

Ticker symbol: 6213

ITEQ

Innovation, Teamwork, Excellence, Quality

ITEQ Corporation

2025 Annual General Shareholders' Meeting Handbook

Time: 9:00 a.m. on May 26, 2025 (Monday)

Location: No. 17, Daluge Rd., Xinpu Township, Hsinchu County
30544, Taiwan (R.O.C.)

Meeting Type: Physical Shareholders' Meeting

Notice to Readers:

For the convenience of readers, the Meeting Handbook has been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese version shall prevail.

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ITEQ Corporation

2025 Annual General Shareholders' Meeting Agenda

Time: May 26, 2025 (Monday) at 9:00 am

Place: No. 17, Daluge Rd., Xinpu Township, Hsinchu County 30544, Taiwan (R.O.C.)

Meeting Type: Physical Shareholders' Meeting

Chairperson: Chin-Tsai Chen

Call the Meeting to Order

Chairperson's Speech

I. Reported Matters

(I) 2024 Business Report.

(II) Audit Committee's Review Report on the 2024 Financial Statements.

(III) Distribution of Remuneration for Employees and Directors of 2024.

(IV) Status of Distribution for Cash Dividends of 2024 Earnings.

(V) Report on the Distribution of 2024 Directors Remuneration.

II. Approval Matters

2024 Business Report, Financial Statements, and Earnings Distribution Proposal.

III. Discussion Matters

(I) Amendment to the Company's "Articles of Incorporation".

(II) Proposal for Release the Prohibition on Directors from Participation in Competitive Business.

IV. Motions

V. Adjournment

I. Reported Matters

Agenda 1

Subject: 2024 Business Report.

Explanation: Refer to Annex I (Page 8) for the 2024 Business Report.

Agenda 2

Subject: Audit Committee's Review Report on the 2024 Financial Statements.

Explanation:

- (I) Refer to Annex II (Page 12) for the Audit Committee's Review Report.
- (II) The Audit Committee convener shall recite the review report.

Agenda 3

Subject: Distribution of Remuneration for Employees and Directors of 2024.

Explanation:

- (I) Handled in accordance with Article 27 of the Articles of Incorporation.
- (II) The Company's 2024 profit before tax is NT\$1,235,788,498 (profit before tax excluding directors' and employees' remuneration). The total amount provisioned for directors' remuneration is NT\$12,357,885 (1.0% of the profit before tax) and total amount provisioned for employees' remuneration is NT\$49,431,540 (4.0% of the profit before tax). All of the above amounts will be issued in cash and are consistent with the recognized expense.
- (III) The above amounts provisioned for remuneration were reviewed by the Compensation Committee on March 7, 2025 and approved by resolution of the Board of Directors on the same day.

Agenda 4

Subject: Status of Distribution for Cash Dividends of 2024 Earnings.

Explanation:

- (I) According to Article 27-1 of the Articles of Incorporation, if all or part of the dividend or bonus is issued in cash, the Board of Directors is authorized to process such issuance following the approval of the majority of directors present

in a meeting that is attended by two-thirds of the total number of Directors, with a report to be filed to the shareholders' meeting.

- (II) The total amount of cash dividend to be distributed is NT\$653,322,992, at NT\$1.8 per share, rounded down to a minimum of NT\$1. The sum of fractional amounts ignored shall be recognized as other income of the Company.
- (III) This proposal has been approved by Board resolution, with authorization granted to the chairperson to further determine the ex-dividend record date, payment date, and other relevant matters. If the ratio of issuance changes due to a change in the number of outstanding shares following repurchase of shares by the Company, transfer or cancellation of treasury shares, conversion of convertible bonds, exercise of employee stock options, or other event that increases or decreases the number of shares, the chairperson is also authorized to handle such event.

Agenda 5

Subject: Report on Distribution of 2024 Directors Remuneration.

Explanation:

- (I) The policy, standard, and combination of remuneration paid by the Company to Directors and Independent Directors, and procedure to determine the remuneration and connection to operating performance and future risk:
 1. According to the Company's "Articles of Incorporation", the Board of Directors is authorized to determine directors' remuneration based on common standard in the same industry, and in accordance with the level of participation in the Company's operations and the value of contribution.
 2. The Company's "Articles of Incorporation" stipulate that no more than 2% of its annual profit will be allocated for directors' remuneration. Additionally, various base points will be considered for calculating directors' remuneration as per the Company's "Policy on Distribution of Directors' Remuneration." This calculation will take into account the directors' positions, those representing subsidiaries, their level of involvement in corporate operations, and their role as a guarantor for bank loans. Accordingly, reasonable compensation will be provided to the Directors. This compensation will be submitted to the Compensation Committee for

deliberation before being presented to the Board of Directors for approval.

- (II) For details of Remuneration to Directors, please refer to Annex III (Page 13) of this handbook.

II. Approval Matters

Subject: 2024 Business Report, Financial Statements, and Earnings Distribution Proposal.

(Proposed by the Board of Directors)

Explanation:

1. The Company's 2024 parent-company-only financial statement and consolidated financial statement have been audited and certified by CPA Chia-Chien Tang and Ya-Ling Chen of KPMG Taiwan, for which an unmodified opinion has been issued. The Financial Statements together with Business Report and Earnings Distribution Proposal have been approved by the Board of Directors and the Audit Committee of the Company. The Audit Committee issued a review report.
2. Please refer to Annex I (Page 8) & Annex IV (Page 14) for the 2024 Business Report, Independent Auditors' Report, Financial Statements, and Earnings Distribution Proposal.
3. The above-mentioned are hereby submitted for adoption at this shareholders' meeting.

Resolution:

III. Discussion Matters

Agenda 1

(Proposed by the Board of Directors)

Subject: Amendment to the Company's "Articles of Incorporation."

Explanation:

- (I) To comply with Financial Supervisory Commission's Directive No. 1130385442 issued on November 8, 2024, the following content has been added to Article 14-6 of the "Securities and Exchange Act": It shall be stipulated in the Articles of Incorporation that a certain percentage of the annual profit shall be set aside to adjust the salaries of entry-level employees or distribute remuneration to them. Therefore, some provisions of the Company's Articles of Incorporation are hereby amended.

(II) For the proposal of amended provisions, please refer to Annex V (Page 29) of this handbook.

(III) The proposal above is submitted for discussion.

Resolution:

Agenda 2

(Proposed by the Board of Directors)

Subject: Proposal for Release the Prohibition on Directors from Participation in Competitive Business.

Explanation:

- (I) According to Article 209 of the Company Act.
- (II) The Directors of the Company shown in the table below have invested in or operated other companies with their business scope same as or similar to that of the Company and serve as directors. However, if their participation in the operation benefits the Company's diversified development and aligns with operational strategies, we can rely on their expertise and relevant experience. Provided that the Company's interests are not harmed, we plan to request the shareholders' meeting to approve releasing the Director from the non-competition restriction.
- (III) Newly added relevant positions held currently as below:

Title	Name	To hold positions in other companies
Director	Hui-Fen Chan (詹慧芬)	iCatch Technology, Inc./ Independent Director Sirius Wireless Inc. / Independent Director e-Ray Optoelectronics Technology Co., Ltd./ Representative Directors
Independent Director	Chao-Zon Yang (楊朝榮)	TaiDoc Technology Corporation/ Independent Director

(IV) The proposal above is submitted for discussion.

Resolution:

IV. Motions

V. Adjournment

2024 Business Report

I. Management Principles

(1) Focusing on Advanced Electronic Materials and Continuously Expanding Application Domain

In 2024, global demand for advanced electronic materials continues to grow, particularly in fields such as AI servers, high-speed computing, electric vehicles (EVs), and data centers. Our company is committed to strengthening its offerings in high-frequency, low-loss materials; high-heat-resistant and highly reliable materials; and environmentally friendly, electronic-grade laminate materials. We are also actively expanding our global market share, enhancing partnerships with leading international firms, and solidifying our competitive edge.

(2) Strengthening Supply Chain Management to Ensure Quality and Stable Supply

Supply chain resilience has become a cornerstone of industrial competitiveness. Our company will further enhance supply chain quality management by overseeing raw material suppliers, controlling processes, and verifying products, all while adhering to testing standards and ensuring compliance with international regulations and customer requirements. Concurrently, we will introduce smart manufacturing technologies to enhance production efficiency and reduce costs, thereby providing a stable supply amid market fluctuations and improving overall competitiveness.

(3) Seizing Market Growth Opportunities and Accelerating Technology Development and Deployment

The global semiconductor and electronics markets are increasingly influenced by generative AI, electric vehicles, and the expansion of data centers. This trend is driving a surge in demand for high-performance computing and advanced materials for high-frequency, high-speed transmission. Our company is committed to enhancing our material technology development for applications such as AI computing chips, high-voltage fast-charging systems for electric vehicles, and broadband communications. In parallel, we will boost our presence and marketing efforts in the Asian and North American markets to better serve the needs of our global customers.

(4) Advancing ESG Corporate Culture and Promoting Green Manufacturing and Low-Carbon Supply Chains

As the global emphasis on environmental protection and sustainable operations intensifies, our company will continue to promote green manufacturing processes, adopt low-carbon production methods, and enhance supply chain management to ensure eco-friendly standards throughout the entire value chain, from raw materials to finished products. These efforts will enhance our sustainable competitiveness as an enterprise.

II. Implementation Overview

In 2024, our company achieved a consolidated operating revenue of NT\$29.4 billion, representing a 17.14% year-over-year growth. Despite varying economic and inflationary performances across global markets in 2024, with no significant increase in worldwide financial development, several factors—including easing inflation, reduced labor market pressures, widespread adoption of AI applications, and the expansion of the new energy vehicle market—drove increased demand for AI server and automotive electronics-related printed circuit boards (PCBs). This resulted in double-digit annual growth rates for both consolidated revenue and gross profit. Effective control of operating expenses further enhanced the operating profit growth rate by over 30% year-over-year. However, non-operating income declined due to the completion of insurance claims from our Taiwan plant in 2023, with claims revenue deducted by NT\$118 million in 2024 compared to the previous year. Consequently, the net profit after tax grew by 21.45% compared to 2023.

III. Business Plan Implementation Results (Consolidated Statement)

Currency Unit: NT\$1,000

Item	2023	2024	YoY (%)
Operating Revenue	25,079,039	29,377,677	17.14%
Operating Gross Profit	3,105,637	3,689,962	18.81%
Net Operating Income	994,869	1,350,667	35.76%
Non-operating Income and Expenses	157,427	(33,342)	—
Net Profit After Tax	676,626	821,787	21.45%
Net Profit Margin (%)	2.70%	2.80%	—

IV. Performance of Operating Budget

The Corporation did not release its 2024 forecast, so there is no need to disclose the operating budget performance. However, the overall actual operating conditions and performance are generally in line with the Corporation's internal operating plan.

V. Profitability Analysis (Consolidated Statement)

Item	2023	2024
Return on Assets (ROA) (%)	2.37	2.82
Return on Equity (ROE) (%)	3.42	4.10
Ratio of Income to Paid-in Capital (%)	27.41	37.21
Ratio of Net Profit Before Tax to Paid-in Capital (%)	31.75	36.29
Net Profit Margin (%)	2.70	2.80
Earnings Per Share After Tax (NT\$)	1.86	2.26

VI. Research Development Status

In light of the rapid development of AI applications and the global push for net-zero carbon emissions in 2024, ITEQ Corporation has focused its efforts on innovation and sustainability by expanding into advanced AI electronic materials. To respond to the swift growth of markets such as AI servers, high-speed computing switches, and electronics for new energy vehicles—while also considering the effects of relevant regulations and geopolitical factors—we have strategically planned our R&D approach and rolled out key material technologies ahead of schedule.

In order to meet the demands of future high-density circuit designs as well as reinforce our leadership in the global advanced laminate materials market, ITEQ continues to make significant investments in new material R&D and collaborates closely with customers to improve the performance of high-frequency, high-speed, and low-loss transmission products. We are strategically positioning ourselves in application areas such as AI data centers, smart automotive electronics, 5G/6G communication infrastructure, and AI PCs/laptops.

For FPCs, we remain focused on two key aspects: consumer electronics and automotive applications, while simultaneously exploring high-speed transmission and ultra-thin material requirements for emerging technologies like AI applications and humanoid robotics. In consumer electronics, building on our existing low-loss and ion-migration-resistant materials, we are optimizing products to meet the rising demand for foldable screens by launching highly flexible laminate and coverlay films tailored to these applications. In automotive applications, for new energy battery FPCs, we are developing highly reliable laminate and coverlay films to meet the long-term reliability and safety requirements of in-vehicle and energy storage systems. For smart cockpits and Advanced Driver Assistance Systems (ADAS), we continue to upgrade high dimensional stability laminate for in-vehicle displays. Meanwhile, we are developing lower dielectric loss laminate and coverlay films for radar applications, including millimeter-wave and LiDAR.

As we look toward the 2050 net-zero carbon emissions goal, ITEQ is enhancing collaboration with supply chain partners to jointly advance the sustainable development of the electronic materials industry. We are committed to developing greener production processes and continually evaluating and refining the carbon

footprint of our raw materials. Through concrete actions, we aim to fulfill our corporate social responsibility, contributing to smart living and a sustainable future.

Chairperson of the Board: Chin-Tsai Chen
Managerial Officer: Hsin-Hui Tsai
Finance and Accounting Supervisor: Jung-Tsan Chou

ITEQ Corporation
Audit Committee's Review Report

The Board of Directors has prepared and submitted to the undersigned, the Audit Committee of ITEQ Corporation, the 2024 financial statements (including consolidated and parent-company-only), business report, earnings distribution proposal thereof, wherein the 2024 financial statements have been reviewed by Chia-Chien Tang and Ya-Ling Chen, CPAs of KPMG Taiwan, and concluded with an audit report without reservation. The aforesaid financial statements, business report, earnings distribution proposal thereof have been examined by the Audit Committee with the opinion that they are not yet inconsistent, hence we hereby report the above in accordance with the provisions in the Taiwan Securities and Exchange Act and Taiwan Company Act for the review and approval of all our shareholders.

All the best,

ITEQ Corporation

2025 Annual General of Shareholders' Meeting

Convener of the Audit Committee: Chen-En Ko

March 7, 2025

ITEQ Corporation

2024 Remuneration to Directors

Unit: %, NT\$ Thousand

Job Title	Name	Remuneration to directors								Sum of A+B+C+D and ratio to net income (Note 3)		Remuneration received by directors for concurrent service as an employee								Sum of A+B+C+D+E+F+G and ratio to net income (Note 3)		Remuneration received from investee enterprises other than subsidiaries or from the parent company
		Base compensation (A)		Retirement pay and pension (B) (Note 1)		Director profit sharing compensation (C) (Note 2)		Expenses and perquisites (D)				Salary, rewards, and special disbursements(E)		Retirement pay and pension (F) (Note 1)		Employee profit-sharing compensation (G) (Note 2)						
		The Company	All Consolidated entities	The Company	All Consolidated entities	The Company	All Consolidated entities	The Company	All Consolidated entities	The Company	All Consolidated entities	The Company	All Consolidated entities	The Company	All Consolidated entities	The Company		All Consolidated entities		The Company	All Consolidated entities	
		Amount in cash	Amount in stock	Amount in cash	Amount in stock																	
Chairperson of the Board	Chin-Tsai Chen	–	–	–	–	3,318	3,318	35	35	3,353 0.41%	3,353 0.41%	4,200	4,200	–	–	–	–	–	–	7,553 0.92%	7,553 0.92%	None
Director	Hsin-Hui Tsai	–	–	–	–	2,213	2,213	35	35	2,248 0.27%	2,248 0.27%	2,022	4,550	–	–	4,702	–	4,702	–	8,972 1.09%	11,500 1.40%	None
Director	WIN Semiconductors Corp. Representative: Ching-Thou Tsen	–	–	–	–	1,107	1,107	35	35	1,142 0.14%	1,142 0.14%	–	–	–	–	–	–	–	–	1,142 0.14%	1,142 0.14%	None
Director	WIN Semiconductors Corp. Representative: Yun-An Yu (Note4)	–	–	–	–	646	646	15	15	661 0.08%	661 0.08%	–	–	–	–	–	–	–	–	661 0.08%	661 0.08%	None
Director	Hui-Fen Chan (Note4)	–	–	–	–	646	646	10	10	656 0.08%	656 0.08%	–	–	–	–	–	–	–	–	656 0.08%	656 0.08%	None
	Sub-total	–	–	–	–	7,930	7,930	130	130	8,060 0.98%	8,060 0.98%	6,223	8,750	–	–	4,702	–	4,702	–	18,984 2.31%	21,725 2.62%	None
Independent Director	Chen-En Ko (Note4)	–	–	–	–	646	646	15	15	661 0.08%	661 0.08%	–	–	–	–	–	–	–	–	661 0.08%	661 0.08%	None
	Chao-Zon Yang	–	–	–	–	1,107	1,107	35	35	1,142 0.14%	1,142 0.14%	–	–	–	–	–	–	–	–	1,142 0.14%	1,142 0.14%	None
	Po-Chiao Chou	–	–	–	–	1,107	1,107	35	35	1,142 0.14%	1,142 0.14%	–	–	–	–	–	–	–	–	1,142 0.14%	1,142 0.14%	None
	Wei-Lung Chen (Note4)	–	–	–	–	646	646	15	15	661 0.08%	661 0.08%	–	–	–	–	–	–	–	–	661 0.08%	661 0.08%	None
	Hsiu-Chung Liang (Note5)	–	–	–	–	461	461	15	15	476 0.06%	476 0.06%	–	–	–	–	–	–	–	–	476 0.06%	476 0.06%	None
	Hui-Fen Chan (Note5)	–	–	–	–	461	461	20	20	481 0.06%	481 0.06%	–	–	–	–	–	–	–	–	481 0.06%	481 0.06%	None
	Sub-total	–	–	–	–	4,428	4,428	135	135	4,563 0.56%	4,563 0.56%	–	–	–	–	–	–	–	–	4,563 0.56%	4,563 0.56%	None

1. Please describe the remuneration distribution policy, system, standard, and structure of Independent Directors, and describe the connectivity with the amount of the remuneration paid according to factors such as duties, risks assumed, and time invested: According to Article 24 of the Company's Articles of Incorporation, the remunerations of directors shall be determined by the Board of Directors according to their level of involvement in the Company's operations and the value of their contributions, with reference to the usual standard of the industry.

2. Except for the information disclosed above, remuneration paid for services rendered by directors of the Company to all companies in the financial report (e.g., those serving as non-employee consultants) in the most recent fiscal year: None

Note 1. This is the retirement pension contributed according to law. No actual payment of the retirement pension was made in the most recent fiscal year.

Note 2. The earnings distribution for the year 2024 was approved with a resolution made by the Board of Directors on March 7, 2025. Specifically, it was authorized to distribute NT\$ 12,358,000 as directors' remuneration and NT\$ 49,432,000 as employees' remuneration. Besides, the report of the General Shareholders' Meeting held in 2025 was submitted.

Note 3. Calculated per the net profit after-tax indicated in the parent-company only financial statements and the net profit attributable to the parent company for the year 2024, i.e., NT\$ 821,787,000, as shown in the consolidated financial statements.

Note 4. Newly appointed on May 30, 2024.

Note 5. Removed from office on May 30, 2024.

Regarding directors' and employees' remuneration for the year 2024, the amount planned to be distributed in 2025 is calculated based on the actual distribution ratios of the profit for 2023, as distributed in 2024 (for reference purposes only).



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Independent Auditors' Report

To the Board of Directors of ITEQ Corporation:

Opinion

We have audited the consolidated financial statements of ITEQ Corporation and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, 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 material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as 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 with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, 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 of 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 of the current period. 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. In our judgement, the key audit matters we communicated in the auditors' report were as follows:

- Revenue recognition

Refer to note 4(o) "Revenue" and note 6(s) to the consolidated financial statements for the disclosure of revenue recognition.

Description of key audit matter:

The Group is a listed company in related to public interest, and the investors are highly expecting the financial performance. Therefore, the Group's revenue recognition has been identified as one of the key matters while conducting our audit on the financial statements of the Group.



How the matter was addressed in our audit:

Our principal audit procedures included understanding the types of revenue, and assess the accuracy of the timing of revenue recognition; conducting the variance analysis on the revenue from major customers to evaluate if there are any significant unusual transactions; as well as testing the design, operation and implantation of the effectiveness of internal control on revenue recognition. Furthermore, we also selected some samples of transaction records of sales during the period before and after the balance sheet date in order to obtain the related transaction documents to evaluate the appropriateness of timing of recognition.

Other Matter

ITEQ Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

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

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

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

Those charged with governance are (including the Audit Committee) 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.



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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Tang, Chia-Chien and Chen, Ya-Ling.

KPMG

Taipei, Taiwan (Republic of China)
March 7, 2025

Notes to Readers

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

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Originally Issued in Chinese)
ITEQ CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2024		December 31, 2023			December 31, 2024		December 31, 2023			
	Amount	%	Amount	%		Amount	%	Amount	%		
Assets					Liabilities and Equity						
Current assets:					Current liabilities:						
1100	Cash and cash equivalents (note 6(a))	\$ 4,583,412	13	5,594,270	17	2100	Short-term borrowings (note 6(j))	\$ 2,719,387	8	2,646,225	8
1110	Current financial assets at fair value through profit or loss (note 6(b))	3,387	-	3,654	-	2170	Accounts payable	6,285,846	18	5,991,383	18
1136	Current financial assets at amortised cost (note 6(b))	60,791	-	86,704	-	2219	Other payables (note 6(r))	871,798	3	1,178,211	4
1170	Accounts and notes receivable, net (notes 6(c) and (s))	12,789,713	37	11,497,719	35	2230	Current tax liabilities	162,129	-	326,845	1
1200	Other receivables (note 6(c))	132,102	-	51,147	-	2250	Current provisions	3,608	-	3,429	-
1220	Current tax assets	78,953	-	8,327	-	2280	Current lease liabilities (notes 6(l) and 7)	65,575	-	61,884	-
130X	Inventories (note 6(d))	3,763,259	11	3,014,243	9	2320	Long-term liabilities, current portion (notes 6(k) and 8)	1,263,581	4	274,947	1
1470	Other current assets (note 6(h))	846,974	2	1,050,357	3	2399	Other current liabilities (note 6(s))	13,130	-	56,909	-
	Total current assets	<u>22,258,591</u>	<u>63</u>	<u>21,306,421</u>	<u>64</u>		Total current liabilities	<u>11,385,054</u>	<u>33</u>	<u>10,539,833</u>	<u>32</u>
Non-current assets:					Non-current liabilities:						
1517	Non-current financial assets at fair value through other comprehensive income (note 6(b))	30,099	-	36,279	-	2540	Long-term borrowings (notes 6(k) and 8)	1,592,257	5	2,346,190	7
1550	Investments accounted for using equity method (note 6(e))	36,896	-	42,122	-	2570	Deferred tax liabilities (note 6(n))	1,025,070	3	800,758	2
1600	Property, plant and equipment (notes 6(f), 8 and 9)	9,649,449	28	7,775,916	23	2580	Non-current lease liabilities (notes 6(l) and 7)	147,937	-	210,116	1
1755	Right-of-use assets (notes 6(g), 7 and 8)	240,753	1	298,313	1	2645	Guarantee deposits received	47,924	-	42,895	-
1780	Intangible assets (note 6(i))	9,664	-	9,052	-		Total non-current liabilities	<u>2,813,188</u>	<u>8</u>	<u>3,399,959</u>	<u>10</u>
1840	Deferred tax assets (note 6(n))	215,557	1	371,093	1		Total liabilities	<u>14,198,242</u>	<u>41</u>	<u>13,939,792</u>	<u>42</u>
1900	Other non-current assets (notes 6(h), (m), 7 and 8)	2,403,180	7	3,540,444	11	Equity attributable to owners of parent (notes 6(b), (e), (m), (o), (q) and 7):					
	Total non-current assets	<u>12,585,598</u>	<u>37</u>	<u>12,073,219</u>	<u>36</u>	3100	Ordinary shares	3,629,572	10	3,629,572	11
						3200	Capital surplus	9,227,074	27	9,214,696	28
						3300	Retained earnings	7,430,650	21	7,148,718	21
						3400	Other equity interest	358,651	1	(553,138)	(2)
							Total equity	<u>20,645,947</u>	<u>59</u>	<u>19,439,848</u>	<u>58</u>
	Total assets	<u>\$ 34,844,189</u>	<u>100</u>	<u>33,379,640</u>	<u>100</u>		Total liabilities and equity	<u>\$ 34,844,189</u>	<u>100</u>	<u>33,379,640</u>	<u>100</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
ITEQ CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (note 6(s))	\$ 29,377,677	100	25,079,039	100
5000	Operating costs (notes (d), (f), (g), (l), (m), (r), 7 and 12)	25,687,715	87	21,973,402	88
	Gross profit from operations	3,689,962	13	3,105,637	12
	Operating expenses (notes 6(c), (f), (g), (l), (m), (q), (r), 7 and 12):				
6100	Selling expenses	840,257	3	790,411	3
6200	Administrative expenses	803,446	3	789,448	3
6300	Research and development expenses	653,492	2	518,416	2
6450	Expected credit loss	42,100	-	12,493	-
	Total operating expenses	2,339,295	8	2,110,768	8
	Net operating income	1,350,667	5	994,869	4
	Non-operating income and expenses (notes 6(b), (e), (f), (g), (l), (t), (u) and 7):				
7100	Interest income	52,360	-	53,771	-
7060	Share of loss of associates and joint ventures accounted for using equity method	(5,226)	-	(5,481)	-
7010	Other income	181,816	-	242,533	1
7020	Other gains and losses	(88,686)	-	10,022	-
7050	Finance costs	(173,606)	-	(143,418)	-
	Total non-operating income and expenses	(33,342)	-	157,427	1
7900	Profit before tax	1,317,325	5	1,152,296	5
7950	Tax expenses (note 6(n))	495,538	2	475,670	2
	Profit	821,787	3	676,626	3
8300	Other comprehensive income (notes 6(b), (m), (n), (o) and (u)):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	4,581	-	(122)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	93	-	10,261	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(46)	-	(1,482)	-
	Total components of other comprehensive income that will not be reclassified to profit or loss	4,720	-	8,657	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	1,139,562	4	(350,724)	(1)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	(227,912)	(1)	70,145	-
	Total components of other comprehensive income that will be reclassified to profit or loss	911,650	3	(280,579)	(1)
8300	Other comprehensive income (net of tax)	916,370	3	(271,922)	(1)
	Total comprehensive income	\$ 1,738,157	6	404,704	2
	Profit attributable to:				
	Owners of parent	\$ 821,787	3	676,626	3
	Comprehensive income attributable to:				
	Owners of parent	\$ 1,738,157	6	404,704	2
	Basic earnings per share (expressed in New Taiwan dollars) (note 6(p))	\$ 2.26		1.86	
	Diluted earnings per share (expressed in New Taiwan dollars) (note 6(p))	\$ 2.26		1.86	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

ITEQ CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Other equity				
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total	Total equity
Balance on January 1, 2023	\$ 3,629,572	9,201,666	2,199,863	514,181	4,847,042	7,561,086	(274,855)	(6,483)	(281,338)	20,110,986
Profit	-	-	-	-	676,626	676,626	-	-	-	676,626
Other comprehensive income	-	-	-	-	(122)	(122)	(280,579)	8,779	(271,800)	(271,922)
Total comprehensive income	-	-	-	-	676,504	676,504	(280,579)	8,779	(271,800)	404,704
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	116,700	-	(116,700)	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(1,088,872)	(1,088,872)	-	-	-	(1,088,872)
Reversal of special reserve	-	-	-	(232,843)	232,843	-	-	-	-	-
Share-based payments	-	13,030	-	-	-	-	-	-	-	13,030
Balance on December 31, 2023	3,629,572	9,214,696	2,316,563	281,338	4,550,817	7,148,718	(555,434)	2,296	(553,138)	19,439,848
Profit	-	-	-	-	821,787	821,787	-	-	-	821,787
Other comprehensive income	-	-	-	-	4,581	4,581	911,650	139	911,789	916,370
Total comprehensive income	-	-	-	-	826,368	826,368	911,650	139	911,789	1,738,157
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	67,650	-	(67,650)	-	-	-	-	-
Special reserve appropriated	-	-	-	271,800	(271,800)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(544,436)	(544,436)	-	-	-	(544,436)
Share-based payments	-	12,378	-	-	-	-	-	-	-	12,378
Balance on December 31, 2024	\$ 3,629,572	9,227,074	2,384,213	553,138	4,493,299	7,430,650	356,216	2,435	358,651	20,645,947

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

ITEQ CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before tax	\$ 1,317,325	1,152,296
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,371,128	1,078,746
Amortization expense	102,493	84,010
Expected credit loss	42,100	12,493
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	267	6,166
Interest expense	173,606	143,418
Interest income	(52,360)	(53,771)
Share-based payments	12,378	13,030
Share of loss of associates and joint ventures accounted for using equity method	5,226	5,481
Losses (gains) on disposal of property, plant and equipment	(8,981)	4,871
Impairment loss (gains) on non-financial assets	(16,569)	146,800
Other adjustments	(2,037)	(11,093)
Total adjustments to reconcile profit (loss)	<u>1,627,251</u>	<u>1,430,151</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes receivable	293,579	790,443
Accounts receivable	(864,429)	(176,094)
Other receivable	(78,103)	218,049
Inventories	(534,890)	(434,824)
Other current assets	265,961	49,408
Other operating assets	(461)	(456)
Total changes in operating assets	<u>(918,343)</u>	<u>446,526</u>
Changes in operating liabilities:		
Financial liabilities held for trading	-	(14,228)
Accounts payable	(81,406)	65,615
Other payable	(141,266)	(525,683)
Other current liabilities	(46,835)	(2,927)
Total changes in operating liabilities	<u>(269,507)</u>	<u>(477,223)</u>
Total changes in operating assets and liabilities	<u>(1,187,850)</u>	<u>(30,697)</u>
Total adjustments	<u>439,401</u>	<u>1,399,454</u>
Cash inflow generated from operations	1,756,726	2,551,750
Interest paid	(177,805)	(140,219)
Income taxes paid	(653,777)	(314,886)
Net cash flows from operating activities	<u>925,144</u>	<u>2,096,645</u>
Cash flows from (used in) investing activities:		
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	6,273	6,666
Acquisition of financial assets at amortised cost	(508,112)	(88,624)
Proceeds from repayments of financial assets at amortised cost	539,041	-
Acquisition of property, plant and equipment	(677,136)	(567,174)
Proceeds from disposal of property, plant and equipment	17,064	3,067
Increase (decrease) in refundable deposits	(1,174)	17,100
Increase in other non-current assets	(74,427)	(112,344)
Increase in prepayments for business facilities	(1,049,159)	(559,549)
Interest received	51,215	52,639
Net cash used in investing activities	<u>(1,696,415)</u>	<u>(1,248,219)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	52,919	170,671
Decrease in of short-term notes and bills payable	-	(149,915)
Proceeds from long-term borrowings	450,000	5,671,961
Repayments of long-term borrowings	(286,088)	(4,717,144)
Increase in guarantee deposits received	2,180	4,984
Payment of lease liabilities	(63,208)	(63,113)
Distribution of cash dividends	(544,436)	(1,088,872)
Net cash used in financing activities	<u>(388,633)</u>	<u>(171,428)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>149,046</u>	<u>(296,547)</u>
Net (decrease) increase in cash and cash equivalents	<u>(1,010,858)</u>	<u>380,451</u>
Cash and cash equivalents at beginning of period	<u>5,594,270</u>	<u>5,213,819</u>
Cash and cash equivalents at ending of period	<u>\$ 4,583,412</u>	<u>5,594,270</u>



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Independent Auditors' Report

To the Board of Directors of ITEQ Corporation:

Opinion

We have audited the financial statements of ITEQ Corporation (“the Company”), which comprise the balance sheets as of December 31, 2024 and 2023, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of material 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 of 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 of the current period. 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. In our judgement, the key audit matters we communicated in the auditors' report were as follows:

- Revenue recognition

Refer to note 4(o) "Revenue" and note 6(r) to the financial statements for the disclosure of revenue recognition.

Description of key audit matter

The Company is a listed company in related to public interest, and the investors are highly expecting the financial performance. Therefore, the Company's revenue recognition has been identified as one of the key matters while conducting our audit on the financial statements of the Company.



How the matter was addressed in our audit

Our principal audit procedures included understanding the types of revenue, and assess the accuracy of the timing of revenue recognition; conducting the variance analysis on the revenue from major customers to evaluate if there are any significant unusual transactions; as well as testing the design, operation and implantation of the effectiveness of internal control on revenue recognition. Furthermore, we also selected some samples of transaction records of sales during the period before and after the balance sheet date in order to obtain the related transaction documents to evaluate the appropriateness of timing of recognition.

Responsibilities of Management and Those Charged with Governance 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 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 are (including the Audit Committee) 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 auditor's 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 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial 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 the investment in other entities accounted for using the equity method to express an opinion on these 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 of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Tang, Chia-Chien and Chen, Ya-Ling.

KPMG

Taipei, Taiwan (Republic of China)
March 7, 2025

Notes to Readers

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

The independent auditors' audit report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and financial statements, the Chinese version shall prevail.

(English Translation of Parent-Company-Only Financial Statements and Report Originally Issued in Chinese)
ITEQ CORPORATION

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 146,287	1	133,627	-	2100	Short-term borrowings (note 6(i))	\$ 2,470,000	10	2,520,000	10
1137	Current financial assets at amortised cost (note 6(b))	1,500	-	-	-	2170	Accounts payable	329,117	1	460,156	2
1170	Accounts and notes receivable, net (notes 6(c) and (r))	389,766	2	391,589	2	2180	Accounts payable to related parties (note 7)	226,284	1	146,361	1
1180	Accounts receivable due from related parties, net (notes 6(c), (r) and 7)	295,968	1	202,566	1	2200	Other payables (note 6(q))	296,836	1	283,418	1
1200	Other receivables (note (e))	80,425	-	11,827	-	2220	Other payables to related parties (note 7)	108,795	-	108,824	-
1210	Other receivables due from related parties (note 7)	823,164	3	192,402	1	2280	Current lease liabilities (notes 6(k) and 7)	29,977	-	28,785	-
1220	Current tax assets	78,889	-	-	-	2320	Long-term liabilities, current portion (note 6(j))	500,000	2	-	-
130X	Inventories (note 6(d))	305,772	1	259,363	1	2399	Other current liabilities (note 6(r))	3,299	-	50,759	-
1470	Other current assets (note 6(h))	23,683	-	79,957	-		Total current liabilities	<u>3,964,308</u>	<u>15</u>	<u>3,598,303</u>	<u>14</u>
	Total current assets	<u>2,145,454</u>	<u>8</u>	<u>1,271,331</u>	<u>5</u>		Non-current liabilities:				
	Non-current assets:					2540	Long-term borrowings (note 6(j))	1,150,000	4	1,200,000	5
1517	Non-current financial assets at fair value through other comprehensive income (note 6(b))	5,546	-	5,221	-	2570	Deferred tax liabilities (note 6(m))	975,992	4	750,563	3
1550	Investments accounted for using equity method (notes 6(e) and 7)	22,412,589	84	21,400,367	85	2580	Non-current lease liabilities (notes 6(k) and 7)	92,839	-	119,820	1
1600	Property, plant and equipment (notes 6(f), 7 and 9)	1,338,522	5	940,416	4	2645	Guarantee deposits received	1,500	-	1,500	-
1755	Right-of-use assets (notes 6(g) and 7)	122,039	-	148,833	1		Total non-current liabilities	<u>2,220,331</u>	<u>8</u>	<u>2,071,883</u>	<u>9</u>
1840	Deferred tax assets (note 6(m))	149,541	-	301,040	1		Total liabilities	<u>6,184,639</u>	<u>23</u>	<u>5,670,186</u>	<u>23</u>
1915	Prepayments for business facilities	489,982	2	876,649	3		Equity (notes 6(b), (e), (l), (n), (p) and 7):				
1900	Other non-current assets (notes 6(h), (l), 7 and 8)	166,913	1	166,177	1	3100	Ordinary shares	3,629,572	14	3,629,572	14
	Total non-current assets	<u>24,685,132</u>	<u>92</u>	<u>23,838,703</u>	<u>95</u>	3200	Capital surplus	9,227,074	34	9,214,696	37
	Total assets	<u>\$ 26,830,586</u>	<u>100</u>	<u>25,110,034</u>	<u>100</u>	3300	Retained earnings	7,430,650	28	7,148,718	28
						3400	Other equity	358,651	1	(553,138)	(2)
							Total equity	<u>20,645,947</u>	<u>77</u>	<u>19,439,848</u>	<u>77</u>
							Total liabilities and equity	<u>\$ 26,830,586</u>	<u>100</u>	<u>25,110,034</u>	<u>100</u>

(English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese)
ITEQ CORPORATION

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

	2024		2023	
	Amount	%	Amount	%
4000 Operating revenue (notes 6(r) and 7)	\$ 1,812,026	100	1,458,677	100
5000 Operating costs (notes (d), (f), (g), (k), (q), 7 and 12)	<u>1,917,439</u>	<u>106</u>	<u>1,575,008</u>	<u>108</u>
5900 Gross loss from operations	(105,413)	(6)	(116,331)	(8)
5910 Realized (unrealized) profit from sales	<u>1,558</u>	<u>-</u>	<u>(1,233)</u>	<u>-</u>
5950 Net gross loss from operations	<u>(103,855)</u>	<u>(6)</u>	<u>(117,564)</u>	<u>(8)</u>
6000 Operating expenses (notes 6(c), (f), (g), (k), (l), (q), 7 and 12):				
6100 Selling expenses	127,204	7	102,850	7
6200 Administrative expenses	337,638	19	297,559	20
6300 Research and development expenses	264,525	15	211,972	15
6450 Expected credit loss (gain)	<u>1,413</u>	<u>-</u>	<u>(161)</u>	<u>-</u>
Total operating expenses	<u>730,780</u>	<u>41</u>	<u>612,220</u>	<u>42</u>
6900 Net operating loss	<u>(834,635)</u>	<u>(47)</u>	<u>(729,784)</u>	<u>(50)</u>
7000 Non-operating income and expenses (notes 6(e), (f), (k), (s) and 7):				
7100 Interest income	11,106	1	3,850	-
7070 Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	2,058,051	114	1,798,654	123
7010 Other income	6,841	-	25,915	2
7020 Other gains and losses	11,887	1	82,928	6
7050 Finance costs	<u>(79,251)</u>	<u>(4)</u>	<u>(57,992)</u>	<u>(4)</u>
Total non-operating income and expenses	<u>2,008,634</u>	<u>112</u>	<u>1,853,355</u>	<u>127</u>
7900 Profit before tax	1,173,999	65	1,123,571	77
7950 Income tax expenses (note 6(m))	<u>352,212</u>	<u>19</u>	<u>446,945</u>	<u>31</u>
Profit	<u>821,787</u>	<u>46</u>	<u>676,626</u>	<u>46</u>
8300 Other comprehensive income (notes 6(b), (e), (l), (m), (n) and (t)):				
8310 Components of other comprehensive income that will not be reclassified to profit or loss				
8311 Gains (losses) on remeasurements of defined benefit plans	4,581	-	(122)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	325	-	2,850	-
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	(186)	1	5,929	1
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total components of other comprehensive income that will not be reclassified to profit or loss	<u>4,720</u>	<u>1</u>	<u>8,657</u>	<u>1</u>
8360 Components of other comprehensive income that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	1,139,562	63	(350,724)	(24)
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>(227,912)</u>	<u>(13)</u>	<u>70,145</u>	<u>5</u>
Total components of other comprehensive income that will be reclassified to profit or loss	<u>911,650</u>	<u>50</u>	<u>(280,579)</u>	<u>(19)</u>
8300 Other comprehensive income	<u>916,370</u>	<u>51</u>	<u>(271,922)</u>	<u>(18)</u>
8500 Total comprehensive income	<u>\$ 1,738,157</u>	<u>97</u>	<u>404,704</u>	<u>28</u>
9750 Basic earnings per share (expressed in New Taiwan dollars) (note 6(o))	<u>\$ 2.26</u>		<u>1.86</u>	
9850 Diluted earnings per share (expressed in New Taiwan dollars) (note 6(o))	<u>\$ 2.26</u>		<u>1.86</u>	

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

ITEQ CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings						Other equity		Total	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		
Balance on January 1, 2023	\$ 3,629,572	9,201,666	2,199,863	514,181	4,847,042	7,561,086	(274,855)	(6,483)	(281,338)	20,110,986
Profit	-	-	-	-	676,626	676,626	-	-	-	676,626
Other comprehensive income	-	-	-	-	(122)	(122)	(280,579)	8,779	(271,800)	(271,922)
Total comprehensive income	-	-	-	-	676,504	676,504	(280,579)	8,779	(271,800)	404,704
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	116,700	-	(116,700)	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(1,088,872)	(1,088,872)	-	-	-	(1,088,872)
Reversal of special reserve	-	-	-	(232,843)	232,843	-	-	-	-	-
Change in equity of subsidiaries accounted for using equity method	-	13,030	-	-	-	-	-	-	-	13,030
Balance on December 31, 2023	3,629,572	9,214,696	2,316,563	281,338	4,550,817	7,148,718	(555,434)	2,296	(553,138)	19,439,848
Profit	-	-	-	-	821,787	821,787	-	-	-	821,787
Other comprehensive income	-	-	-	-	4,581	4,581	911,650	139	911,789	916,370
Total comprehensive income	-	-	-	-	826,368	826,368	911,650	139	911,789	1,738,157
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	67,650	-	(67,650)	-	-	-	-	-
Special reserve appropriated	-	-	-	271,800	(271,800)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(544,436)	(544,436)	-	-	-	(544,436)
Change in equity of subsidiaries accounted for using equity method	-	12,378	-	-	-	-	-	-	-	12,378
Balance on December 31, 2024	\$ 3,629,572	9,227,074	2,384,213	553,138	4,493,299	7,430,650	356,216	2,435	358,651	20,645,947

ITEQ CORPORATION

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before tax	\$ 1,173,999	1,123,571
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	256,317	205,694
Amortization expense	9,186	9,112
Expected credit loss (gain)	1,413	(161)
Net losses on financial assets or liabilities at fair value through profit or loss	-	6,547
Interest expense	79,251	57,992
Interest income	(11,106)	(3,850)
Share of loss (profit) of subsidiaries, associates and joint ventures accounted for using equity method	(2,058,051)	(1,798,654)
Losses on disposal of property, plant and equipment	(847)	3,438
Impairment loss (gains) on non-financial assets	(44,543)	3,920
Unrealized (realized) profit from sales	(1,558)	1,233
Total adjustments to reconcile profit (loss)	<u>(1,769,938)</u>	<u>(1,514,729)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes receivable	24,585	(9,823)
Accounts receivable	(24,175)	141,226
Accounts receivable due from related parties	(93,402)	68,913
Other receivable	(42,676)	202,078
Other receivable due from related parties	(5,102)	(7,249)
Inventories	(1,866)	(47,398)
Other current assets	56,274	13,388
Other operating assets	(461)	(456)
Total changes in operating assets	<u>(86,823)</u>	<u>360,679</u>
Changes in operating liabilities:		
Financial liabilities held for trading	-	(14,228)
Accounts payable	(131,039)	82,884
Accounts payable to related parties	79,923	(61,615)
Other payable	24,306	(103,531)
Other payable to related parties	(29)	(7,051)
Other current liabilities	(3,419)	(8,370)
Total changes in operating liabilities	<u>(30,258)</u>	<u>(111,911)</u>
Total changes in operating assets and liabilities	<u>(117,081)</u>	<u>248,768</u>
Total adjustments	<u>(1,887,019)</u>	<u>(1,265,961)</u>
Cash outflow generated from operations	(713,020)	(142,390)
Interest paid	(79,378)	(58,244)
Income taxes refund (paid)	(282,085)	24,421
Net cash used in operating activities	<u>(1,074,483)</u>	<u>(176,213)</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at amortised cost	(1,500)	-
Acquisition of investments accounted for using equity method	-	(586,083)
Proceeds from capital reduction of investments accounted for using equity method	69,000	-
Acquisition of property, plant and equipment	(78,774)	(134,147)
Proceeds from disposal of property, plant and equipment	431	13,289
Increase in refundable deposits	-	(181)
Decrease (increase) in other non-current assets	(3,734)	4,099
Increase in prepayments for business facilities	(169,271)	(246,709)
Interest received	2,287	2,718
Dividends received	1,442,645	1,309,550
Net cash flows from investing activities	<u>1,261,084</u>	<u>362,536</u>
Cash flows from (used in) financing activities:		
Cash dividends paid	(544,436)	(1,088,872)
Increase (decrease) in short-term borrowings	(50,000)	870,000
Decrease in short-term notes and bills payable	-	(149,915)
Proceeds from long-term borrowings	450,000	-
Increase in guarantee deposits received	-	600
Payment of lease liabilities	(29,505)	(28,915)
Net cash used in financing activities	<u>(173,941)</u>	<u>(397,102)</u>
Net increase (decrease) in cash and cash equivalents	12,660	(210,779)
Cash and cash equivalents at beginning of period	133,627	344,406
Cash and cash equivalents at ending of period	<u>\$ 146,287</u>	<u>133,627</u>

See accompanying notes to parent-company-only financial statements.

ITEQ Corporation

2024 Earnings Distribution Proposal

Currency Unit: NT\$

Item	Amount
Unappropriated retained earnings, Dec. 31, 2023	3,666,930,147
Net profit of 2024	821,787,370
Add: Remeasurements of defined benefit plans recognized in retained earnings	4,581,096
The net profit of 2024 and the items other than net profit of 2024 but are included in unappropriated retained earnings of 2024	826,368,466
Less: 10% legal reserve	(82,636,847)
Add: Reversal of special reserve	553,137,966
Retained earnings in 2024 available for distribution	4,963,799,732
Distributable item:	
Cash dividends to common shareholders (NT\$1.8 per share)	(653,322,992)
Unappropriated retained earnings, Dec. 31, 2024	4,310,476,740

Notes:

1. The above-mentioned dividend distribution ratio is based on the 362,957,218 shares outstanding as of March 7, 2025.
2. Cash dividends to shareholders are prioritized from the net profit of 2024.

Chairperson of the Board: Chin-Tsai Chen

Managerial Officer: Hsin-Hui Tsai

Finance and Accounting Supervisor: Jung-Tsan Chou

Annex V.

ITEQ Corporation
Revisions to the Articles of Incorporation

After Amendment	Before Amendment	Explanation
<p>Article 27</p> <p>In case the Corporation makes a profit during a fiscal year, no less than 2% of said profit shall be set aside for employees' remuneration. <u>Of the total amount set aside for employee compensation, no less than 5% shall be distributed to entry-level employees.</u> The Board of Directors shall resolve whether to distribute said remuneration in shares or cash. Recipients of said remuneration may include the employees of the controlled or subordinate companies who meet certain criteria. The Board of Directors is authorized to d The Corporation allows the Board of Directors to set aside no more than 2% of the amount of the foregoing profit as Directors' remuneration. The proposal of distributing employees' and Directors' remuneration shall be reported to the shareholders' meeting. However, if the Corporation still has accumulated losses, it shall retain the indemnity amount in advance and then set aside the remuneration of employees and Directors in accordance with the percentages in the preceding paragraph.</p>	<p>Article 27</p> <p>In case the Corporation makes a profit during a fiscal year, no less than 2% of said profit shall be set aside for employees' remuneration. The Board of Directors shall resolve whether to distribute said remuneration in shares or cash. Recipients of said remuneration may include the employees of the controlled or subordinate companies who meet certain criteria. The Board of Directors is authorized to d The Corporation allows the Board of Directors to set aside no more than 2% of the amount of the foregoing profit as Directors' remuneration. The proposal of distributing employees' and Directors' remuneration shall be reported to the shareholders' meeting. However, if the Corporation still has accumulated losses, it shall retain the indemnity amount in advance and then set aside the remuneration of employees and Directors in accordance with the percentages in the preceding paragraph.</p>	<p>In compliance with the amended Article 14-6 of the Securities and Exchange Act.</p>
<p>Article 32</p> <p>These Articles of Incorporation were formulated by the sponsors' meeting with the consent of all the sponsors on March 24, 1997 and come into force on the date of approval and registration by the competent authority.</p> <p>The 1st amendment was made on</p>	<p>Article 32</p> <p>These Articles of Incorporation were formulated by the sponsors' meeting with the consent of all the sponsors on March 24, 1997 and come into force on the date of approval and registration by the competent authority.</p> <p>The 1st amendment was made on</p>	<p>The date of this amendment has been added.</p>

After Amendment	Before Amendment	Explanation
<p>August 11, 1997.</p> <p>~Omit~</p> <p>The 25th amendment was made on June 16, 2020.</p> <p>The 26th amendment was made on July 2, 2021.</p> <p>The 27th amendment was made on June 14, 2022.</p> <p><u>The 28th amendment was made on May 26, 2025.</u></p> <p>Effective from the resolution of the shareholders' meeting, and upon amendment.</p>	<p>August 11, 1997.</p> <p>~Omit~</p> <p>The 25th amendment was made on June 16, 2020.</p> <p>The 26th amendment was made on July 2, 2021.</p> <p>The 27th amendment was made on June 14, 2022.</p> <p>Effective from the resolution of the shareholders' meeting, and upon amendment.</p>	

Appendix I.

ITEQ Corporation

Articles of Incorporation

Chapter I General Provisions

- Article 1 The Corporation shall be incorporated, as a company limited by shares, under the Company Act, and its name shall be ITEQ Corporation in Chinese, and ITEQ Corporation in English.
- Article 2 The scope of business of the Corporation shall be as follows:
- I. Manufacturing, processing and trading of semi-finished and finished products for electronic materials for multilayer printed circuit board and copper clad laminates.
 - II. Import and export trade of manufacturing equipment of products aforementioned in the preceding paragraph.
 - III. CC01080 Manufacturing electronic parts and components.
 - IV. F119010 Wholesale of electronic materials
 - V. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Corporation shall have its head office in Hsinchu County, Taiwan, Republic of China, and may establish branches at home or abroad, if necessary, by resolution of the Board of Directors.
- Article 4 Public announcements of the Corporation shall be made in accordance with Article 28 of the Company Act.
- Article 4-1 The total amount of the Corporation's external reinvestments may exceed 40% of the paid-in capital, as resolved by the Board of Directors.

Chapter II Shares

- Article 5 The Corporation's capital is NT\$5 billion (including NT\$50 million in employee stock warrants), divided into 5 billion shares at NT\$10 per share. The unissued shares are authorized to be issued by the Board of Directors in several tranches.
- If the Corporation intends to cancel a public offering, the Corporation shall not proceed with such cancellation until a resolution of the shareholders' meeting has been passed, in addition to the approval of the Board of Directors.
- Article 5-1 The Corporation may issue employee stock option certificates at a price lower than the closing price of the Corporation's stock on the date of issuance or transfer them to employees at a price lower than the average price of actual purchases of treasury stock, provided that two-thirds of the shareholders present, representing a majority of the total number of shares outstanding, approve the transfer. The Corporation's treasury stock acquired under the Company Act may be transferred to the employees parents or subsidiaries of the Corporation who meet certain criteria.
- The Corporation's employee stock option certificates are issued to those employees of parents or subsidiaries of the Corporation who meet certain

criteria.

Where the Corporation issues new shares, the employees eligible for share subscription shall include the employees of parents or subsidiaries of the Corporation who meet certain criteria.

The Corporation's restricted stock awards are issued to those employees of parents or subsidiaries of the Corporation who meet certain criteria.

Article 6

The Corporation's shares are registered securities, in which the signed shares need to be signed or sealed by the director(s) of board representing the Corporation and certified by a competent authority or its authorized issuer prior to being issued. The Corporation may also be exempted from printing any share certificate for the shares issued, but the Corporation shall appoint a centralized securities custody enterprise/ institution to make recordation of the issue of such shares.

Article 7

Shareholders shall provide on file their specimen chop to the Corporation for recordation and use the same specimen chop to claim dividends and bonuses or exercise the rights thereof. The transfer, gift, establishment and termination of pledge right, loss, damage or other matters of shares shall be handled in accordance with the Taiwan "Regulations Governing the Administration of Shareholder Services of Public Companies" and the relevant laws and regulations.

Article 8

The Corporation shall not handle any requests for transfers of shares within 60 days prior to the regular shareholders' meeting, 30 days prior to the special shareholders' meeting, or 5 days prior to the record date for the distribution of dividends, bonuses or other interests.

Chapter III: Shareholders' Meetings

Article 9

The Corporation's shareholders' meetings are of two kinds listed below:

- I. Regular shareholders' meeting: to be held within six months after the end of each fiscal year.
- II. Special shareholders' meeting: to be held when necessary, in accordance with the relevant laws and regulations.

Article 10

The shareholders' meetings shall be presided by the Chairperson of the Board. If the Chairperson of the Board of Directors is absent from office or unable to perform his or her duties and responsibilities for any reason, the Vice Chairperson of the Board of Directors shall act on his or her behalf. If the Vice Chairperson of the Board of Directors is absent from office or unable to perform his or her duties and responsibilities for any reason, he or she shall designate one of the Directors to act on his or her behalf. In the event that no such person is appointed, the Directors of the Board shall appoint one from amongst themselves.

Article 11

Notice shall be given to the shareholders at least 30 days prior to a regular shareholders' meeting, and at least 15 days prior to special shareholders' meeting, stating the date, place, and purpose of convening the meeting.

The Corporation's shareholders' meeting may be held by means of video conference or other methods promulgated by the central competent authority. The requirements, procedures, and other rules to be complied with when holding a shareholders' meeting via video conference shall be subject to the provisions set forth by the competent authority in charge of securities affairs.

Shareholders who participate in the shareholders' meeting via video conference shall be deemed to be present in person; the Corporation shall obtain video conference services from an outside provider.

Article 12 The following matters of the Corporation shall be resolved by shareholders' meetings:

- I. The amendments to the Articles of Incorporation.
- II. The increase/decrease in the Corporation's total capital.
- III. The combination with or acquisition of other corporations.
- IV. Discretionary management
- V. The dissolution or liquidation of the Corporation.
- VI. Election of Directors of the Board
- VII. The amendments to shareholders' stock dividends and the percentage of employees' compensation.
- VIII. Other matters to be resolved by shareholders' meetings according to any other law or regulation.

Article 13 If the shareholders cannot attend the shareholders' meeting for reasons, they shall issue the Corporation printed and distributed letters of entrustment indicating the scope of authorization to entrust agents to attend in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meeting of Public Companies" issued by the competent authority. The voting power at a shareholders' meeting may be exercised by way of electronic means. Attendance via electronic means is deemed to be attendance in person, and the related matters thereof shall be handled in accordance with the relevant laws and regulations.

Article 14 Unless otherwise provided for by laws and regulations, each shareholder of the Corporation shall have one vote per share.

Article 15 Unless otherwise provided for in the Company Act, resolutions shall be adopted by a large majority representing over one-half of the votes at a meeting attended by shareholders representing a majority of the total number of issued shares. Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes, specifying the date and place of the meeting, the number of shareholders present, the number of shares represented, the number of voting rights, the name of the meeting chairperson, the resolution items and the resolution methods thereto. The meeting minutes shall be signed or sealed by the Chairperson of Board or shareholders' meeting chairperson, and shall be retained on the Corporation's Board of Directors together with the attendance book and sign-in cards of the attending shareholders and letters of authorization for attendance. The meeting minutes shall be distributed to shareholders within 20 days after the meeting, the distribution of which may be made by public announcement.

Chapter IV Directors of Board, Audit Committee and Managerial Officers

Article 16 The Corporation shall have seven to ten Directors, and the number of Directors shall be determined by the Board of Directors.

Elections of the Corporation's Directors shall be conducted in accordance with

the candidate nomination system set out in Article 192-1 of the Company Act. The Directors shall be elected from the director nominees listed in the roster of Director candidates at the shareholders' meeting. The method and announcement of director candidate nomination shall be processed in accordance with the relevant laws and regulations of the Company Act and the Securities and Exchange Act. The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected shall be calculated separately.

Directors shall hold office for three years; re-elected Directors are entitled to serve consecutive terms.

The directors shall comply with the rules of the securities competent authority concerning minimum share ownership.

The Corporation may purchase liability insurances for the Directors of the Board to protect them against potential liabilities arising from performing their duties within their executive business scopes in accordance with the law, and authorize the Board of Directors to purchase said liability insurances in connection therewith.

Article 16-1 Among the prior number of Directors of the Board, the number of Independent Directors shall be no less than 3 and one-fifth of the number of seats of Directors.

The professional qualifications, restrictions on shareholdings and concurrent positions held, the method of nomination election of the independent directors, and other related matters to abide by shall comply with applicable laws and regulations prescribed by the security's competent authority.

The Corporation shall have an Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act, which shall consist of all Independent Directors, no less than three in number, one of whom shall be the committee convener and at least one of whom shall have accounting or financial expertise.

Article 17 (deleted)

Article 18 The Corporation's Board of Directors shall have a Chairperson and may have a Vice Chairperson, who shall be elected by the Directors from amongst themselves. The Chairperson of the Board shall preside the Board meetings externally represent the Corporation.

Article 19 A meeting of the Board of Directors shall be convened by the Chairperson of the Board. Said meeting shall be presided over by the Chairperson of the Board of Directors. If the Chairperson of the Board is unable to convene said meeting for any reason, the Vice Chairperson of the Board of Directors shall do so on his or her behalf. However, if the Vice Chairperson of the Board of Directors is unable to convene said meeting within 7 days from the date when said meeting is necessary or is unable to exercise his or her authority for any reason, one of the Directors designated in advance by the Chairperson of the Board of Directors shall do so on his or her behalf, or if no such person is designated, one of the Directors shall be elected from amongst themselves to convene said meeting.

In the event of a video conference for said meeting, Directors attending said meeting by video are deemed to be attending in person. If a director is unable to attend a board meeting in person for any reason, he/she may appoint another Director to act as on his/her behalf by issuing a letter of authorization and listing the scope of authority for convening the meeting. A Director may only be appointed to act on behalf of one other Director.

In convening a meeting of the Corporation's Board of Directors, a notice shall be given to each director 7 days in advance of the scheduled meeting date. But in case of emergency, said meeting may be convened at any time.

The preceding notice to convene said meeting shall be delivered to each Director via mail, email, or fax.

Article 20

A meeting of the Board of Directors shall be held quarterly by Directors thereof, with functions and duties as follows:

- I. Resolving domestic and foreign investment proposals.
- II. Preparing and amending the Corporation's important statutes and organization regulations.
- III. Electing the Chairperson and Vice Chairperson of the Board of Directors.
- IV. Approving the appointment and dismissal of the General Manager and Deputy General Manager.
- V. Examining and approving budgets and final accounts.
- VI. Making decisions on matters regarding loans.
- VII. Recommending to the shareholders' meeting proposals for amendments to the Articles of Incorporation, change in capital, dissolution, or merger of the Corporation.
- VIII. Recommending the shareholders' meeting the proposals for distribution of profits and covering of losses.
- IX. Resolving the distribution of cash dividends.
- X. Selecting certified public accountants.
- XI. Performing other functions and duties conferred by the Company Act or by the resolutions made at the shareholders' meeting.
- XII. Establishing and abolishing branches.
- XIII. Being entitled to establish auditing, nomination, risk management committees or other functional committees for the needs of business operations.
- XIV. Formulating operating policies, reviewing and supervising the implementation of business plans.
- XV. Convening shareholders' meetings.
- XVI. Other functions and duties conferred by the provisions prescribed by the Company Act or by the shareholders at the shareholders' meeting.

Article 21

Except as otherwise provided by the Company Act, a resolution of the Board of Directors shall be adopted by a majority of the Directors present at a board meeting, occupying more than half seats of the Board of Directors. However,

the following matters shall be subject to the approval of two-thirds of the Directors present at a board meeting, occupying more than half seats of the Board of Directors.

- I. Resolving domestic and foreign investment proposals.
- II. Examining and approving budgets and final accounts.
- III. The provisions relating to minutes of shareholders' meeting are applicable, mutatis mutandis, to the meeting minutes of the Board of Directors.

Article 22 (Deleted)

Article 23 (Deleted)

Article 24 The Board of Directors is authorized to decide the compensation to all Directors based on the degree of their participation in and contribution to the operations of the Corporation and referred at a rate consistent with general practices in the industry.

Article 25 The Corporation may have several managerial officers. Their appointment, dismissal, and compensation shall be subject to Article 29 of the Company Act.

Chapter V: Accounting

Article 26 The Corporation's fiscal year shall commence on January 1 and end on December 31 of each year. Upon closing of each fiscal year, the Board of Directors shall prepare the following tables and documents and submit the same for adoption at the annual general shareholders' meeting according to the law:

- I. Business report.
- II. Financial statements.
- III. Proposals for earnings distribution or deficit compensation distribution of profits and covering of losses.

Article 27 In case the Corporation makes a profit during a fiscal year, no less than 2% of said profit shall be set aside for employees' compensation. The Board of Directors shall resolve whether to distribute said compensation in shares or cash. Recipients of said compensation may include the employees of parents or subsidiaries of the Corporation who meet certain criteria. The Board of Directors is authorized to determine the criteria and the method of distribution. The Corporation allows the Board of Directors to set aside no more than 2% of the amount of the foregoing profit as Directors' compensation. The proposal of distributing employees' and Directors' compensation shall be reported to the shareholders' meeting. However, if the Corporation still has accumulated losses, it shall pre-reserve the amount to offset the loss and then set aside the compensation of employees and Directors in accordance with the percentages in the preceding paragraph.

Article 27-1 If the Corporation's earnings are present after the closing of a fiscal year, they shall be distributed in accordance with the following order:

- I. Payment of taxes required by law.
- II. Offsetting the accumulated losses.
- III. Setting aside 10% of said earnings as legal reserve. Where such legal reserve amount is equivalent to the total paid-in capital, this provision

shall not apply.

- IV. Appropriating or reversing the special reserve as provided by laws or by competent authority regulations.
- V. Except for discretionary retention of earnings, the remaining balance, together with the accumulated undistributed earnings, shall be resolved by the shareholders' meeting after the Board of Directors has prepared a proposal for the distribution of earnings.

When setting aside the surplus reserve according to law, for any insufficient amount for the "cumulative amount of net increase in fair value of investment properties" and "cumulative amount of net decrease in other equity", a special reserve of the same amount shall be set aside from the undistributed retained earnings of the previous period prior to the distribution of earnings. If there is still any insufficient amount, allocate it from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period.

The Corporation is in a growth phase, so the amount of dividends to shareholders will be determined by taking into account factors, such as the Corporation's current and future investment environment, capital requirements, domestic and international competition, and future capital expenditures and working capital planning, as well as the interests of shareholders and balancing dividends with the Corporation's long-term financial planning, wherein no less than 20% of the earnings to be distributed shall be cash dividends.

The Corporation authorizes the distributable dividends and bonuses, or legal reserve and special reserve, specified in paragraph 1 of this Article, in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of Directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting without the need to request for ratification by shareholders.

Article 28 The distribution of dividends to shareholders shall be limited to those shareholders whose names appear on the shareholders' list five days prior to the record date on which the dividend and bonus are determined to be distributed.

Chapter IV Supplemental Provisions

Article 29 The Corporation may provide endorsement and guarantee and act as a guarantor in accordance with government regulations.

Article 30 Any matters not covered by these Articles of Incorporation shall be governed by the provisions of the Company Act.

Article 31 (deleted)

Article 32 These Articles of Incorporation were formulated by the promoters' meeting with the consent of all the promoters on March 24, 1997 and come into force on the date of approval and registration by the competent authority.

The 1st amendment was made on August 11, 1997.

The 2nd amendment was made on July 9, 1998.

The 3rd amendment was made on June 16, 2000.

The 4th amendment was made on July 25, 2000.
The 5th amendment was made on May 25, 2001.
The 6th amendment was made on December 28, 2001.
The 7th amendment was made on June 12, 2002.
The 8th amendment was made on October 22, 2002.
The 9th amendment was made on June 12, 2003.
The 10th amendment was made on February 13, 2004.
The 11th amendment was made on May 4, 2004.
The 12th amendment was made on June 16, 2005.
The 13th amendment was made on June 15, 2006.
The 14th amendment was made on June 15, 2007.
The 15th amendment was made on June 13, 2008.
The 16th amendment was made on June 16, 2009.
The 17th amendment was made on June 18, 2010.
The 18th amendment was made on June 17, 2011.
The 19th amendment was made on June 6, 2012.
The 20th amendment was made on June 14, 2013.
The 21st amendment was made on June 18, 2015.
The 22nd amendment was made on June 15, 2016.
The 23rd amendment was made on June 15, 2018.
The 24th amendment was made on June 13, 2019.
The 25th amendment was made on June 16, 2020.
The 26th amendment was made on July 2, 2021.
The 27th amendment was made on June 14, 2022.
Effective from the resolution of the shareholders' meeting, and upon amendment.

ITEQ Corporation

Chairperson of the Board: Chin-Tsai Chen

Appendix II.

ITEQ Corporation

Rules and Procedures of the Shareholders' Meeting

Adopted by the shareholders' meeting held on June 14, 2022.

1 Purpose

These Rules and Procedures are established in order to provide for compliance with the convening, procedures, resolutions and records related to the shareholders' meetings ("Meeting") held by the Corporation and to comply with the provisions of relevant laws and regulations.

2 Applicable Scope

Unless otherwise prescribed by relevant laws and regulations, the Corporation shall duly convene the Meetings in accordance with these Rules and Procedures, including matters relating to the convening, proceedings, resolutions and minutes of the Meetings.

3 Operating Rules

3.1 Convening of the Meetings

3.1.1 If the Meeting is convened by the Board of Directors, the one presiding over the Meeting shall be the chairperson of the Board of Directors. If the chairperson of the Board of Directors is absent from work or is unable to perform his/her duties for any reason, the chairperson of the Board of Directors shall designate a director to act on his/her behalf. If the chairperson of the Board of Directors does not designate such a person, the Directors shall elect one of them from amongst themselves to act on his/her behalf. If the Meeting is convened by a person with the authority to convene other than the board of directors, such person shall act as the chairperson to preside over that meeting.

3.1.2 The Meeting shall be held in the city or county where the Corporation is located or at any other place that is convenient for the shareholders to attend and appropriate to convene such Meeting, and shall commence at a time no earlier than 9:00 a.m. And no later than 3:00 p.m.

The restrictions on the place of the Meeting shall not apply when the Corporation convenes a virtual-only Meeting.

3.1.3 Shareholders' meeting may be held with virtual conferencing or other methods promulgated by the central competent authority. The shareholders meeting held with virtual conferencing shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites,

procedures, and other compliance matters.

- 3.1.4 Changes to how the Corporation convenes its shareholders meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

3.2 Attendance of the Meetings

- 3.2.1 Shareholders or their proxies (collectively "shareholders") attending the Meeting shall sign in and the sign-in procedure shall be replaced by submitting their sign-in cards. The calculation of the number of shares present shall be based on the sign-in cards submitted by the shareholders and the shares checked in on the virtual meeting platform. Those shares whose votes are exercised by correspondence or electronically.
- 3.2.2 Attendance and voting at shareholders' meetings shall be based on shares.
- 3.2.3 The Corporation may appoint the retained attorney(s)-at-law, certified public accountant(s) or relevant personnel attend the Meeting as non-voting delegates. Staff at the Meetings shall wear identification badges or arm badges.
- 3.2.4 In the event of a virtual shareholders' meeting, shareholders wishing to attend the Meeting online shall register with the Corporation two days before the meeting date.
- 3.2.5 When the Corporation convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the Meeting online in accordance with preceding paragraph decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.
- 3.2.6 For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the Meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person. The Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the Meeting starts, and keep this information disclosed until the end of the meeting.
- 3.2.7 When convening a virtual-only shareholders' meeting, the Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholder meeting online.

3.3 Proceedings and Resolutions of the Meeting

- 3.3.1 The chairperson shall call the Meeting to order at the appointed meeting time and disclose information concerning the total number of issued shares are present, said nonvoting shares and number of shares presented by shareholders attending the meeting. However, when the attending shareholders not represent a majority of the total number of issued shares, the chairperson may declare a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements, 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 the provisions of the Company Act. Upon passing of the preceding tentative resolution, if the attending shareholders or proxies represent a majority of the total number of issued shares, the meeting chairperson may re-submit said tentative resolution to the Meeting for a vote.
- 3.3.2 During the Corporation's virtual shareholders' meeting, when the Meeting is called to order, the total number of shares represented at the Meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the Meeting and a new tally of the votes is released during the Meeting.
- 3.3.3 The agenda for the Meeting shall be set by the Board of Directors if such Meeting is convened by the Board of Directors. Unless otherwise resolved by a resolution at the Meeting, the Meeting shall be carried out in accordance with the scheduled agenda. The preceding paragraph shall apply mutatis mutandis to the Meeting convened by any person other than the Board of Directors, with the authority to convene such Meeting. The chairperson shall not adjourn the Meeting until the proceedings (including extraordinary motions) scheduled in the preceding agenda are completed unless a resolution is duly resolved in the Meeting. Upon the adjournment of the Meeting, the shareholders are not entitled to elect another chairperson to continue the Meeting at the same place or another venue; however, if the prior meeting chairperson violates these rules and procedures and adjourns the Meeting, another chairperson may be elected by a majority of the voting rights of the shareholders present to continue the Meeting.

Election or dismissal of Directors; amendment to the Articles of Incorporation; capital reduction; application for halting public offering; permission for Directors to compete with the Corporation; capitalization of retained earnings; capitalization of capital reserves; dissolution, merging or demerger of the Corporation; or any matter under Article 185, paragraph 1 of the Company Act; Article 26-1 and Article 43-6 of the Securities and Exchange Act; Article 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the Meeting. None of the above matters may be

raised by an extraordinary motions.

A shareholder holding 1% or more of the total number of issued shares may submit a proposal to the Corporation for discussion at the regular Meeting, limited to only one proposal, and if the number of proposals submitted exceeds one, they shall be all excluded from the agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act applies to a proposal put forward by a shareholder, the Board of Directors may exclude said proposal from the agenda. A shareholder may propose a recommendation for urging the Corporation to promote the public interest or fulfill its social responsibilities, procedurally limited to only one proposal persuasive to Article 172-1 of the Company Act, and if the number of proposals submitted exceeds one, they shall be all excluded from the agenda.

The order of discussion and voting on each of the proposal proposed by the shareholders in the extraordinary motions shall be determined by the chairperson.

- 3.3.4 Before speaking, an attending shareholder or his/her proxy must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account, name. The order in which shareholders speak will be determined by the chairperson. A shareholder or one with his/her authorization who has submitted a speak's slip but does not actually speak shall be deemed to have not spoken. If there is any discrepancy between the contents of the shareholder's speech and the subject given on the speaker's slip, the contents of the speak shall prevail. When an attending shareholder is speaking, no other shareholder shall interrupt the speaking shareholder unless otherwise permitted by the chairperson and said speaking shareholder; the chairperson shall stop any such violations.
- 3.3.5 No shareholder or one with his/her proxy may speak more than twice on the same proposal, and each time for not more than five minutes, without the consent of the chairperson. The chairperson may terminate the speech of any shareholder that is in violation of the preceding provisions or exceeds the scope of the agenda item.
- 3.3.6 When a juristic person is appointed to attend as proxy, it may designate only one representative to attend said Meeting. When a juristic person shareholder appoints two or more representatives to attend a Meeting, only one representative of them is allowed to speak for the same proposal. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- 3.3.7 After a shareholder present speaks on the floor; the chairperson may respond

either in person or designate relevant personnel to reply. Where a virtual shareholder meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chairperson declaring the Meeting open until the chairperson declaring the Meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 3.3.4. to 3.3.6. do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

- 3.3.8 When the chairperson considers that the discussion on a proposal has reached the point where a vote can be taken, the chairperson may announce that the discussion has ceased and a vote is taken. The result of a vote shall be announced on-site and recorded in writing. When the Corporation convenes a virtual shareholders' meeting, after the chairperson declares the meeting open, shareholders attending the Meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting. In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately.
- 3.3.9 The chairperson shall designate the person(s) to monitor the votes and count the votes, but the person(s) to monitor the votes shall be a shareholder and the results of the voting shall be reported on the site and recorded.
- 3.3.10 During the Meeting, the chairperson may announce a break at his/her discretion.
- 3.3.11 Unless otherwise provided in the Company Act and the Corporation's Articles of Incorporation, a proposal resolution is adopted by a majority of voting rights owned by the shareholders or proxies present at the meeting. During a vote, for each proposal the chairperson or his/her designated person shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. The results of each proposal, based on the numbers of votes for and against and number of abstentions shall be entered into the market observation post system on the same day after the Meeting.

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

- 3.3.12 If there is an amendment or an alternative to a proposal, the chairperson shall put them together and determining the voting order therein. If one of them is adopted, the others shall be deemed to be rejected and no further vote is required.
- 3.3.13 The chairman may direct proctors (or security personnel) to assist in maintaining the order at the meeting place. Said proctors (or security personnel) shall wear arm badges marked "proctor" while assisting in maintaining the order at the meeting place.
- 3.3.14 When the Corporation convenes a virtual-only Meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the Meeting is called to order.
- 3.3.15 In the event of a virtual shareholders' meeting, when declaring the Meeting open, the chairperson shall also declare, unless under a circumstance where a Meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual Meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the Meeting adjourned, and the obstruction continues for more than 30 minutes, the Meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.
- 3.3.16 For a Meeting to be postponed or resumed as described in the preceding paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the Meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. Shareholders who have not registered to participate in the affected shareholders video conference shall not attend the postponed or resumed session.
- 3.3.17 When the Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in the preceding paragraph, if the total number of shares represented at the Meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof.
- 3.3.18 Under the circumstances where a Meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual

shareholders' meeting shall be counted towards the total number of shares represented by shareholders present at the Meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

3.4 Election Matters of Shareholders' Meeting

In the event of an election of directors at a shareholders' meeting, the election shall be conducted in accordance with the relevant election regulations of the Corporation and the election results shall be announced on site, including a list of newly elected directors and the number of voting rights they obtained, together with a list of those failed to be elected and their number of voting rights obtained.

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

3.5 Meeting Minutes

3.5.1 The Corporation shall record on audio or video the entire Meeting and keep it for at least one year.

3.5.2 Where a shareholders meeting is held online, the Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by the Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

4 These Rules and Procedures shall be implemented upon their adoption by the Meeting, and the same applies to the amendments thereto.

These Rules and Procedures were formulated on June 20, 2002.

The 1st amendment was made on June 15, 2006.

The 2nd amendment was made on June 15, 2018.

The 3rd amendment was made on July 02, 2021.

The 4th amendment was made on June 14, 2022.

Appendix III.

Shareholdings of Directors

As of the book closure date (March 28, 2025) for the general shareholders' meeting, the shareholding of all directors is as follows:

Title	Name	Gender	Shareholding	
			Number of Shares	Shareholding ratio (%)
Chairperson of the Board	Chin-Tsai Chen	Male	5,084,000	1.40%
Director	Hsin-Hui Tsai	Female	1,047,386	0.29%
Director	WIN Semiconductors Corp. Representative: Ching-Tsou Tsen	Male	65,408,733	18.02%
Director	WIN Semiconductors Corp. Representative: Yun-An Yu	Female	65,408,733	18.02%
Director	Hui-Fen Chan	Female	0	0%
Total shares held by all directors (excluding independent directors)			71,540,119	19.71%
Independent Director	Chen-En Ko	Male	0	0%
Independent Director	Chao-Zon Yang	Male	0	0%
Independent Director	Po-Chiao Chou	Male	2,417	0.0007%
Independent Director	Wei-Lung Chen	Male	0	0%
Total shares held by all independent directors			2,417	0.0007%

1. Total issued shares: 362,957,218 shares.
2. The minimum required combined shareholding of all directors by regulation: 14,518,289 shares
3. As of the book closure day:
Shares held by all directors (excluding independent directors): 71,540,119 shares, accounting for 19.71% of the total issued shares of the Company.