the "Provisional Regulations on the Use of Public Companies to Attend Shareholders' Meetings" issued by the competent authority, besides to the provisions of Company Act.

Article 12 Each share has one voting right except for the case defined in Article 179 of Company Act.

Article 13 When the shareholder meeting is held, the Company chairman shall be the meeting chairman. In the absence of the chairman of the board of directors, the chairman shall appoint one director to act as the agent. If not, the directors shall elect one director to represent. If the meeting is not convened by the board of directors, the meeting chairman could be the convener. When there are two or more concentrators, one of them

should be elected to be the meeting chairman.

Article 14 The resolutions of the shareholders' meeting shall be made into meeting records, signed or sealed by the chairman, and the minutes shall be distributed to the shareholders within 20 days after the meeting. The distribution of the records shall be announced in the form of an announcement. The period of record of the minutes of the proceedings and proceedings, attendance at the shareholders' signature book or attendance card, and power of attorney attendance shall be subject to the provisions of Article 183 of Company Act.

Article 15 When the company's shares are proposed not to be traded publicly, this shall be subject to the resolution of the shareholders' meeting, and this provision will not be changed during the listing period.

Section IV Directors and Audit Committee

Article 16 The company has 7 to 9 directors, and adopts the nomination system for candidates and is elected by the shareholders' meeting with the ability to act for a term of three years. If a representative of a legal person shareholder is elected as a director, the legal person may be reassigned at any time, but only to supplement the original term. The company may with the approval of relevant laws and regulations, purchase liability insurance for directors by resolution of the board of directors, so as to reduce the risk of directors being sued by shareholders or other related parties for performing their duties according to law.

Article 16-1 The number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. The candidate nomination system shall be used. The shareholders' meeting shall elect the list of candidates for independent directors. The professional qualifications of the independent directors referred to in the preceding paragraph, restrictions on shareholding and part-time work, nomination methods, and other compliance matters shall be handled in accordance with the relevant provisions of the competent securities authority.

Article 16-2 When the directors of the company perform the duties of the company, regardless of the operating profit and loss of the company, the compensation may be paid and the remuneration is authorized by the

board of directors considering the normal level of the industry. If the company has a profit, the remuneration shall be distributed in accordance with the provisions of Article 27.

- Article 16-3 In accordance with the provisions of Article 14-4 of the Securities and Exchange Act, the company sets up an audit committee and the audit committee is responsible for executing the company's law, securities trading law and other laws and regulations stipulating the authority of the supervisor. The audit committee shall consist of all independent directors, the number of whom shall be no less than three, one of which shall be the convener, and at least one shall have accounting or financial expertise. The resolution of the audit committee shall have the agreement of more than one-half of all members.
- Article 17 When the missing amount of directors is up to one-third, the board of directors shall convene a shareholders meeting to elect new Board members within sixty days.
- Article 18 When the term of office of the director is expired but not till the re-election, except as otherwise provided in Company Act, he or she shall extend his or her duties until the re-election.
- Article 19 The Chairman shall be elected by more than 2/3 majority in the Board meeting with at least half members attending. The Chairman conducts all company affairs in accordance with laws, regulations, shareholders' meetings and board resolutions.
- Article 20 Except as otherwise provided in Company Act, the board of directors shall be convened in accordance with the provisions of Company Act. When the board of directors meets at the meeting, the directors should attend in person unless they are otherwise required by Company Act. When the directors are unable to attend in person, they will produce a power of attorney, list the scope of the authorization for the cause of the meeting, and appoint other directors to represent the board of directors. The director acts as an agent for other directors to attend the board of directors, but limited by the commission of one person.
- Article 20-1 The convening of the board of directors shall be notified to all directors by written, E-mail or fax seven days ago.
The Board meeting could be called at any time in an emergency by

notify in writing, by e-mail or by fax.

- Article 21 The chairman of the board represents the company. If the chairman leave or other reasons that makes him cannot exercise authority, the chairman of the board of directors shall appoint one person to act as the agent. In the absence of such designation, the deputy shall be elected by the directors.
- Article 22 Matters to be resolved by the board of directors shall be made into records and shall be signed or sealed by the chairman. Within 20 days after the meeting, the records will be distributed to all directors. The records of the board meeting shall notice the proceedings of the board of directors, the attendance of the board of directors shall be recorded. The agent's power of attorney attendance will be handled in accordance with Article 207 of Company Act.
- Article 23 The Board of Directors shall have the following functions and responsibilities:
1. Decision on business policy
 2. Validation of the budget
 3. Prepare financial statements to report shareholders' meeting.
 4. Amend the proposed articles of association.
 5. Execute resolutions of the shareholders meeting.
 6. Validation of the main contract.
 7. Propose a Ratification for surplus distribution or loss provision.
 8. Ratifications for capital increase or reduction.
 9. Employment of key staff.
 10. The organization rules and business rules formulation
 11. Other duties defined by laws and shareholder meeting resolutions

Section V Managers and staff

- Article 24 The company may have the position of the manager, whose appointment, dismissal and remuneration are in accordance with Article 29 of Company Act.
- Article 24-1 The Company may, subject to the relevant laws and regulations, obtain resolutions from the board of directors and purchase liability insurance for the managers to reduce the risk of the managers being prosecuted by shareholders or other related parties for performing their duties according to law.

Article 25 The company may hire important staffs based on Board resolutions in accordance with the provisions of Article 24 of the Articles of Incorporation.

Section VI Accounting

Article 26 The Board of Directors shall prepare after the close of each accounting fiscal year for the Company (1) Business Report, (2) Financial Statements, (3) Ratification of Distribution of Profit or Making Up of Loss, etc. and submit the same to the general shareholders meeting for acceptance.

Article 26-1 If the If the company makes a profit in the year, it should extract no less than 1% for the employee's remuneration, and be resolute by the board of directors whether to distribute it by stock or cash. The object must be employees who meet certain conditions, and the conditions are authorized by the board of directors to resolute. The company can base on the profit amount, and let the board of directors resolute the director's remuneration which is less than 1.5%. The employee's compensation and the directors' compensation shall be reported to the shareholders' meeting. However, when the company still has accumulated losses, it should retain the amount of compensation in advance, and then provide employees' compensation and directors' compensation according to the proportion of the preceding paragraph.

Article 27 If the Company has earnings annually, the payments to tax liability and the compensation of the accumulated deficit should be done first. Then 10% of the rest amount should be extracted to the legal reserve. If the legal reserve has reached the amount of paid-in capital of the company, this extraction may not be required. In addition, the special reserve shall be reversed or reserved, according to the law or operating requirements. The remaining amount plus the year beginning undistributed retained earnings is available for distribution in terms of cash or shares, which is proposed by the Board of Directors, and is required to be approved by the shareholders' meeting. The company's dividend policy is based on the current and future development plans, considering the investment environment, capital needs and domestic and international competition, and taking into

account the interests of shareholders, etc., the annual earning is not less than 10% of the annual dividend distribution dividends. When distributing dividends to shareholders, it can be cash or stock, in which the cash dividend is not less than 10% of the total dividend, but the cash dividend of less than NT\$0.5 per share will not be issued.

- Article 28 The company may endorse the external endorsement and may, depending on the needs of the business, lend the funds to others. Its operating methods are determined by the board of directors according to law.
- Article 29 The total amount of the company's investment is not subject to the limit of 40 percent of the paid-in capital of Company Act in Article 13.
- Article 30 The company's organization rules and operation procedures are set by the board of directors.
- Article 30-1 For matters not regulated in this statute, shall be handled in accordance with the provisions of Company Act and other statutes.
- Article 31 This Article was established on December 15, 2005. The first amendment was made on January 19, 2006. The second amendment was made on March 28, 2006. The third amendment was made on October 5, 2006. The fourth amendment was made on May 10, 2007. The fifth amendment was made on June 6, 2008. The sixth amendment was made on June 16, 2009. The seventh amendment was made on June 15, 2011. The eighth amendment was made on June 13, 2012. The ninth amendment was made on June 18, 2013. The tenth amendment was made on June 30, 2014. The eleventh amendment was made on January 5, 2015. The twelfth amendment was made on June 10, 2015. The thirteenth amendment was made on June 22, 2016, the fourteenth Amendment on June 20, 2019, the fifteenth Amendment on June 20, 2020, and the sixteenth Amendment on August 19, 2021, and the seventeenth Amendment on June 9, 2022.

Appendix 2

Rules of Procedure for Shareholders' Meeting (before amended)

Approved by the Shareholders' Meeting on June 9, 2022

- Article 1 To establish a good governance system, sound supervisory capabilities, and strong management capabilities for the Company's shareholders' meetings, and pursuant to the relevant provisions of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Company adopts these Rules.
- Article 2 The Company's procedural rules for shareholders' meetings shall, except as otherwise provided by law, regulations, or the Company's Articles of Incorporation, be as provided in these Rules.
- Article 3 (Convening shareholders' meetings and notices regarding shareholders' meetings)

Except where otherwise provided by law or regulations, the Company's shareholders' meetings shall be convened by the Board of Directors.

Changes in the manner of convening a shareholders' meeting must be made via resolutions of the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

The Company shall prepare electronic versions of the notice of shareholders' meeting; proxy forms; and reasons for and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, and the election/dismissal of directors, and shall upload said materials to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders' meeting and at least 15 days before the date of a special shareholders' meeting. The Company shall also prepare electronic versions of the shareholders' meeting agenda book and the supplemental meeting materials and upload them to the MOPS at least 21 days before the date of a regular shareholders' meeting and at least 15 days before the date of a special shareholders' meeting. However, in the case of a TWSE or TPEX listed company with paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent

fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held. In addition, at least 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda book and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda book and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For in-person shareholders' meetings, these materials shall be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, these materials shall be distributed on-site at the meeting and electronic files shall be shared on the virtual meeting platform.
3. For virtual-only shareholders' meeting, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors, amendments to the Company's Articles of Incorporation, reduction of capital, application for the approval of ceasing the Company's status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the 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, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised as an extemporary motion.

Where both re-election of all directors and their inauguration dates are stated in the notice of the reasons for convening the shareholders' meeting,

after the completion of the re-election in said meeting, such inauguration dates may not be altered by any extemporary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit a proposal to the Company for discussion at a regular shareholders' meeting. The number of matters proposed is limited to one only, and no proposal containing more than one matter shall be included in the meeting agenda. When the circumstances of any Subparagraph of Article 172-1, Paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided that procedurally the number of matters proposed is limited to one only in accordance with Article 172-1 of the Company Act, and no proposal containing more than one matter shall be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words shall be included in the meeting agenda. The shareholder making the proposal shall be present, in person or by proxy, at the regular shareholders' meeting and shall take part in discussion of the proposal.

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

Article 4 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment.

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

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two days before the date of the shareholders' meeting. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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

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

The restrictions on the venue of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

Article 6 (Preparation of attendance books and other documents)

The time during which attendance registrations for shareholders, solicitors and proxies (collectively referred to as "shareholders") will be accepted shall be at least 30 minutes prior to the time the meeting starts. The place at which attendance registrations are accepted shall be clearly marked, and a sufficient number of competent personnel shall be assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30

minutes before the meeting starts. Shareholders completing registration shall be deemed to have attended the shareholders' meeting in person.

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

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

Shareholders shall attend shareholders' meetings through attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the date of the shareholders' meeting.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report, and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and shall make this information available until the end of the meeting.

Article 6-1 (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notices)

To convene a virtual shareholders' meeting, the Company shall include the following particulars in the shareholders' meeting notice:

1. How shareholders shall attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events. This shall cover, at a minimum, the following particulars:
 - (1) The time to which the meeting shall be postponed or from which time the meeting shall resume if the above obstruction continues

and cannot be resolved, and the date to which the meeting shall be postponed or on which the meeting will resume.

- (2) Shareholders who have not registered to attend an affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (3) In the event of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if, after deducting those represented by shareholders attending the virtual shareholders' meeting online, the total number of shares represented at the meeting meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed to have abstained from voting on all proposals on that shareholders' meeting agenda.
 - (4) Measures to be taken if the outcome of all proposals have been announced but extemporary motions have not yet been proceeded with.
3. When the Company convenes a virtual-only shareholders' meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.

Article 7 (The chair and non-voting participants of a shareholders' meeting)

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

If a shareholders' meeting is convened by a party with the power to convene that is not the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, and related persons retained by it to attend a shareholders' meeting in a non-voting capacity, and to answer related questions during the proceedings.

Article 8 (Documentation of a shareholders' meeting via audio or video)

The Company shall make an uninterrupted audio and video recording of the shareholders' meeting, from the beginning to end, and shall retain the recording for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

For a virtual shareholders' meeting, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast, and results of votes counted by the Company, and shall make continuous and uninterrupted audio and video records of the proceedings of the virtual meeting, from beginning to end.

The information and audio and video recordings in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and the Company shall provide copies of the audio and video recordings to the party appointed to handle matters of the virtual meeting for retention.

Article 9 Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated in accordance with the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised via correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement; there shall be no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the

Company shall also declare the meeting adjourned on the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall re-register to the Company in accordance with Article 6.

When, prior to the conclusion of a meeting, the attending shareholders reach a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting in accordance with Article 174 of the Company Act.

Article 10 (Proposal Discussion)

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

The provisions of the preceding paragraph apply, *mutatis mutandis*, to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

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

When the chair is of the opinion that a proposal, its amendments, or extemporaneous motions put forward by the shareholders have been

discussed sufficiently to put such to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11 (Shareholder speeches)

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed not to have spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Shareholders are allowed to speak or raise a question regarding the matters on the agenda only after all the matters on the agenda have been read out or reported by the chair or his/her/its appointee. A shareholder may not speak more than twice, and a single speech may not exceed five minutes. However, with the consent of the chair, a shareholder may extend the speech for five minutes; such an extension may be granted only once.

The time and number of speeches made by shareholders in response to each of the motions for recognition and discussion of the matters listed on the agenda and to each of the proposals put forward in the extemporary motion procedure shall be subject to the rules specified in the preceding paragraph.

The time and number of questions raised and speeches made by shareholders regarding motions that are not listed as matters on the agenda during the proceedings of extemporary motions shall be subject to the rules specified in paragraph 1.

If a shareholder's speech violates the rules stipulated in the preceding paragraph or exceeds the scope of the agenda item, the chair may terminate the speech.

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 violations.

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

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform, from the time the chair declares the meeting open until the chair declares the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 8 do not apply.

Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders' meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the Company's interests, that shareholder shall not vote on that item, nor shall they exercise voting rights as proxy for any other shareholder.

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy shall not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed to be non-voting shares under Article 179, Paragraph 2 of the Company Act.

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

means shall be deemed to have attended the meeting in person, but to have waived his/her/its rights with respect to the extemporaneous motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail. 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.

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 shall then be deemed rejected, and no further voting shall be required.

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

Vote counting shall be conducted in public at the place of the shareholders' meeting. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces that the voting session has ended, or they shall be deemed to have abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the in-person shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights via correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extemporary motions, they shall not exercise voting rights on the original proposals, make any amendments to the original proposals, nor exercise voting rights on amendments to the original proposal.

Article 14 (Matters related to election)

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

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

Article 15 Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting, and a copy distributed to each

shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and venue 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, in the event of an election of directors, the number of voting rights won by each candidate shall also be disclosed. The minutes shall be retained for the duration of the existence of the Company.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's full name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes the alternative measures available to shareholders who have difficulties in attending a virtual-only shareholders' meeting online.

Article 16 (Public disclosure)

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

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented by the attending shareholders shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented by the attending shareholders is calculated and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs for a shareholders' meeting shall wear identification cards or arm bands.

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

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

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

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

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

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

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

Article 19 (Disclosure of information at virtual meetings)

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

Article 20 (Location of the chair and secretary of virtual-only shareholders' meeting)

When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall announce said location's address when the meeting is called to order.

Article 21 (Handling of disconnection)

In the event of a virtual shareholders' meeting, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for 30 minutes or longer, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

When a company postpones or reconvenes a meeting under paragraph 1, shareholders who registered to take part by video conferencing in the originally scheduled shareholders' meeting and completed sign-in, but do not participate in the postponed or reconvened meeting, the number of shares represented by them and voting rights and election rights exercised by them shall be counted toward the total number of shares, number of voting rights and number of election rights of shareholders represented at the postponed or reconvened meeting.

During a postponed or resumed session of a shareholders' meeting held under the paragraph 1, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in paragraph 1, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under paragraph 1 is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed to have abstained from voting on all proposals on that shareholders' meeting agenda.

When postponing or resuming a meeting in accordance with paragraph 1, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates and periods set forth under Article 12, second half, and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle such a matter based on the date of the shareholders' meeting that is postponed or resumed under paragraph 1.

Article 22 (Handling of digital divide)

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

Article 23 This rule will be implemented after approval by the shareholders' meeting and the amendment will follow the same procedure.

Appendix 3

FocalTech Directors' Shareholding Status

Record Date: March 28, 2025

Position	Name	Gender	Shareholding Status	
			Number of shares	Shareholding Ratio
Chairman	Genda Hu	Male	1,695,120	0.77%
Director	GWAA LLC Representative Person : Han-Ping Shieh	Male	4,158,691	1.90%
Director	GWAA LLC Representative Person : Jeff Chang	Male		
Director	Acer Inc. Representative: Jason Chen	Male	8,732,688	3.98%
Independent Director	Chin-Tay Shih	Male	0	0%
Independent Director	Chan-Jane Lin	Female	0	0%
Independent Director	Hsing-Chien Tuan	Male	0	0%
Independent Director	Jim Lai	Male	0	0%
Total of All Directors			14,586,499	6.65%

Note:

1. Total shares issued: 219,279,782 common shares.
2. Minimum number of shares that all directors should hold in total is 12,000,000 shares on March 28, 2025.
3. The number of shares held by individual and all directors are listed above summarized from the shareholders' register on the date of suspension of transfer, which fulfills the requirement of Article 26 of the Securities Exchange Act.